

CONSTITUTION

Article I

Name

Sec 01. The name of this organization shall be International Association of Information Technology Lawyers (IAITL)

Article II

Objects

Sec. 01. The objects and purposes of this organization shall be to promote the development of IT law, contributing to the role of IT law in international relations and to promote the comparative study of IT law. To fulfill these aims, the organization aims to undertake activities as follows:

- To promote and support the exchange of ideas between practitioners, scholars and students of IT law across the world.
- To raise funds for the purpose of enabling practitioners, scholars and students to attend conferences across the world.
- To encourage practitioners, scholars and students of IT law to engage more fully with the IT industry, policymakers and members of the general public to become more fully involved with the way IT affects the law, policy and the way IT is used.
- To keep members up-to-date with details of conferences and related activities.

Article III

Nature

Sec.01 The International Association of Information Technology Lawyers is a non-profit organization.

Article IV

Eligibility

Sec.01 Any graduate of law or its equivalent, lawyer, law student, jurist, and IT law practitioner shall be eligible for membership of the International Association of Information Technology Lawyers.

Sec. 02 Application for membership shall be made in writing under such regulations as may from time to time be prescribed by the members of the Executive Committee.

Sec.03 All application for membership shall be acted upon at the next IAITL meeting following the making of such application, and shall at such meeting, be accepted, rejected or referred for further investigation and consideration. If a majority of the members cast their vote against the acceptance of the application, then such application shall be recorded as rejected.

Sec. 04 A member who has been expelled or suspended from IAITL for any cause may be reinstated to membership by a three-fourths vote of the membership present in the meeting, and the payment of current dues for the year in which the reinstatement occurs.

Article V

RIGHTS OF MEMBERSHIP

- Sec. 01 **VOTING RIGHTS:** Only active or retired members of good standing shall be allowed to bring motions or to vote on business matters of the association.
- Sec. 02 **VOICE RIGHTS:** Any member of good standing shall have the right of addressing the membership in open meetings and to participate in any discussion on the floor.
- Sec. 03 **ATTENDANCE RIGHTS:** Only members of good standing shall have the right of attendance at any association meeting. All others shall be excluded except upon invitation by an association officer in attendance at the meeting and then only if there is no objection from the floor. This section does not preclude the attendance of any non-member who is on the agenda of that meeting.
- Sec. 04 **RIGHT TO HOLD OFFICE:** Only active members of good standing may be nominated or elected to an association office.

Article VI

Officers

- Sec. 01 **NUMBER AND TERM OF OFFICERS:** (a) The officers of the association shall consist of seven (7) persons elected by a majority of the voting members in attendance at an association meeting with a quorum. The titles of those officers are as follows:
- 1) President
 - 2) Vice-President
 - 3) Secretary
 - 4) Treasurer
 - 5) Executive Committee Member: three
- (b) The term of each officer shall be twenty-four (24) consecutive months or until the next meeting after twenty-four (24) consecutive months in office at which new officers can [will] be elected.
- Sec. 02 **NOMINATION OF OFFICERS:** Officers shall be elected both from the names of those active members in good standing submitted by a nominating committee selected by the president and those active members nominated from the floor.
- Sec. 03 **ELECTION OF OFFICERS:** Officers shall be elected by a majority vote of those voting members in attendance at an association meeting with a quorum.
- Sec. 04 **RETENTION OF OFFICE:** A member elected to an association office may retain that office only so long as he remains an active member in good standing.
- Sec. 05 **FILLING UNEXPIRED OFFICE TERM:**

- (a) If an office, other than an Executive Board position, should become vacant for any reason prior to the expiration of the term of the office, the remainder of that term shall be filled by the current officers moving up one position thereby leaving the vacant position in the Executive Board. The member of the Executive Board who assumes the office of the treasurer shall be selected by the three members of the Board itself.
- (b) The president, with the advice of the remaining Executive Board members, may appoint a qualified member to serve the unexpired term of an Executive Board member.

Sec. 06 All IAITL elected Officers and Executive Board members may succeed themselves.

Sec. 07 Any Officer or Executive Board member may be removed for disloyalty, neglect of duty, dishonesty or conduct unbecoming a member of the IAITL by the Executive Board, a three-fourths vote of said Board being necessary to effect such removal. (Inefficiency is defined as non-attendance of three consecutive meetings or lack of reasonable performance over a reasonable period of time, which is not in the best interest of the IAITL.)

Article VII

DUTIES OF OFFICE

Sec 01 **PRESIDENT:** It is the duty of the president to preside at all association meetings and to do all things required or allowed of the president by these by-laws. The president is also the executive director of the association and may do all things necessary and proper in the conduct of the association business and to carry out the objectives as provided by these by-laws.

Sec. 02 **VICE-PRESIDENT:** In the absence of the president, it is the duty of the vice president to perform the duties of the president. The vice president shall also perform any other reasonable duty assigned by the president.

Sec. 03 **SECRETARY:** It is the duty of the secretary to keep the minutes of each association meeting. The secretary shall also keep an accurate and up-to-date roll of the membership and each member's standing. In addition the secretary shall send all dues notices to members, notices of cancellations and revocations of membership, and is responsible for retention of all correspondence of the association. The secretary shall also perform such other reasonable duties as may be directed by the president.

Sec. 04 **TREASURER:** It is the duty of the treasurer to keep an accurate and up-to-date account of the association monies. The account shall accurately reflect all income and disbursements and the current balance of association funds. All disbursements shall be supported by receipt. The treasurer shall also perform such other reasonable duties as may be directed by the president.

Sec. 05 **EXECUTIVE BOARD MEMBERS:** It is the duty of the board members to approve or deny such action of the president which requires membership vote and as may be necessary for the association, when it is not practical or possible to convene a meeting of the association or otherwise poll the membership.

