

**AMERICAN SOCIETY OF COMPARATIVE LAW
BYLAWS**

As amended and adopted, October 16, 2020

ARTICLE I. PUBLICATIONS

Section 1.1. The corporation, hereinafter called the Society, shall establish, maintain, and publish a comparative law journal, entitled “American Journal of Comparative Law,” in accordance with the provisions of this Article. Said Journal, and any other publication authorized under these By-Laws, shall publish materials relating to comparative, foreign, and private international law.

Section 1.2. The Board of Editors of the Journal shall be composed of representatives of the Sponsor Members of the Society, with one such editor designated by each such sponsor in good standing in the Society.

Section 1.3. The editorial offices of the Journal shall be located at a Host Institution for the Journal, which shall normally be the seat of academic appointment of the Editor-in-Chief of the Journal. The Editor-in-Chief shall be elected by the Board of Editors, and the Nominating Committee for such election shall be the Executive Committee of the Society, or such other committee of the Board of Directors as the President of the Society may appoint. When a vacancy in the post of Editor-in-Chief occurs, or is to occur, the Nominating Committee shall screen the applications of candidates for the position, and the proposals of support by the institutions desiring to be the Host Institution.

At the next annual meeting, the Nominating Committee shall submit the names of all qualified candidates and prospective hosts to the Board of Editors, with or without a recommendation as to which is most highly qualified. If more than one candidate is submitted, the election shall be conducted by secret written ballot, eliminating the candidate receiving the fewest votes until the successful candidate receives a majority of votes of the members of the Board of Editors present and voting. In the event that an Editor-in-Chief is unable to serve until the next annual meeting, or if an Editor-in-Chief-elect is unable to serve immediately upon the vacating of the office by the predecessor, the President may, with the advice and consent of the Executive Committee, appoint an interim Editor to fill the position until the next annual meeting or until the Editor-in-Chief-elect is able to serve.

Section 1.4. Except as herein provided, an Editor-in-Chief, once elected, shall serve for a term of five years and until a successor’s term begins. The term begins upon election or as otherwise provided at the time of election. The term of an Editor-in-Chief (and the agreement of the Society with the Host Institution) may be terminated by either the Editor-in-Chief or the Society, upon a minimum of six months’ written notice. One year’s notice will be given if at all possible. Termination of an Editor-in-Chief by the Society shall require a majority vote of the Board of Editors. Any member of the Board may, at any meeting of the Board, move to terminate the Editor-in-Chief. In addition, the President of the Society may also make such a motion, either at an annual meeting or by mail or electronic mail.

Section 1.4A. Executive Editorial Board. For the purpose of organizing a small group of persons especially committed to helping the Editor-in-Chief to publish the Journal, the President of the Society, in consultation with the Executive Committee of the Board of Directors, and with the advice and consent of the Editor-in-Chief, shall appoint an Executive Editorial Board consisting of up to twenty persons drawn from the ranks of the Board of Editors, the Board of Directors, or the other delegates nominated by a Sponsor Member. The Editor-in-Chief, in consultation with the members of the Executive Editorial Board, shall determine how best to assist the Editor-in-Chief. Members of the Executive Editorial Board shall serve two-year terms, but any member may be reappointed by the same procedure by which initial appointments are made, provided the person agrees to serve another term. There is no limit on the number of times a person may be reappointed.

Section 1.4B. Nothing herein shall be interpreted as prohibiting the election of joint Editors-in-Chief or joint Host Institutions.

Section 1.5. In order to qualify for the privilege of hosting the Journal, and in consideration of receiving the current funds of the Journal, the Host Institution for the Journal shall agree to the following obligations:

- (1) to provide offices, office equipment, telephone service, office supplies and expense funds, and clerical and secretarial support as is necessary for the editorial and business management of a first-class scholarly journal;
- (2) to provide the salary and benefits necessary to employ a highly competent executive editor, in addition to the commitment of the part-time supervision to be given to these editorial functions by the Editor-in-Chief; as an alternative to a full-time executive editor the host may substitute the services of several part-time or associate editors the total of which is the substantial equivalent of a full-time position; provided, that the appointment of any executive or associate editor having sufficient involvement with the editorial process to justify being named in the masthead of the Journal shall be subject to the approval of the Board of Editors. The terms of office of all such executive and associate editors shall be considered terminated upon the term of Editor-in-Chief;
- (3) to provide such accounting and financial services as necessary to support the expenses of the Journal, billing accounts of subscribers and other debtors of the Journal, and making annual financial reports to the Society;
- (4) to give the Editor-in-Chief authority to manage, deposit, invest, and expend the current funds of the Journal for all purposes incident to the publication of the Journal.

