



International Association of Women Judges

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# Bylaws

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## ARTICLE I: NAME AND PURPOSE

Section 1.1 **Name.** The name of the Corporation is the International Association of Women Judges (hereinafter the “Corporation” or “IAWJ”).

Section 1.2 **Purpose.** The Corporation is organized for the charitable and educational purpose of benefiting all people by promoting education contributing to the understanding and resolution of legal issues facing women, and issues concerning women judges. The specific charitable and educational purposes for which the Corporation is organized are:

- (1) To promote women’s access to the courts and advance women’s rights to equal justice.
- (2) To eliminate gender bias from judicial systems.
- (3) To engage in, fund, sponsor and/or promote research and study that contributes to the understanding and resolution of legal issues facing women, and to encourage cooperation and collaboration among women judges of all nations.
- (4) To assist, conduct, fund and/or sponsor regional, national or international educational conferences, judicial exchanges, fora, seminars and training programs, for the benefit of judges and other interested persons, to increase their understanding of the broad range of social, economic, psychological and cultural factors that influence women affected by the court system.
- (5) To educate the public and the judiciary about human rights law and the role of the judiciary in implementing laws. which promote and protect the rights of women on an equal basis.
- (6) To engage in, fund, sponsor or promote the research, analysis, compilation, publication and/or distribution of educational materials to enable women judges to become more knowledgeable and competent.
- (7) To study and educate the public about women judges, their numbers, the processes by which they are selected, and the barriers which interfere with their full participation in that process, with the goal of ensuring that the number of women at all levels of the judiciary accurately reflects the population served by the judiciary.
- (8) To educate the public and policy makers on the importance of selecting judges who reflect the ideals of the rule of law.
- (9) To study and educate the public about the role of the legal system in promoting and protecting the equal rights and interests of women and their role in society.
- (10) To encourage and assist the establishment and operation of associations of women judges of all levels of the judiciary so they may serve their communities and nations more effectively.
- (11) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Bylaws, including the exercise of all other powers and authority enjoyed by non-profit corporations generally by virtue of the provisions of the District of Columbia Non-Profit Corporation Act (within and subject to the limitations of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended).

The Corporation shall serve only such purposes and functions and shall engage only in such activities as are consistent with its Articles of Incorporation, the purposes set forth in this Section 1.2 and with Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended.

## ARTICLE II: STRUCTURE OF ORGANIZATION

- Section 2.1 **Members.** The Corporation shall have two categories of voting membership and three categories of non-voting membership, as provided in Article III of these bylaws.
- Section 2.2 **Board of Directors.** The Corporation shall have a Board of Directors, elected or appointed as provided in Section 4.2 of these bylaws.
- Section 2.3 **Officers.** The officers of the Corporation shall be a President, President-Elect, two Vice Presidents and Secretary/Treasurer as provided in Article V of these bylaws.
- Section 2.4 **Board of Managerial Trustees.** The Corporation shall have a Board of Managerial Trustees, elected or appointed as provided in Section 6.2 of these bylaws.

## ARTICLE III: MEMBERSHIP

- Section 3.1 **Voting Members.**
- (1) Individual Judicial Members: Any person who has qualified for a judicial position in accordance with a nation's requirements, and holds a judicial or quasi-judicial position, or is duly retired there from, is eligible for membership upon written application and timely payment of dues, unless a waiver has been obtained. A retired member who does not engage in the practice of law may obtain or retain voting membership.
- (2) Association Members: Any association of women judges that includes no less than ten (10) members (unless a special exception is made by the IAWJ Board of Directors) who meet the definition of individual members in Section 3.1(1) above is eligible for membership in the IAWJ upon writing their own association bylaws that comply with their national requirements and adhere to the IAWJ requirement that the board of directors of the association shall be members who hold judicial or quasi-judicial positions, as defined in Section 4.2. The association shall submit their bylaws for review and approval by the IAWJ Board of Directors. Upon approval and ratification of the IAWJ Bylaws and timely payment of IAWJ dues, the association will become an active member of the IAWJ. Payment of association dues can be made either through payment by their national association or by individual payment made directly to the IAWJ. Association dues are payable annually by the last day of March. Members of such associations are members of the IAWJ upon paying their IAWJ dues. Members of each such association shall elect or select a representative to serve as a liaison between her association and the IAWJ. The representative shall transmit information about the activities and policies of the IAWJ to her association members, and shall submit an annual written report of the activities of the members in that association to the Vice President designated by the President. IAWJ members in each region (as defined in Section 4.2 below) shall convene a regional meeting during each Biennial Conference. Association representatives may form councils within their regions to cooperate in activities as may be desirable.
- (3) Individual judicial members and association members who are judges will be eligible to attend IAWJ conferences and to vote at IAWJ meetings only if their annual dues are in good standing.
- Section 3.2 **Non-Voting Members.**
- (1) Honorary Members: Upon nomination by the Executive Council, any person may be elected to honorary membership in the IAWJ in recognition of outstanding service to any of the Corporation's purposes as outlined in Section 1.2. Honorary members may serve on committees