Article VIII

Charter Members

- Sec. 01 Members who joined the IAITL prior to April 30, 2006 shall be known as "Charter Members".

Article IX

MEETINGS

- Sec. 01 **REGULAR MEETING:** The association shall not have less than one (1) regular meeting annually. The dates and location shall be established by the voting membership at any prior meeting.
- Sec. 02 **SPECIAL MEETING:** The association may have any number of special meetings annually. The dates and location shall be established by the president in association with the Members of the Board.
- Sec. 03 **MEETING NOTICE:** All regular meetings and if possible special meetings shall be announced in advance to the entire membership by either the president directly or through the secretary.
- Sec. 04 **QUORUM:** A quorum of the association at any meeting for the purpose of conducting business shall consist of not less than two (2) of the officers plus a minimum of six (6) voting members of the association.
- Sec. 05 **RULES OF ORDER:** Questions of order and procedure at any meeting shall be governed by Roberts Rules of Order, revised edition.
- Sec.06 **EXECUTIVE SESSION:**
- (a) An executive session may be called for by an officer or voting member of the association at any meeting, and upon an affirmative vote of a majority of those voting members present at a meeting the executive session shall be convened.
 - (b) An executive session may be called for the purpose of discussing the background of personally of any person or for any other reason deemed appropriate by the vote of the membership.
 - (c) The discussion in an executive session is the business of the association and shall not be discussed outside the session.
 - (d) Only active or retired members in good standing may attend an executive session, all others shall be excluded. If the session is called to discuss a member, that member may be excluded except for purposes of answering questions or remain at the invitation of an officer in attendance at the executive session.
 - (e) Any action requiring a vote of the membership may not be done in executive session but shall be carried out in the open.

Article X

CONDUCTING ASSOCIATION BUSINESS

- Sec. 01 **EXPENDITURE OF FUNDS:**

- (a) All funds shall be distributed by cheque issued and signed by the treasurer except funds held in petty cash by the secretary and/or president. All funds disbursement shall be supported by a receipt.
- (b) The president or the secretary, or both the president and the secretary shall have a petty cash fund of not more than US\$200.00 (EURO 250) for the payment of incidental and necessary expenses to conduct the association business. The petty cash fund shall be set up and reimbursed from time to time by cheque issued by the treasurer. Funds expended out of petty cash shall be supported by receipts.
- (c) Bills received by the association shall be approved by the president before payment, unless the bill is for an expenditure approved by the membership in meeting.

Sec.02 Finance

- a) The revenue of IAITL shall be derived from membership fees, annual membership dues, donations and other sources as may be approved by the Executive Board
- b) The amount of such membership or initiation fees and the amount of annual dues shall be fixed and determined by the Executive Board.

Sec. 03 COLLECTION AND DEPOSIT OF FUNDS:

- c) The individual source and purpose of all funds collected shall be identified by the treasurer in the association account books.
- d) All funds collected by the association shall be deposited directly into to the bank account of the association by the treasurer.
- e) The association's account shall be at any bank in the city of the member holding the office of treasurer.

Sec. 04 OFFICIAL ASSOCIATIONS STATEMENTS :

- (a) All official statements of the association shall be made or issued by the president, or by the secretary at the president's direction.
- (b) As the executive director of the association, the president has the power to issue official statements on behalf of the association in any matter of interest to the association and to appear before any committee or group, private or public and speak on behalf of the association and within the states objectives of the association.
- (c) Such statements by the president may, but need not receive prior approval by the membership or the Executive Board, but if not approved prior to the statement, maybe subject to retraction and/or restatement by the president should a two-thirds (2/3) majority of those in attendance at an association meeting so decide.
- (d) In matters of association endorsement of or opposition to any issue of interest to the association, an official association position may be taken and stated by the president only after diligent inquiry both within and outside the association and based upon articulated reasons in writing or stated in open meeting, and then only after a vote of the majority of the voting membership present at a meeting with a quorum or by a majority vote of the executive board at a time when a meeting is impractical.

- (e) The president shall report to the membership at the next meeting concerning any such official statements, positions or endorsements so made.

Article XI

Amendments

- Sec.01 a)This Constitution may be amended upon the suggestion of any active or retired member of good standing who presents the suggested change or amendment in writing to the membership during or before an association meeting and upon a two-third (2/3) affirmative vote of the voting membership in attendance at a meeting.
- (b) Upon adoption of such change or amendment, the secretary shall provide the same to the entire voting membership.
- (c) Amendments or changes to these by-laws, which effect the status of membership, shall not have retroactive effect on any member in good standing at the time such amendment or change is adopted and so long as the member remains in good standing.

Article XII

Discipline

- Sec. 01 Any officer, committee member, or member may be removed for cause by the Executive Board, provided that before removal, a written and verified set of charges shall be served on the party sought to be removed, due notice given and a proper hearing provided to the Executive Board, further an affirmative vote of three fourths of the Executive Board shall be required for such a removal.
- Sec. 02 The president must approve the removal of any member, or if in the case the president is the one sought for removal, the Executive Board must approve the removal.
- Sec. 03 Any member of the IAITL may be expelled for cause by a three-fourths vote of the Executive Board after charges are preferred under oath in writing, and a fair trial had upon the same.

Article XIII

GENERAL PROVISIONS

COMMITTEES: The president may appoint committees as he deems necessary to promote or conduct the association business or functions.

COMPENSATION: Association officers shall serve without remuneration. However necessary and reasonable out-of-pocket expenses in behalf of the association may be reimbursed upon presentation to the treasurer of a paid receipt.