Section 1.6. The current funds of the Journal, which the Society undertakes to make available to the Host Institution for the Journal, shall include the following:

- (1) income from subscriptions to the Journal attributable to issues published during the period that the Host Institution for the Journal is designated as such;
- (2) interest or dividends on all funds of the Journal which have been deposited or invested, and which are payable during the period the Host Institution for the Journal is designated as such;
- (3) royalties and income from sales of back issues of the Journal or of other publications of the Society, except as otherwise provided in item (4);

- (4) cash advances from the Society to finance special publications of the Society under the auspices of the Journal, such as the National Reports, provided, that income from such sales of publications shall be first used to pay any expenses of publication not covered by such advances, second, to repay the amount of the cash advance to the Society (without interest), and third, should any balance remain, to become part of the unrestricted current funds of the Journal;
- (5) an annual subsidy paid to the Host Institution for the Journal by the Society, in an amount determined by the Board of Directors of the Society after receiving the recommendations of the Editor-in Chief and the Treasurer of the Society, provided, that if the Host Institution for the Journal changes, the Treasurer shall apportion the annual subsidy between the predecessor and successor Host Institutions for the Journal to reflect both the portion of the year during which each Host was designated as such and the number of issues of the Journal published during that period;
- (6) subject to the apportionment provisions of sub-paragraph (5) above, any gifts made directly to the Journal or to the Society for the benefit of the Journal, except that with respect to capital gifts, only the income shall be made available to the Host Institution for the Journal.
- (7) “Current funds of the Journal” shall not include endowment and capital that is vested in The American Society of Comparative Law, Inc.

Section 1.7. Changes in the particular undertakings of Section 1.5 and 1.6 hereof may be negotiated and agreed upon at any time between the Host Institution for the Journal and the Executive Committee of the Society, for the period of the then current term of the Editor-in-Chief.

Section 1.8. By agreement between the Editor-in-Chief and the Board of Directors, the editorial staff and services of the Journal may be used for the publication of other books, supplements, papers, pamphlets, magazines, or other writings, including national reports, provided, that any such publications shall be devoted to materials relating to comparative, foreign, and private international law. The Journal, and any other publication authorized by these By-Laws, shall be copyrighted in the name of the Society.

Section 1.9. Each Sponsor and Sustaining Member of the Society, and each member of the Board of Editors and of the Board of Directors shall be entitled to one copy of each issue of the Journal as it appears, without charge, provided that persons who are both editors and directors shall receive only one copy. The Board of Directors shall have the power to designate categories of Individual Memberships with different rights to receive one copy of each issue of the Journal as it appears. Members of the Executive Editorial Board who do not otherwise receive a copy of the Journal under the previous sentence, shall receive one copy of each issue during their term of service.

ARTICLE II. MEMBERSHIP

Section 2.1. Any person, organization, or institution qualified for membership as herein provided may be admitted to the Society in one of the classes of membership hereinafter specified, by the affirmative vote of a majority of the Sponsor Members at any duly constituted meeting thereof.

Section 2.2. Any school or institute devoted to comparative, foreign, or international law, any member school in the Association of American Law Schools, any law school duly approved by the American Bar Association, any bar association, or other school, institute, association, corporation, deemed by the Sponsor Members to be qualified, may be elected a new Sponsor Member. Sponsor Members shall each pay \$700.00 annually as dues, or such other amount as the Board of Directors may at any annual meeting set as dues for the following calendar year, such sum to be applied toward the maintenance of the American Journal of Comparative Law, the cost of such other publications authorized by the Society, the cost of the annual meetings of the Society, and other expenses of the Society approved by the Board of Directors. Each Sponsor Member shall have the right to nominate one person to serve on the Board of Directors, one person to serve on the Board of Editors, and as many additional Delegates as it wishes. Sponsor Members shall pay \$50.00 for each additional Delegate beyond the nominees to the Board of Director and Board of Editors. Only the Director and Editor will be entitled to cast that Sponsor Member's vote on their respective boards, except as provided in Section 3.4. A Sponsor Member may designate the same person to represent the Member on the Board of Directors and the Board of Editors, but Sponsor Member law schools are encouraged to designate all interested faculty to serve in some capacity, as Editor, Director, or Delegate.