and attend IAWJ conferences, but shall have no voting rights and may not hold office. They shall not be required to pay dues.

(2) Amicus Judicii: Any person who is interested in and supports the purposes of the IAWJ and who is not otherwise eligible for membership may be admitted to membership as an amicus judicii upon written application and payment of dues. Amicus Judicii may serve on committees, but shall have no voting rights and may not hold office. Such members shall receive IAWJ mailings upon request and may attend IAWJ regional, national or international conferences as non-voting members provided their dues are in good standing.

(3) Non-judicial members of associations: Any person who becomes a member of the IAWJ by virtue of section 3.1(2), who is not a judge, may attend IAWJ conferences if their annual dues are paid and receive IAWJ mailings, but shall have no voting rights and may not hold office.

Section 3.3 **Dues.** The fiscal year of the IAWJ shall be from January 1 to December 31. Dues for each category of membership shall be in such amount per year as recommended by the Executive Council and approved by a majority vote of the Board of Directors.

Section 3.4 **Meetings.** The members shall meet biennially in conjunction with the IAWJ Biennial Conference. Notice of any member meeting shall be delivered no later than fifty (50) days before the date of the meeting.

Section 3.5 **Quorum and Vote at Meetings.** At any meeting of the Voting Members, one-fifth (1/5) of the Voting Members present in person or by proxy shall, taken together, constitute a quorum for all purposes. All decisions will be by majority vote of Voting Members present at a meeting at which a quorum is present. Voting also may be conducted by mail, electronic mail, facsimile, or any other means of electronic or telephonic transmission.

#### ARTICLE IV: BOARD OF DIRECTORS

Section 4.1 **Powers and Duties.** The Board of Directors shall be the Corporation's principal policy-making body and ultimate authority of the Corporation, having all powers and duties required by any federal, state or local law governing the Corporation, except for those powers delegated to the Board of Managerial Trustees as identified in Section 6.1 and Section 6.2. The Board of Directors shall elect the officers of the Corporation as identified in Section 2.3 and Section 5.1.

Section 4.2 **Number, Selection and Tenure.** The Board shall consist of a minimum of 17 Directors. All members of the Board of Directors, except the Executive Director, shall be individual judicial members or association members who hold judicial or quasi-judicial positions, as defined in Section 3.1. Each of the President, President-Elect, two Vice-Presidents and Secretary/Treasurer of the Corporation elected pursuant to Section 2.3 will be voting members of the Board of Directors. The Past President, Chair of the BMT and Executive Director will be *ex officio*, non-voting members of the Board of Directors. In addition to the officers, there shall be two regional directors from the following five regions: (A) Latin America and the Caribbean; (B) Africa; (C) Asia and the South Pacific; (D) North America; and (E) Europe/Middle East. Nomination of candidates for regional director may be by a member of such Region made in advance of the Biennial Conference or nominated during the Regional Meeting at the Biennial Conference at the discretion of the Region. Such regional directors shall be elected to represent the Region by a majority of Voting Members present at a regional meeting convened during each Biennial Conference, and shall assume office at the end of the meeting at which they were elected. Directors shall serve for two-year terms or until their successor is elected or upon their earlier resignation or removal. Directors may serve no more than two consecutive full two-year terms.

