

**CONSTITUTION  
OF  
THE AMERICAN SOCIETY OF  
INTERNATIONAL LAW<sup>1</sup>**

(Adopted by the incorporated Society April 28, 1951; as amended to April 16, 2025)

**ARTICLE I**

*Name*

This Society shall be known as The American Society of International Law.

**ARTICLE II**

*Object or Purpose*

The object of this Society is to foster the study of international law and to promote the establishment and maintenance of international relations on the basis of law and justice. For this purpose it will cooperate with similar societies in this and other countries.

**ARTICLE III**

*Membership*

New members may be elected by the Executive Council acting under such rules and regulations as it may prescribe.

*1. Annual Members.* Annual members may be divided into such classes and shall pay such dues as the Executive Council shall determine and shall thereupon become entitled to all the ordinary<sup>2</sup> privileges of the Society including copies of the *American Journal of International Law* issued during the year. Upon failure to pay dues for one year a member may in the discretion of the Executive Council be suspended or dropped from membership.

*2. Life Members.*<sup>3</sup> Upon payment of such amount as the Executive Council shall determine, any person eligible for annual membership may be elected by the Executive Council a life member and shall be entitled to all the privileges of annual members.

*3. Members Emeriti.* Persons who shall have completed fifty years of membership in the Society may thereafter be declared by the Executive Council Members Emeriti and thereupon shall be entitled to all the privileges of the Society without payment of dues.

*4. Honorary Members.* Persons, who shall have rendered distinguished service to the cause which this Society is formed to promote, may upon nomination of the Executive Council be elected to honorary membership for life by the Society. Only one Honorary Member may be elected in any one year. Such members have all the privileges of annual members.

*5. Institutional Nonvoting Members.* Upon payment of such annual dues as the Executive Council shall determine, corporations, partnerships, associations, and organizations of such other kinds as the Executive Council

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<sup>1</sup> The history of the origin and organization of the *American Society of International Law* can be found in the *Proceedings* of the First Annual Meeting at 23. The original Constitution was adopted January 12, 1906.

<sup>2</sup> Ordinary privileges are: subscription to the *American Journal of International Law* and the *ASIL Newsletter*, discounts on ASIL meetings and other publications, voting at meetings of the Society, and eligibility to hold office in the Society.

<sup>3</sup> Election to Life Membership was discontinued as of January 1993.

may designate, may be elected members of the Society without the privileges of voting or holding office but with all the other privileges of membership including receipt of the Society's publications.

6. *Additional Classes of Membership.* The Executive Council may establish additional classes of membership upon such terms and with such dues as it shall determine.

## ARTICLE IV

### *Officers*

The Officers of the Society shall consist of an Honorary President, a President, a Special Vice President designated the President-Elect, three Honorary Vice Presidents (who shall be the three most recent past Presidents of the Society), five Vice Presidents, a Secretary and a Treasurer. The President shall be elected for a single two-year term, except that the person elected as President in 1998 for a one-year term shall be nominated to serve one additional year in 1999, and shall not be eligible for re-election. The President-Elect, who shall be elected to the office of President after one year as President-Elect, preferably should be elected from among those persons who have served previously as a Vice President. A President-Elect shall be elected for the second year of the President's two-year term. All Officers, except the President, the President-Elect, and the Honorary Vice Presidents, shall be elected annually.

The Secretary and the Treasurer shall be elected by the Executive Council. The Executive Council may appoint an Assistant Treasurer, who shall perform the duties of the Treasurer in the event of the Treasurer's absence or incapacity to act. All other Officers shall be elected by the Society except as hereinafter provided for the filling of vacancies occurring between elections.

Candidates for all offices to be filled by the Society at each annual election shall be placed in nomination either by a petition signed by not less than 20 members of the Society and submitted at least 30 days in advance of the Annual Meeting or on the report, submitted at least 90 days in advance of the Annual Meeting, of a Nominating Committee, which shall consist of the five members receiving the highest number of ballots at the business session of the preceding annual meeting of the Society. Nominations for membership on the Committee may be made by the Executive Council or on the floor.

For all offices as to which there is no nomination by petition, election shall be by a single ballot cast by or on behalf of the Secretary of the Society at the business session of the Annual Meeting. In the event that there is a nomination by petition for any office, that office shall be filled at the Annual Meeting by a majority vote of the members of the Society who vote either in person or by a ballot made available to the members of the Society before the Annual Meeting. All Officers shall serve until their successors are chosen. The Council may fill vacancies until the next Annual Meeting of the Society.

## ARTICLE V

### *Duties of Officers*

The President shall function as the Society's chief executive officer and preside at all meetings of the Society; shall appoint committees, except as otherwise determined by the Executive Council; and shall perform such other duties as the Executive Council may assign to the President. The Executive Council may designate one of the Vice Presidents to serve as Executive Vice President, who shall function as the Society's chief operating officer; shall have responsibility for general executive direction of the Society; and shall perform such other duties as the Executive Council may assign to the Executive Vice President. In the absence of the President the duties of that office shall devolve upon one of the Vice Presidents to be designated by the President, or, if there be no President, or if the President be unable to act, by the Executive Council.