Section 2.3. Any individual, law firm, corporation, or association may be elected a Sustaining Member upon the payment of a minimum of \$500.00 annually, or such other amount as the Board of Directors may at any annual meeting set for the following year, as dues. Law schools not applying for election as Sponsor Members may be elected Sustaining Members on such terms as the Board of Directors may determine.

Section 2.4. Any individual (living or deceased), law firm, corporation, or association may be elected a Patron of the Society upon donating \$5,000.00 or more. Patrons will be periodically recognized and honored for their lifetime (individuals) or for 10 years, whichever period is longer.

Section 2.5. Any school of law, legal institution, or society of comparative law, in a country other than the United States, may be elected a Corresponding Institutional Member. Corresponding Institutional Members shall be exempt from the payment of dues, but shall be expected to contribute to the activities of the Society.

Section 2.6. All dues shall be payable on a calendar year basis, and shall be deemed in arrears if not paid by September 1st of the year for which they are billed. No payments of travel expenses shall be made to the representative(s) of any Sponsor Member until such Member's dues for the year in which the travel expense is incurred have been received by the Treasurer of the Society. Members whose dues for the current year are not received before December 31st shall be deemed not in good standing and not entitled to representation on the Board of Directors or Board of Editors. Unless arrangements for payment are promptly made thereafter, Members not in good standing will be dropped from the rolls of the Society and their names and those of their representatives will be dropped from the mast-head of the Journal.

Section 2.7. A Sponsor Member in good standing may withdraw from membership for the following calendar year, without penalty, upon written notice to the Secretary or Treasurer of 5 the Society before the beginning of the year in which the withdrawal is to be effective. Such Member may be reinstated in any subsequent year by application on the same basis as new members. Sponsor Members withdrawing while not in good standing may be reinstated in like manner, except that payment of any dues in arrears shall be a condition to reinstatement.

Section 2.8. Individual Members. Individuals other than those nominated by a Sponsor Member as an Editor, Director, or Delegate may apply to the Sponsor Members to be elected as Individual Members of the Society. Individual Members shall not be members of either the Board of Editors or the Board of Directors and shall have no vote in either of those bodies but may attend and participate in all meetings of those two bodies. Nor may Individual Members be elected as officers or as members of the Executive Committee but may serve as members of any other committee of the Society. The Board of Directors may, so long as they are consistent with this section, specify the rights or benefits of Individual Members or any subcategory of Individual Membership and may specify annual dues for each such subcategory.

ARTICLE III. MEETINGS OF THE MEMBERS

Section 3.1. The annual meeting of the Sponsor Members of the Society shall be held in or about the month of October in each year at the school of a Sponsor Member, or at such other time and place as shall be determined by the Board of Directors.

Section 3.2. Special meetings of the members may be called at any time by the President, or shall be called at any time by the Secretary upon the written request of one third of the Directors.

Section 3.3. At any meeting of the members of the Society any member (in the case of Sponsor Members, through their appointed director, editor, or delegates) shall be entitled to take part in the discussion, but action shall be taken only by the affirmative vote of a majority of the Sponsor Members then in good standing represented at the meeting by their duly designated representatives or by proxy. Proxies may be used to establish a quorum, but not for voting on matters for action. Nothing herein shall prevent a majority of the members present from taking action once a quorum is established. Representatives of one third of the Sponsor Members shall constitute a quorum at any such meeting. Unless otherwise indicated in writing by a Sponsor Member, it will be presumed that a person nominated by a Sponsor Member to the Board of Directors is also authorized to serve as that Sponsor Member's representative.

Section 3.4. If a representative of a Sponsor Member who has been nominated to the Board of Directors or the Board of Editors is present, then only that representative may vote at the respective meetings of those two bodies. If only the person nominated as a director is present, that person may also vote in the meeting of the Board of Editors in the absence of the person nominated as editor. If only the person nominated as an Editor is present, that person may also vote in the meetings of the Sponsor Members and the Board of Directors in the absence of the person nominated as Director. If the Sponsor Member has neither a Director nor Editor present at a meeting mentioned in Section 3.3, a Delegate or other person with written authorization to represent the Sponsor Member may vote at such meeting.