- Section 4.3 **Meetings; Notice.** Annual and special meetings may be called by the President, or by any five Directors. Written notice of meetings shall be given as expeditiously as possible by post, facsimile or electronic transmission at least fifteen (15) days prior to such meeting. A waiver of notice in writing, signed by the person or persons entitled to such notice and filed with the records of the meeting, whether before or after the holding thereof, shall be equivalent to the giving of such notice. Presence at any meeting without objection also shall constitute waiver of any required notice.
- Section 4.4 **Telephone Meetings.** Subject to Section 6.1, members of the Board of Directors or any committee designated by the Board may participate in a meeting of such Board or committee by means of conference telephone or similar communications equipment that permits all persons participating in the meeting to hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- Section 4.5 **Quorum and Vote at Meetings.** At meetings of the Board of Directors, a quorum shall consist of one-third of the Directors. All decisions including the election of officers will be by majority vote of those present at a meeting at which a quorum is present, except for amendment of these Bylaws, which can only be accomplished by a two-thirds (2/3) vote of all members of the Board of Directors, pursuant to Section 9.1.
- Section 4.6 **Action without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors (including biennial election of officers and amendment of the Bylaws) may be taken without a meeting, if all of the members of the Board consent in writing to take the action without a meeting and to approve the specific action. Such consent may be obtained through post, electronic transmission or facsimile.
- Section 4.7 **Resignation and Removal of Directors.** Any Director may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Secretary/Treasurer of the Corporation. Directors may be removed with cause, at any meeting of the Board of Directors duly called and at which a quorum is present, by a majority of the votes cast at such meeting.
- Section 4.8 **Vacancies.** A vacancy on the Board of Directors that occurs between Biennial Conferences shall be filled by the majority vote of the Board of Directors at a meeting at which a quorum is present. Each Director so elected shall hold office until completion of the term of her predecessor, until re-elected for two additional two-year term or until her earlier resignation or removal.
- Section 4.9 **Compensation.** Members of the Board of Directors shall not be compensated for their services, but may be reimbursed for their reasonable expenses of attendance at conferences and other activities when funds are available for such purposes, as determined by the Executive Council.
- Section 4.10 **Executive Council** The Officers of the Corporation shall serve as an Executive Council, which shall have the authority to act for the Board between Board meetings. The Past President and Executive Director shall be *ex officio* members of the Executive Council. The Executive Council shall make recommendations to the Board of Directors with respect to policies and actions concerning or affecting the IAWJ. The Executive Council shall implement decisions of the Board of Directors and shall have the authority to act on behalf of the Board as circumstances may require, on condition that such actions are approved by at least a majority of the Executive Council. The President of the IAWJ shall confer with the members of the Executive Council prior to taking actions within her authority, may call meetings of the Executive Council or hold such meetings at the request of three Executive Council members. The Executive Council may authorize the President or President-Elect to enter into contracts in the name of and on behalf of

the IAWJ, but such authority must be in writing and given prior to its exercise. Notwithstanding the foregoing, the Executive Council may not (1) elect or remove directors or Board committee members; (2) approve the dissolution, merger, or reorganization of the Corporation or distribution of its assets; (3) amend the Articles of Incorporation or Bylaws; or (4) decide such other matters as the Board of Directors may determine by majority vote of the directors.

## ARTICLE V: OFFICERS

Section 5.1 **Number, Selection and Tenure.** The Corporation shall have a President, President-Elect, two Vice Presidents, Secretary/Treasurer, and such other officers and agents as the Board of Directors shall determine. All officers shall be individual judicial members or association members who are judges as defined in section 3.1. Officers shall be elected biennially by a majority vote of the members of the Board of Directors and shall reflect the diversity of the membership. The Board of Directors may delegate to the Corporation's President authority to appoint any officer or agent of the Corporation.

An officer shall serve until her resignation or removal, until a successor has been elected, or until the office is abolished. Resignations are effective upon receipt of a written notification by the Secretary/Treasurer. Any officer may be removed for cause at any time by the affirmative vote of a majority of the Board of Directors. Any officer or agent appointed by the President pursuant to authority delegated to the President by the Board of Directors may be removed with or without cause at any time whenever the President in her absolute discretion shall consider that the best interests of the Corporation shall be served thereby. Any vacancy occurring in any office of the Corporation may be filled for the unexpired portion of the term by the Board of Directors or by the President in the case of a vacancy occurring in an office as to which the President has been delegated the authority to make appointments. An officer shall serve no more than two consecutive full two-year terms in the same position.

Section 5.2 **Powers, Duties and Compensation.** All officers of the Corporation shall exercise such powers and perform such duties as shall from time to time be determined by the Board of Directors, including but not limited to those outlined below. Officers shall not be entitled to any compensation from the Corporation for their services as officers, but each officer shall be entitled to receive from the Corporation reimbursement for any reasonable expenses incurred in performing services for the Corporation, as determined by the Executive Council.