The Secretary shall keep the records and conduct the correspondence of the Society and shall perform such other duties as may be assigned to the Secretary by the Society or by the Executive Council.

The Treasurer shall receive and have the custody of the funds of the Society and shall invest and disburse them subject to the rules and under the direction of the Executive Council.

The Officers shall perform the duties prescribed in Article VI or elsewhere in this Constitution.

## ARTICLE VI

### *The Executive Council*

There shall be an Executive Council herein termed the Council. The Council shall have charge of the general interests of the Society and shall possess the governing power except as otherwise specifically provided in this Constitution. The Council shall adopt regulations consistent with this Constitution, appropriate money, and have power to arrange for the issue of publications. The fiscal year shall be established by regulation. The Council shall appoint committees in those cases in which it has reserved that power to itself.

The Council shall consist of the Officers of the Society, the chair of the Audit Committee, and twenty-four elected members whose terms of office shall be three years. Eight members shall be elected by the Society each year according to the same procedure prescribed for the nomination and election of Officers of the Society under Article IV of this Constitution. The service of Council members shall begin at the meeting of the Council immediately following the business session of the Annual Meeting of the Society at which they are elected. The terms of office and the Council members already elected for those terms at any time this Constitution is revised shall continue unchanged. The 24 elected members of the Council shall be eligible for reelection. Following service for two consecutive terms no such elected member shall be eligible for reelection until at least one year after the expiration of the member's second consecutive term. The Council shall have power to fill vacancies in its membership occasioned by death, resignation, failure to elect, or for other causes. Such appointees shall hold office until the next annual election. The current chair of the International Law Students Association shall be *ex officio* a member of the Council.

The President of the Society shall be the Chair of the Council. In case of the President's absence the Council may elect a temporary Chair.

The Secretary of the Society shall be the Secretary of the Council. The Secretary shall keep the records and conduct the correspondence of the Council.

Seven members shall constitute a quorum of the Council, and a majority vote of those present and voting shall be necessary for decision.

Meetings of the Council shall be called by the President, or by a person performing the duties of that office under Article V, or upon the written request of any seven members of the Council who shall first have requested the President or person performing the duties of that office to call such a meeting.

## ARTICLE VII

### *Counsellors*

There shall be twenty-four elected Counsellors. Counsellors shall be elected to three-year terms, as provided by regulation, in the manner prescribed in Article IV for election of Officers of the Society and shall be eligible for re-election. Eight Counsellors shall be elected each year. In addition to the elected Counsellors, all past Presidents who are not Officers of the Society shall be Counsellors.

Counsellors shall be invited to meet with the Executive Council as non-voting members.

## ARTICLE VIII

### *Meetings*

Annual Meetings of the Society shall be held at a time and place to be determined by the Executive Council. The chief purpose of the meetings is the presentation of papers, and discussions. The Society shall also elect Officers and transact such other business as may be necessary.

Special meetings may be held at any time and place on the call of the Executive Council, or of the Secretary upon written request of thirty members. At least 15 days' notice of a special meeting shall be given to members of the Society, such notice to specify the object of the meeting. No other business shall be transacted at such meetings unless admitted by a two-thirds vote of those present and voting.

Fifty members shall constitute a quorum at all meetings and a majority of those present and voting shall be necessary for all decisions.

## **ARTICLE IX**

### *Resolutions*

All resolutions relating to the principles of international law or to international relations which shall be offered at any meeting of the Society shall, in the discretion of the presiding officer, or on the demand of three members, be referred to the appropriate committee or the Council, and no vote shall be taken until a report shall have been made thereon. Resolutions may be submitted for consideration by the Executive Council in advance of any meeting of the Society by depositing them with the Executive Director not less than 15 days prior to the meeting.

## **ARTICLE X**

### *Amendments*

This Constitution may be amended at any Annual Meeting of the Society by a two-thirds vote of the members present and voting. Amendments may be proposed by the Executive Council. They may also be proposed through a communication signed by at least five members of the Society and deposited with the Secretary within ten months after the previous Annual Meeting. Amendments so deposited shall be reported upon by the Council at the next Annual Meeting.

All proposed amendments shall be submitted in writing to the members of the Society at least ten days before the meeting at which they are to be voted upon. No amendment shall be voted upon until the Council shall have made a report thereon to the Society.

**REGULATIONS OF  
THE AMERICAN SOCIETY OF INTERNATIONAL LAW,  
A CORPORATION**

(Adopted April 28, 1951; as amended to November 10, 2023)

**Section I. Regulations on Membership**

1. Any person of good moral character, or organization acceptable to the Executive Council, interested in the objects of the Society may be admitted to membership in the Society.

2. There shall be the following classes of Annual Members, whose dues shall be determined by the Executive Council:

(a) *Regular Members*. Persons not coming within any of the classes set out below.