Section 3.5. At least ten days' notice of all meetings shall be given by printed or written notice signed by an executive officer stating the purpose or purposes for which the meeting is called, and the time and place it is to be held. Such notices shall be provided by first class 6 mail or electronic mail to each member of the Board of Directors not less than ten days nor more than fifty days before the meeting. Notices shall be directed to each member entitled to notice at the address as it appears upon the books or records of the Society.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.1. The affairs of the Society shall be managed and its corporate powers exercised by a Board of Directors consisting of such directors, as may from time to time be fixed by resolution adopted by a majority of the directors then in office, or by the members of the Society. Unless otherwise resolved the number of directors shall be the same as the number of Sponsor Members in good standing. Proxies may be used to establish a quorum, but not for voting on matters for action. One third of the number of directors as fixed from time to time shall constitute a quorum. Except as herein otherwise provided, action shall be taken by the Board of Directors by an affirmative majority of the members present. In the absence of the person nominated as a Director by a Sponsor Member, the presence of the person nominated by that Sponsor Member as an Editor, or, in the absence of either a person nominated as a Director or an Editor by that Sponsor Member, the presence of one Delegate or other person with written authorization to represent the Sponsor Member, shall count toward establishing a quorum.

Section 4.2. In the event of a vacancy in the Board of Directors, the vacancy may be filled by the relevant Sponsor Member, which shall communicate the new director's name to one of the Society's officers. Any person so selected shall serve for the remainder of the unexpired term and until the election of a successor.

Section 4.3. The President shall preside at meetings of the Board of Directors, or, in the President's absence, the Vice President. In the absence of both the President and Vice President, such other director as the Board of Directors may designate shall preside at such meetings.

Section 4.4. The Board of Directors may adopt such rules and regulations for the conduct of its meetings and the management of the affairs of the Society, not inconsistent with the laws of the State of New York, and these By-Laws. All officers and employees shall strictly adhere to and be bound by such rules and regulations.

Section 4.5. Meetings of the Board of Directors may be called at any time by the President or one third of the members of the Board of Directors upon not less than two days' written notice provided by first-class mail or electronic mail to each director, addressed to either the residence or business address as appears in the books or records of the Society.

Section 4.6. The Board of Directors shall at each annual meeting elect an Executive Committee to exercise the powers of the Board between meetings of the Board. Unless otherwise determined by the Board, the elected officers of the Society and four other directors, editors, or delegates elected by the Board shall serve together with the Editor-in-Chief as the Executive Committee.

Two of the non-officer members of the Executive Committee shall be elected each year for two-year terms, and shall not be eligible to succeed themselves.

ARTICLE V. OFFICERS AND EXECUTIVE ASSISTANT

Section 5.1. The officers of the Society shall be an Honorary President, a President, a Vice President, a Secretary, a Treasurer, Parliamentarian, and an Information Officer.

Section 5.2. The officers shall have the powers vested in them respectively by law or by these By-Laws, and those which usually attach or pertain to their respective offices. In particular,

- (1) The Honorary President shall be invited to attend all annual meetings and other meetings or programs sponsored by the Society. The Honorary President and each of the other officers shall receive the same assistance with travel and lodging expenses as is accorded to other directors.
- (2) The President shall preside at all meetings of the Sponsor Members, of the Board of Directors, and of the Executive Committee, and shall have primary responsibility for generating, evaluating, and proposing new areas of activity for the Society, as well as for fundraising.
- (3) The Vice President shall preside at meetings in the absence of the President, shall have primary responsibility for relationships with Sponsor Members, including the recruitment of new Sponsor Members, and shall assist the President as requested by the President. In the event of death, incapacity or resignation of the President, the Vice President shall assume the duties of the President.
- (4) The Secretary will shall record the minutes of all meetings, be responsible with the Treasurer for accurate membership lists and maintaining the general records of the Society, and perform all other duties normal to that office.
- (5) The Treasurer shall collect dues and penalties, if any, preserve the assets of the Society in appropriate accounts or investments, maintain financial records, and disburse funds for the payment of obligations as directed by the Board of Directors. The Treasurer shall annually provide to the Board of Directors at least one written report, reflecting income and expenses for the past year, and detailing the nature and extent of existing reserves.
- (6) The Parliamentarian shall guide the President on matters of parliamentary procedure during meetings of the Board of Directors, or in other circumstances as requested by the President.
- (7) The Information Officer shall supervise the Society's website(s), update content as appropriate, and propose to the Executive Committee and the Board of Directors plans for developing the website(s) so as better to effectuate the purposes of the Society. When necessary, the Information Officer shall carry out such plans as approved by those boards.