(1) **President:** The President shall be the spokesperson for the IAWJ, and shall generally supervise its operations and safeguard its interests and welfare. The President shall preside at all plenary business meetings at IAWJ conferences, and at meetings of the Board of Directors and the Executive Council; shall appoint chairpersons and members of all committees in consultation with the chairperson; shall serve as an ex-officio member of all committees except the Nominating Committee; and shall provide a written report to the membership at least once each year regarding the steps taken to achieve the IAWJ's goals. In general, the President shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board of Directors are implemented. The President shall take no action which would have a significant impact on the IAWJ without first consulting the members of the Executive Council.

(2) **President-Elect:** The President-Elect shall perform all duties of the President in the absence or disability of the President and shall perform such duties as shall be delegated by the President, the Executive Council and the Board of Directors. The President-Elect shall automatically succeed to the office of President should that office become vacant for any reason. In the event of such succession, the unexpired term of the office of President-Elect shall be filled according to a majority vote of the Board of Directors. In the event the President-elect succeeds to the

Presidency for the remainder of the unexpired term of office, she will still be eligible to seek election for a full two-year term.

(3) Vice-Presidents: The Vice-Presidents shall generally assist the President and President-Elect and shall perform such other duties and have such other powers as may from time to time be prescribed by the President or the Board of Directors.

(4) Secretary/Treasurer: The Secretary/Treasurer shall be responsible for all correspondence on behalf of the IAWJ not otherwise within the duties of the other officers or staff. The Secretary/Treasurer shall keep the minutes of the Board of Directors and of the Executive Council, shall serve as historian-archivist for the IAWJ, shall receive and distribute reports from the Board of Managerial Trustees and committees; and perform such other duties and have such other powers as may from time to time be prescribed by the President or the Board of Directors.

## **ARTICLE VI: BOARD OF MANAGERIAL TRUSTEES**

### **Section 6.1 Powers and Duties.**

(1) The Corporation shall establish a Board of Managerial Trustees (the “BMT”), which shall serve as a designated body of the Board of Directors, subject to policies and strategic direction of the Corporation established from time to time by the Board of Directors. The purpose of the BMT shall be to administer and oversee management of the Corporation, including supervision and oversight of the Corporation’s executive director, and assist in implementing the goals and objectives of the Corporation as articulated by the policies of the Corporation established from time to time by the Board of Directors.

(2) Subject to the foregoing, the BMT shall have all the powers and duties required to perform these functions, including the authority to develop and oversee the Corporation’s budget and budget proposals that may be required to finance the Corporation’s operations, subject to the written financial policies adopted by the Board of Directors, to raise funds and to supervise others in fundraising efforts for the operation of the Corporation and its programs, to authorize the execution of contracts (except for contracts executed by the President that must be authorized by the Executive Council pursuant to Section 4.10), to invest funds, employ and oversee the Executive Director and to participate as observers in meetings of the Executive Council and Board of Directors. The BMT may enact bylaws to govern its procedures and develop all necessary policies and procedures in order to carry out its responsibilities to the Corporation that are consistent with these Bylaws.

(3) The BMT shall submit proposed policies and procedures that alter existing IAWJ policies that have been established by the Board of Directors for Board approval. A meeting of the Board of Directors must be convened within sixty (60) days of receipt of such proposals to determine by a majority vote whether to accept or reject them. Notwithstanding Section 4.4, a meeting of the Board of Directors in this regard may be conducted electronically or by post or facsimile to the extent permitted by applicable law.

(4) The BMT shall provide reports in writing to the President, the Executive Council and the Board of Directors on a regular basis, but in any event at least annually or more frequently if required by the Executive Council.

(5) Members of the BMT shall serve without compensation, but may be reimbursed for reasonable expenses incurred in fulfilling their responsibilities to the Corporation, as may be determined by the Executive Council.



**Section 6.2 Number, Selection and Tenure.** The BMT shall consist of no less than five (5) and no more than twenty-one (21) members, some of whom may be judges. The Chair and other members of the BMT shall be nominated by a committee of the BMT and selected by a majority vote of the full BMT (who may elect such nominees or other persons meeting the requirements for membership on the BMT). Members of the BMT shall serve terms of three years or until they resign or are removed in accordance with Section 6.3. Members of the BMT may be re-elected for additional successive three-year terms. The IAWJ President and Executive Director shall serve as *ex officio*, non-voting members of the BMT.

**Section 6.3 Resignation and Removal of Managerial Trustees.** Any member of the BMT may resign at any time. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chair of the BMT. Members of the BMT may be removed with cause, at any meeting of the BMT duly called at which a quorum determined by the BMT's policies is present, by a majority of the votes cast. Vacancies on the BMT may be filled by a majority of the votes cast at a meeting of the BMT at which a quorum is present.