(b) *Intermediate Members*. Persons under 30 years of age at the time of application for membership may be Intermediate Members for the first 3 consecutive years of membership. Dues shall be less than those of Regular Members.

(c) *Student Members*. Persons who submit with their applications satisfactory evidence that they are regularly enrolled in an institution of higher learning may be Student Members. Student membership is valid for one year after the conferring of this membership. Such Membership may be renewed at the discretion of the Executive Director on receiving satisfactory evidence that the person is still so enrolled. Dues shall be less than those of Intermediate Members.

(d) *Retired Members*. Persons who have attained the age of 70, have been members of the Society for at least ten years, and are no longer actively engaged in practice, teaching, or other full-time compensated employment may be Retired Members. Dues shall be less than those of Regular Members.

(e) *Special Members*. (i) Persons whose gross annual income is under \$35,000, or (ii) Persons who reside in developing countries and whose economic circumstances warrant Special Membership, upon special request to the Executive Director may become special members. Dues shall be less than those of Regular Members.

(f) *Contributing Members*. Persons whose dues shall be greater than those of Regular Members.

(g) *Supporting Members*. Persons whose dues shall be greater than those of Contributing Members.

(h) *Annual Patrons*. Persons or organizations whose dues shall be greater than those of Supporting Members.

(i) *Organizational Members*. Organizations whose dues shall be greater than those of Annual Patrons.

3. There shall be the following further classes of members who shall not be required to pay any dues.

(a) *Members Emeriti*. Members of the Society shall be Members Emeriti upon completion of fifty years of membership in the Society or other term of years specified by the Executive Council.

(b) *Honorary Members*. Persons who shall have rendered distinguished contributions or service in the field of international law, may upon nomination of the Executive Council be elected to honorary membership for life by the Society. Only one Honorary Member may be elected in any one year.

(c) *Patrons of the Society*. Persons donating to the Society for the Society's general account or for any special account or endowment sponsored by the Society an amount determined by the Executive Council in excess of dues, or upon filing with the Executive Council satisfactory evidence that the Society has been made the beneficiary of an irrevocable trust for such a sum, vesting in not more than ten years, whether for the general account or for any special account or endowment sponsored by the Society, may be Patrons of the Society. As a token of its appreciation, the Society shall list the names of its Patrons in each issue of the *American Journal of International Law*. A Patron of the Society shall continue to be indicated as such after death.

4. An appropriate application shall be submitted on behalf of each new member except an Honorary Member or a Patron of the Society.

5. The Executive Director may add the name of the new member to the roster of members, subject to review by the Executive Council at its next meeting or may refer the application to the Executive Council and not add the name of the applicant to the roster of members until after favorable action shall have been taken by the Executive Council.

6. A member may transfer membership from one classification to another upon complying with applicable requirements.

7. Dues shall be payable in the month in which a member joins the Society, and then annually in the anniversary month. For members who join or have joined before January 31, 2004, and whose dues are current on that date, each January shall be considered the anniversary month. Upon failure to pay dues within 90 days of the first day of the anniversary month, any member subject to the obligation to pay dues shall be suspended from membership. If, after such further dues notices during the course of the year as the Executive Director deems appropriate, the member has not paid dues, the Executive Director shall remove the name of the delinquent from the membership roll. The action of the Executive Director shall be subject to the review of the Executive Council at its next meeting.

8. Any individual or organization admitted to membership whose conduct does not conform to the requirements for membership may be suspended or dropped from membership by the Executive Council.

9. All members in good standing shall be entitled to receive the *American Journal of International Law* and the *ASIL Newsletter* (organizational members being entitled to receive, in addition, copies of all periodicals, occasional papers, and the Membership Directory, and one Annual Meeting registration).

10. Only natural persons may be voting members.

## **Section II. Regulations on Executive Council and Executive Committee**

1. The Executive Council (herein termed the Council) during the intervals between its meetings shall function through an Executive Committee consisting of the President, the President-Elect, if there is one, the Vice Presidents, the Secretary, the Treasurer, the chair of the Audit Committee, the chair of the Budget Committee, and three other members of the Council elected annually by the Council.

2. The Executive Committee may appropriate money only within the regulations pertaining to budget and finance.

3. The Executive Council may designate an assigned subject of principal responsibility for Vice Presidents of the Society, on recommendation of the President.

## **Section III. Regulations on Committees**

1. *General*. The standing committees of the Society, which may function through subcommittees, shall be those described below. With the consent of the Executive Council, the President may appoint and dissolve additional standing committees to deal with substantive problems. All such committees shall make annual reports to the President for transmittal to the Executive Council, and such interim reports as the President or Executive

Council may request. All standing committees except the Nominating Committee shall be appointed by the President and, unless otherwise specified, shall be advisory to the President, the Executive Council, and the Society. Where appropriate, Committees shall work with professional staff members designated by the Executive Director. The President may appoint and dissolve ad hoc committees. Committee chairs shall be designated by the President.