Section 5.3. Executive Assistant. The Executive Committee may create the position of Executive Assistant to help with everyday Society business, maintain the Society's archive, assist in keeping the Society's website up to date, and coordinate activities among the officers and between the officers and the Executive Committee. The Executive Assistant's office shall be located at a Host Institution for the Executive Assistant, which the Executive Committee shall

select. The terms of the arrangement between the Host Institution for the Executive Assistant and the Society shall be negotiated by a representative of the Executive Committee and must be approved by the Executive Committee. Any particular arrangement may not exceed a term of three years, and either the Host Institution for the Executive Assistant or the Society may terminate the arrangement with a minimum of six months' notice. The Board of Directors may ratify or reject an Executive Committee decision regarding this position, but the six months' notice requirement will stay in effect. The Board of Directors at the annual meeting shall have the opportunity to ratify or reject the subsidy requested for the Host Institution for the Executive Assistant as a specific recommendation of the Treasurer.

ARTICLE VI. ELECTION OF OFFICERS AND DIRECTORS

Section 6.1. The entire Board of Directors shall be designated as provided in Section 4.1 at each annual meeting of the Members of the Society. Directors hold office until their Sponsor Member has selected a replacement, who is subject to designation at the next annual meeting.

Section 6.2. The officers of the Society shall be elected by the Board of Directors, and drawn exclusively from the membership of the Board of Directors, the Journal's Board of Editors, or Delegates of Sponsor Members. However, the Honorary President need not be a member of the Board of Directors of the Journal's Board of Editors, or be a Delegate of a Sponsor Member. Officers shall be elected at the annual meeting of the Board as follows, and shall serve until the election and qualification of their successors:

- (1) The Honorary President shall be elected for a two-year term with no succession in office;
- (2) The President shall be elected for a two-year term and may be re-elected once in the same office;
- (3) The Vice President shall be elected for a two-year term and may be re-elected once in the same office;
- (4) The Secretary shall be elected for a two-year term, and may be re-elected three times in the same office;
- (5) The Treasurer shall be elected for a two-year term, and may be re-elected three times in the same office;
- (6) The Parliamentarian shall be elected for a two-year term and may be re-elected indefinitely in the same office for terms of two years. However, in any year when a new President takes office, the President may nominate a Parliamentarian, who shall take office and replace the prior Parliamentarian upon election.
- (7) The Information Officer shall be elected for a two-year term and may be re-elected indefinitely to two-year terms of office.

Section 6.3. Any vacancy among the officers of the Society, whether by death, resignation, or disqualification because the incumbent no longer is a director, editor, or delegate, may be filled by the Board of Directors at any meeting at which a quorum of the Board is present. Any person so elected shall serve until the expiration of the unexpired term and until the election and qualification of that Director's successor, and may be re-elected to that office for the number of terms as prescribed in Section 6.2. The Nominating Committee shall set the duration of the last term so as to stagger the Society's officers.

Section 6.4. A Nominating Committee appointed by the President shall, at the annual meeting of the Society, present a slate of nominees for each office, and each vacancy on the Executive Committee, to be filled by election at that meeting. Except for incumbent officers eligible to succeed themselves, an incumbent Vice President nominated for the office of President, the Honorary President, the Parliamentarian, and the Information Officer, the slate shall include at least two nominees for each position. Nominations made by the Committee require no second. Additional nominations may be made from the floor by any director.

ARTICLE VII. COMMITTEES

Section 7.1. The President shall, as the President deems necessary and appropriate, appoint such committees, other than the Executive Committee and the Executive Editorial Board, from members of the Board of Directors, or the Board of Editors, the other Delegates designated by Sponsor Members, or Individual Members of the Society. Subject to Section 6.4, such committees shall have such duties and authority as shall be vested in them by the President. All such committees shall report to the President and the Board of Directors.

ARTICLE VIII. AMENDMENTS AND RULES

Section 8.1. These By-Laws may be altered, amended, or added to at any meeting of the Members of the Society or by a resolution adopted by the Board of Directors at any meeting thereof.

Section 8.2. Except as otherwise provided in these By-Laws, the meetings of the Society shall be governed by the current edition of Robert's Rules of Order.