## ARTICLE VII: COMMITTEES

Section 7.1 **Standing Committees.** There shall be the following Standing Committees:

- Bylaws
- Membership
- Nominating

Section 7.2 **Special Committees.** There shall be such special committees as the Board of Directors may authorize.

Section 7.3 **Committee Appointments.** Except for the Nominating Committee, the President shall appoint the Chair of each committee from among the Voting Members of the IAWJ, so that due regard is given to geographic, ethnic, and cultural diversity. No chair may serve more than two consecutive two-year terms. The Chair of the Nominating Committee shall be appointed by the President with the approval of the Board of Directors. The President may remove a Chair only for cause and with the approval of the Executive Council. Each Chair shall submit an annual written report of the committee's activities to the Board of Directors and follow such other procedures as the Board of Directors may determine. The President shall appoint committee members after consulting with Chairs, taking into account geographic, ethnic, and cultural diversity. The President, on the advice of the Executive Director, may establish such other committees as may be appropriate.

Section 7.4 **Committee Duties.**

(1) Bylaws Committee: The Bylaws Committee shall consider and recommend any proposed amendments to the Bylaws and forward recommendations to the Board of Directors.

(2) Membership Committee: The Membership Committee shall be responsible for encouraging membership applications and undertaking activities to encourage continuing membership growth and work in collaboration with assigned IAWJ staff.

(3) Nominating Committee: The Nominating Committee shall consist of no less than 5 members, appointed by the President with the approval of the Board of Directors to represent the geographic, ethnic, and cultural diversity of the IAWJ membership. Names of the members of the

Nominating Committee shall be circulated as widely as possible to the Voting Members no later than 50 days before the date of the biennial members' meeting to enable members to submit nominations to members of the Nominating Committee. At least 20 days before the meeting, the Nominating Committee shall submit to the Board of Directors at least one nominee for each officer's position, such nominations to reflect the diversity of the membership. There shall be no more than 2 nominations from any one region. The Nominating Committee shall prepare and distribute election ballots to the Board of Directors, be responsible for counting the ballots and announcing the results to the nominees, members of the Board of Directors and IAWJ membership.

## ARTICLE VIII: INDEMNIFICATION

Section 8.1 **General.** Unless expressly prohibited by law, the Corporation shall fully indemnify any member of the Board of Directors, Board of Managerial Trustees, officer, employee or other person made, or threatened to be made, a party to an action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person, or such person's testator or intestate, is or was a director, officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation, against all expenses (including attorneys' fees), judgments, fines and amounts paid or to be paid in settlement incurred in connection with such action, suit or proceeding

Section 8.2 **Limitation of Liability.** Provided the Corporation maintains liability insurance with a limit of coverage of not less than \$200,000 per individual claim and \$500,000 per total claims that arise from the same occurrence, then --

- (1) Volunteers. Officers, members of the Board of Directors, members of the Board of Managerial Trustees and other persons who perform services for the Corporation and who do not receive compensation other than reimbursement of expenses ("volunteers") shall be immune from civil liability; except that the foregoing insurance requirements shall not be required if the Corporation is exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Corporation has annual total functional expenses (exclusive of grants and allocations) of less than \$100,000; and
- (2) Employees. Persons regularly employed to perform a service for a salary or wage ("employees") shall not be held personally liable in damages for any action or omission in providing services or performing duties on behalf of the Corporation in an amount greater than the amount of total compensation (other than reimbursement of expenses) received during the twelve (12) months immediately preceding the act or omission for which liability was imposed.

Exceptions. Regardless of the amount of liability insurance maintained, the limitation of liability for volunteers and employees set forth in this Section 8.2 shall not apply when the injury or damage was a result of the volunteer or employee's willful misconduct, crime (unless the volunteer or employee had reasonable cause to believe that the act was lawful), transaction that resulted in an improper personal benefit of money, property or service to the volunteer or employee, or act or omission that was not in good faith and was beyond the scope of authority of the Corporation pursuant to this act or the corporate charter. This limitation of liability shall not apply to any licensed professional employee operating in his or her professional capacity. The Corporation is liable only to the extent of the applicable limits of insurance coverage it maintains.

## ARTICLE IX: AMENDMENTS

Section 9.1 **Amendment of Bylaws.** These Bylaws may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the voting members of the Board of Directors, provided thirty (30) days' prior written notice is given of the proposed amendment or provided all members of the Board of Directors waive such notice, or by unanimous consent in writing without a meeting pursuant to Section 4.6.