2. *Annual Meeting Committee.* The Annual Meeting Committee shall organize the program of subjects and speakers for the Annual Meeting, in consultation with the President and the Executive Director.
3. *Audit Committee.* The Audit Committee shall oversee and advise the President and the Executive Council with respect to the financial operations of the Society with the goal of ensuring that the Society's financial functions are undertaken with utmost care and due diligence for the benefit of the organization as a whole, in accordance with the Audit Committee Charter as adopted by the Executive Council and good practice for organizations of similar type.
4. *Book Awards Committee.* The Book Awards Committee shall recommend to the Executive Council not later than March 15 of each year an author (or authors if it be a collective authorship) of a work (in the form of a book, monograph, or article) in the field of international law to be awarded the Certificate of Merit in each of the following categories: for a preeminent contribution to creative scholarship; for high technical craftsmanship and utility to practicing lawyers and scholars; and for a work in a specialized area of international law.

The Book Awards Committee also shall recommend to the Executive Council not later than March 15 of each year an author (or authors, if it be a collective authorship) of a work (in the form of a book, monograph, or article) to receive the Robert E. Dalton Award (Certificate of Merit) for outstanding contribution in the field of foreign relations law, to be understood as the study of national law bearing on foreign relations or of international law as it relates specifically to national law.

- (a) The competition for these awards is open to all regardless of their nationality or the language or place of publication of the work.
- (b) Works to be considered for these awards must have been published prior to the deadline for submissions, as determined pursuant to paragraph (c), and within a twenty-four-month period preceding February 1 of the year in which the award is to be made.
- (c) The authors or publishers shall forward one copy of each work to each member of the Committee and one copy to the Executive Director, or his or her designee, at 2223 Massachusetts Avenue, NW, Washington, DC 20008-2864. The deadline for submissions shall be October 1 preceding the Annual Meeting at which the awards will be presented, unless otherwise determined by the chair of the Committee in consultation with the Executive Director.
- (d) The Committee need not limit its consideration to works submitted in accordance with paragraph (c), but may consider any other works which shall have been published prior to the deadline for submissions and during the twenty-four-month period preceding February 1 of the year in which the award is to be made.
- (e) To avoid an actual or apparent conflict of interest, the Committee shall observe the following guidelines:
  - (1) If a member of the Society is an author or editor of a work that might be submitted for consideration to receive a book award at the next Annual Meeting, the member may not serve on the Committee. If, after a member has been appointed to the Committee, and a work authored or edited by that member of the Committee is submitted for consideration to receive a book award at

the next Annual Meeting, the member may not continue to serve on the Committee, and the President shall appoint a replacement.

(2) If a member of the Society is a contributor to a work that has fewer than 10 contributors and that might be submitted for consideration to receive a book award at the next Annual Meeting, the member may not serve on the Committee. If, after a member has been appointed to the Committee, a work to which that member is one of fewer than 10 contributors is submitted for consideration to receive a book award at the next Annual Meeting, the member may not continue to serve on the Committee, and the President shall appoint a replacement.

(3) If a member of the Society is a contributor to a work that has 10 contributors or more, and the member is not credited as an author or editor of the work as a whole, the member may serve on the Committee, provided that the member submits a statement of recusal to the Executive Director disclosing the conflict and agreeing to take no role in the Committee's consideration of the work in question.

(4) If a member of the Committee has filed the notice of recusal required under paragraph (3) and the work is selected to receive an award, the Committee should include an appropriate disclosure in its report to the Executive Council. In addition, the member should refrain from taking part in the formal presentation of the awards.

(f) A majority vote of the Committee is sufficient to support a recommendation to the Executive Council. The Executive Director shall forward the Committee's recommendations to the members of the Executive Council. Should there be a dissenting opinion from the Committee, the Executive Director, when forwarding the Committee's recommendation, shall set forth the principal arguments of the majority and minority opinions of the Committee. The Committee's recommendation shall be approved if it receives a majority vote of the Executive Council.

(g) In the event that the Committee does not reach agreement on one or more of the awards, the Committee may consider any work in the field of international law (or, in the case of the Robert E. Dalton Award, in the field of foreign relations law) published prior to the deadline for submissions and within a thirty-six-month period preceding February 1 of the year in which the award is to be made. In the event that the Committee declines to make one or more of the awards to a work published within such period, the chair shall notify the Executive Council, and no award shall be made for the year concerned.

(h) Once approved by the Executive Council, awards shall be conferred by the President in the name of the Society at the Annual Meeting.

(i) The making of such awards by the Society shall not constitute, nor be construed as constituting, adoption by the Society of the views of the author of any work receiving the award.

5. *Budget Committee.* The Budget Committee shall oversee and advise the President and Executive Council with respect to the financial operating and capital needs of the Society, including those identified and recommended by other committees of the Society and the Executive Director, and shall submit an annual budget as provided in Section VIII.

6. *Development Committee.* The Development Committee shall oversee and advise the President and Executive Council with respect to the fundraising needs and activities of the Society. The Committee shall develop, implement, and evaluate strategies to ensure the Society's financial sustainability and support its institutional priorities.

7. *Honors Committee.* The Honors Committee shall make recommendations to the Executive Council with respect to the Society's three annual awards: the Manley O. Hudson Medal, given to a distinguished person of



American or other nationality for outstanding contributions to scholarship and achievement in international law; the Goler T. Butcher Medal, given to a distinguished person of American or other nationality for outstanding contributions to the development or effective realization of international human rights law; and the Honorary Member Award, given to a person of American or other nationality who has rendered distinguished contributions or service in the field of international law.

8. *Interest Group Committee.* The Interest Group Committee shall develop resources to provide coordination, guidance, and training to Interest Group leaders; promote best practices; and foster collaboration among Interest Groups and partnerships between Interest Groups and outside entities.
9. *Interest Group Triennial Review Committee.* The Interest Group Triennial Review Committee shall oversee and advise the Executive Council with respect to the formation and governance of Interest Groups, including, as appropriate, regional groups and state chapters. Pursuant to Section X, Paragraph 5, of the Regulations, the Committee shall conduct an evaluation of all Interest Groups every three years for the purpose of recommending to the Executive Council that they be either re-designated or terminated. As part of that process, the Committee may assess and make recommendations to the Executive Council on any aspect of the Interest Group program.
10. *Investment Committee.* The Investment Committee shall oversee and advise the President and the Executive Council with respect to the investment of the funds of the Society.
11. *Membership Committee.* The Membership Committee shall oversee and advise the President and the Executive Council with respect to the recruitment and retention of members from all segments of the international law community and others with an interest in international law, and shall develop, implement, and evaluate strategies for promoting membership and increasing member engagement.
12. *Nominating Committee.* The Nominating Committee shall nominate members of the Society to serve as Officers, Members of the Executive Council, and Counsellors, in accordance with the Nominating Committee Guidelines as adopted by the Executive Council.
  - (a) The chair and members of the Committee shall be nominated by the President with the approval of the Executive Council and shall be elected by the members of the Society at the Annual Meeting. The Nominating Committee shall include at least one of the past Presidents of the Society. Members of the Nominating Committee shall serve through the business session of the next Annual Meeting.
  - (b) The Nominating Committee shall draw up a slate of candidates for all elective offices, which shall be submitted to the Executive Council at least 90 days in advance of the Annual Meeting and notified to members of the Society at least 60 days in advance of the Annual Meeting. The Committee shall maintain records of its policies and practices for the information of successor Nominating Committee members.
  - (c) The Nominating Committee shall notify candidates that the terms of the office for which they have been nominated begin at the conclusion of the Annual Meeting at which the election takes place.
13. *Operations Committee.* The Operations Committee shall oversee and advise the President and the Executive Council with respect to the maintenance, improvement, and use of the Society's headquarters at Tillar House and its furnishings, including the deFord Library and Information Center. The Committee may make recommendations to the Executive Council concerning memorials within the House.
14. *Program Committee.* The Program Committee shall identify and develop new programs of the kind traditionally undertaken by the Society on important issues of international law, and recommend programmatic priorities and coordinating measures so as to make the best use of the Society's limited resources, and better integrate the Society's programmatic activities with its other activities, including in the areas of publishing, communications, and public engagement.

15. *Public Engagement and Technology Committee.* The Public Engagement and Technology Committee shall oversee and advise the President and the Executive Council with respect to the Society's use of communications and information technology to engage with members, opinion leaders, policy makers, and the public.
16. *Strategic Initiatives Committee.* The Strategic Initiatives Committee shall identify and develop new cross-disciplinary or non-traditional initiatives and special projects to enhance the Society's convening role and amplify its voice on important issues of international law and to identify strategic partners and sources of support for such initiatives.

#### **Section IV. Regulations on Meetings of the Society**

##### 1. *Annual Meetings.*

- (a) The Executive Council shall determine the time and place for the Annual Meeting of the Society.
- (b) The printed programs of the Society's meetings shall bear the Seal of the Society and carry the standing committees of the Society.

2. *Regional Meetings.* There may be held from time to time, without modifying the program of Annual Meetings of the Society, regional meetings to discuss issues of international law and relations. Such regional meetings shall be open to the public unless the Executive Director decides otherwise. In case of conflict between regions or localities seeking Society support, if preference must be given, the pertinent factors for preference shall include the size of the likely attendance at the meeting, the distance from Washington of the meeting, the date of the last sponsored meeting in each region and the likely media interest in the meeting, with preference given to the meeting which is larger, farther, more novel to a region, and of potentially greater media interest. Meetings organized by bodies other than The American Society of International Law may be co-sponsored by the Society and designated as Regional Meetings of the Society; such action, if appropriate, shall be taken by the Executive Director.

3. *Notice.* Any notice published in the *ASIL Newsletter* shall constitute due notice to all members of the Society.

#### **Section V. Regulations on Publications**

The Society's Publications include the *American Journal of International Law*, the *Annual Proceedings*, *International Legal Materials*, the *ASIL Newsletter*, *Studies in Transnational Legal Policy*, *Basic Documents of International Economic Law*, the *ASIL Bulletin*, Issue Papers, the *Membership Directory* and books published under the Society's auspices and derived from its research and study program, as well as any other appropriate publications.

##### 1. *American Journal of International Law.*

- (a) The Society shall publish as its official organ a periodical entitled the *American Journal of International Law*.
- (b) The publication of the *Journal* shall be under the direct supervision of the Editor-in-Chief, who shall have authority in his/her discretion to make appropriate arrangements with publishers regarding the printing of the *Journal*.
- (c) The term "Editor-in-Chief", as used in these Regulations, refers to co-Editors-in-Chief, should there be such elected by the Executive Council.
- (d) The editing and publication of the *Journal* shall be subject to the following rules and regulations:

(1) There shall be a Board of Editors charged with the general supervision of editing the *Journal* and determining general matters of policy in relation thereto.

(2) The Board shall consist of thirty<sup>4</sup> elected members whose terms of office shall be four<sup>5</sup> years, and the President and Executive Director of the Society, ex officio and without vote.<sup>6</sup> Vacancies shall be filled by election by the Executive Council each year during the Annual Meeting of the Society following the meeting of the Board of Editors, from among the members of the Society who have capacity for scholarly production and whose availability and probability of activity qualify them for useful membership on the Board. A member of the Board of Editors who has served on the Board for eight consecutive years shall not be eligible for election to the Board for three years after the expiry of his/her term of office. During the terms of service of the Editor-in-Chief, those members shall be eligible for reelection to the Board notwithstanding the eligibility requirements provided for above. Section Editors who are not members of the Board shall be ex officio members with a vote and the eligibility requirements above shall not apply to their service as Section Editors. With respect to Section Editors who are members of the Board, the eligibility requirements provided for above shall apply, with respect to their service as regular members, but after the expiration of their terms as regular members they may continue to serve as Section Editors in accordance with the preceding sentence. The Executive Council shall have power to elect persons to fill out the unexpired terms of members of the Board of Editors who die, resign, or are unable to serve for any other reason if requested by the Board of Editors.

(3) Membership upon the Board of Editors shall involve, in addition to the duties otherwise prescribed herein, obtaining articles and other material for publication, the preparation of contributions, especially editorial comments and book reviews, and the examination of and giving advice upon the suitability for publication of articles submitted to the *Journal*.

(4) There shall be an Editor-in-Chief or Co-Editors-in-Chief whose term of office shall be four years.<sup>7</sup> When a vacancy occurs, the Executive Council shall elect, on the recommendation of the Board of Editors, one or more Editors-in-Chief from among the current or former members of the Board; provided that in the last year of the term of office of an Editor-in-Chief or Co-Editors-in-Chief, the Executive Council shall at its fall meeting elect, on the recommendation of the Board of Editors, an Editor-in-Chief Designate or Co-Editors-in-Chief Designate who shall take office at the time of the following spring meeting of the Board of Editors. An Editor-in-Chief-Designate shall be eligible for reelection to the Board under the same circumstances as is an Editor-in-Chief. At the time of election and during a term of office, an Editor-in-Chief shall be eligible for reelection to the Board notwithstanding the eligibility provisions provided for in paragraph (d)(2) hereof. An Editor-in-Chief shall call and preside at all meetings of the Board of Editors, and when the Board is not in session he/she shall determine matters of policy regarding the contents of the *Journal*. The Executive Council may establish an honorarium to be paid to an Editor-in-Chief and may reimburse him/her for the expenses incurred in the performance of his/her duties. In the event of the temporary inability of an Editor-in-Chief to serve, his/her duties shall be performed by one or more of the

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<sup>4</sup> The size of the Board was increased by five from twenty-five to thirty by amendment to the Regulations November 1, 2013, and it was the intention of the Council that this increase would be effected over five years through the addition of one new vacancy each year.

<sup>5</sup> The term of office was reduced from five years to four by amendment to the Regulations November 1, 2013, with the understanding that then-serving members of the Board of Editors would be permitted to serve out their current five-year term. Those eligible for re-election would then be eligible for re-election only to a subsequent four-year term.

<sup>6</sup> To even out the number of Board seats elected year-to-year, one seat will be added to the Board in 2025, four seats will be added in 2027, and two seats will be added in 2028. Four seats (from those of term-limited members) will be eliminated in 2026, and three seats (from those of term-limited members) will be eliminated in 2030.

<sup>7</sup> The term of office was reduced from five years to four by amendment to the Regulations November 1, 2013, with the understanding that the then-serving co-Editors-in-Chief would be permitted to serve out their current five-year term. Thereafter, they would be eligible for re-election only to a subsequent four-year term.

editors to be designated by him/her or by the other members of the Board, who may be likewise compensated and reimbursed.

(5) An Associate and/or Assistant Editor shall be appointed whose duties shall be determined in cooperation with the Board of Editors; editorial duties in connection with the *Journal* shall be formulated exclusively by the Board of Editors.

(6) The Executive Council may elect as non-voting honorary members of the Board of Editors former members who have reached the age of sixty and who have served at least eight years. Honorary members shall serve terms of office of four years and shall be in addition to the membership of the Board provided for in paragraph (d)(2) hereof. They shall exercise such editorial and other functions as they may wish to perform and the Editor-in-Chief requests, subject to all other regulations herein prescribed.

(7) The *Journal* shall include leading articles, editorial comments, notes, judicial decisions involving questions of international law, book reviews and notes, and a section of official documents, as well as *AJIL Unbound* essays published online.

(i) Before publication all articles shall receive the approval of two members of the Board. In case an article is rejected by one editor, the question of its submission to another editor shall be decided by the Editor-in-Chief.

(ii) Editorial comments must be written and signed by the members of the Board of Editors, and shall be published without submission to any other editor, except that they shall be governed by the provisions of paragraph (d)(8) hereof.

(iii) The department of judicial decisions shall be made up of summaries of judicial decisions rendered by courts in the United States and elsewhere, including international tribunals, extracts from decisions deserving quotation at some length, and the full texts of any decisions meriting such treatment.

(8) The *Journal* shall be published on the 15th day of January, April, July, and October, or as near to these dates as possible. The final make-up of each number shall be submitted to the Editor-in-Chief, who shall have the power to veto the publication of any contribution or other material. The Associate and/or Assistant Editor shall proceed, subject to these regulations, with the publication of the *Journal* at such times as may be necessary to ensure its appearance on the publication date.

(e) The Board of Editors of the *American Journal of International Law* shall select from time to time a person as a recipient of a suitable award established in the name of the Society by Philip Cohen. The award shall honor an outstanding work by a younger author published in the *Journal* during the preceding year, with preference given to works by authors under the age of 40. Although the award will ordinarily be given for articles, other comparably substantial contributions published by the *Journal*, including in *AJIL Unbound*, may, under exceptional circumstances, be considered for the award.

## 2. *Annual Proceedings.*

(a) The Society shall also publish yearly the proceedings of its Annual Meetings. The *Proceedings* shall be published on the 15th day of December or as soon thereafter as possible, and for this purpose there shall be set a time limit within which papers for publication in the *Proceedings* shall be received.

(b) The *Proceedings* shall contain an account of the principal papers read, addresses delivered, and discussion had at the annual meetings, the minutes of the business meeting of the Society, other important

reports, and an adequate index. The Executive Director shall be responsible for the editing and publication of the *Proceedings*.

### 3. *International Legal Materials*.

(a) The Society shall publish, once every two months, a collection of current documents involving the international aspects of law, entitled *International Legal Materials*, including recent legislation and regulations, treaties and agreements, briefs and decisions in judicial proceedings, official reports, and other official documents from the United States, other countries, and international organizations.

(b) The publication of *International Legal Materials* shall be under the direct supervision of an Editor, appointed by the Executive Council, who shall have authority to designate assistant editors, and, within the limits of funds budgeted for the publication by the Council, to make appropriate arrangements for publication and distribution and to pay reasonable honoraria to translators of documents for publication.

(c) There shall be an Editorial Advisory Committee to advise on editorial policy and the selection of documents for publication.

(1) The Editorial Advisory Committee shall consist of twelve elected members whose terms of office shall be three years and may be renewed; provided, however, that any member elected in or after 2004 who has served on the Committee for six consecutive years shall not be eligible for election to the Committee for two years after the expiry of his/her term of office. Four members shall be elected by the Executive Council each year, at its meeting next prior to the business session of the Annual Meeting. Members shall be nominated by the Editorial Advisory Committee, which shall take into account both professional qualification of nominees and their ability to take part in meetings in Washington, D.C., without substantial expense to the Society or burden to the Committee's members. Any member of the Executive Council may also put candidates in nomination.

(2) The Executive Director shall also serve *ex officio* as chair of the Editorial Advisory Committee.

4. *ASIL Newsletter*. The Society shall publish, so often as its budget permits, an *ASIL Newsletter* containing news and announcements of potential interest to members.

5. *Studies in Transnational Legal Policy*. The Society shall publish from time to time *Studies in Transnational Legal Policy*, constituting the occasional paper series of the Society.

6. *Subscription Rates*. The Executive Council, in consultation with the staff of the Society, shall determine the rates of subscriptions and the terms and conditions under which the periodical publications of the Society shall be distributed. The prices of other publications shall be determined and/or negotiated to assure their widest distribution within budget limitations.

## **Section VI. Regulations on the Office of the Executive Director**

1. There shall be an Executive Director appointed by the Executive Council to serve, on such conditions as may be agreed by the Executive Council, taking account of the Report of the Committee on the Office of the Executive Director as approved by the Executive Council on March 13, 2002. An Executive Director's initial term shall be three years, unless special circumstances call for a somewhat shorter or longer initial term. Half way into a new Executive Director's first term, the President of the Society shall appoint an Evaluation Committee to review the performance of the Executive Director and to recommend whether he or she should be appointed to a second term. The Evaluation Committee shall complete its work and submit its report expeditiously, and in any event by the beginning of the final year of the Executive Director's first term in office. If the evaluation is favorable, the Executive Director may be appointed to a second term of not more than five years. Any renewal or appointment to take effect at the end of an Executive Director's second term shall be made only after a full search has been conducted. The incumbent Executive Director may be a candidate, but no Executive Director shall serve in that office for more than twelve years.

2. The Executive Director shall devote the major part of his/her time to the work of the Society, shall assist the President in the performance of his/her duties, shall assist the committees of the Society in carrying out their functions, and shall perform such other duties as may be assigned to him/her by the Executive Council. Among other duties, the Executive Director, in consultation with appropriate committees, shall make recommendations to the President and Executive Council concerning the composition of the staff, program, and budget of the Society and shall make an annual report.

3. The Executive Director shall appoint the staff of the Society, whose duties and terms of service he/she shall determine within a staffing pattern and budget authorized by the Executive Council. Within the approved budget, he/she may appoint a Deputy Executive Director and temporary consultants or employees to assist in the execution of his/her duties.

4. The Executive Director shall receive notice of all meetings of the Executive Council, Executive Committee, and all committees of the Society.

5. It shall be the duty of the Executive Director to attend meetings of the Executive Council and Executive Committee of the Society (except when the conduct of his/her office and terms of his/her appointment are considered).

6. The Executive Director may attend the meetings of all committees of the Society.

7. The position of Executive Director may be held by an elected officer of the Society, who may be designated Executive Vice President.

## **Section VII. Regulations on the Offices of the Society**

1. The Society shall maintain an office in the District of Columbia as its principal office and may maintain offices in such other places as may be determined by the Executive Council from time to time.

2. The office of the Society in the District of Columbia shall be under the immediate direction and supervision of the Executive Director.

## **Section VIII. Regulations on Budget and Finance**

1. Unless otherwise determined by the Executive Council, the fiscal year of the Society shall correspond to the calendar year.

2. The Committee on the Budget and Finance shall submit an annual budget to the Executive Council for its approval, which budget shall be based on proposals submitted by the Executive Director with the assistance of the

President and Treasurer and with recommendations from such other committees of the Society as may be appropriate.

3. The proposed annual budget shall include estimates of the main items of expenses by major categories, including the staff, the research and study program, the *Journal, International Legal Materials*, other publications, library, maintenance of the headquarters, supplies and equipment, travel, meetings, and consultants. The annual budget as approved by the Executive Council shall regulate all expenditures of the fiscal year concerned. Appropriate procedures shall be established to assure adherence to the budget as so established. When significant variations in the budget develop or appear likely to develop, the Executive Director shall consult with the President, the Treasurer, the Chairperson of the Audit Committee, and the Chairperson of the Committee on the Budget and Finance.

4. On behalf of the Society, the Executive Council may receive gifts or grants subject to such terms, conditions and restrictions as the Executive Director, with the approval of the President and Treasurer, shall agree with the donor. No such term, condition or restriction shall be valid, however, if it is inconsistent with the Society's tax-exempt status in any jurisdiction. The Treasurer shall have the authority to manage and invest the funds or other assets resulting from such gifts or grants as provided in paragraph 5 of this Section.

5. The Society's funds and any other funds under its control shall be managed by the Treasurer and invested by the Treasurer, at his/her discretion, in U.S. Government securities, federally insured savings accounts, or money market accounts, or in stock or other securities or other assets as deemed appropriate. The Treasurer may sell any such investments purchased or received by the Society and may reinvest as he/she deems appropriate the income, dividends, capital gains or other return from such investments and the proceeds of any such sales, subject to the provisions on disbursements in paragraph 6 of this Section. The Treasurer will provide the Committee on Budget and Finance periodic reports on investments. In consultation with the Committee on Budget and Finance and the Executive Director, the Treasurer may sell investments and transfer funds based on operating and cash flow needs. The Treasurer is authorized to retain the services of investment advisors and others to assist with such investments under terms and conditions approved by the Executive Council. A specified proportion of the value of the investments, as determined by the Committee on Budget and Finance, subject to the approval of the Executive Council, shall be included as operating income for purposes of the annual budget, but any changes in the proportion of the Endowment funds or the Unrestricted Account to be used for such purposes shall be subject to the voting requirement in paragraph 5(c) below.

(a) *Unrestricted Account.* The Unrestricted Account of the Society shall be maintained as an unrestricted capital account in accordance with generally accepted accounting principles.

(b) *Establishment of an Endowment.* The Society shall establish and maintain an endowment, The ASIL Endowment for International Law ("the Endowment"), for the purpose of supporting the education program of the Society. The initial amount of the Endowment shall be one million dollars. The Society may at any time accept additional contributions to the Endowment and may allocate to it other funds that are not restricted to other purposes. The Society may from time to time create new endowments pursuant to guidelines adopted by the Executive Council.

(c) *Changes in Use of Funds from the Endowment or the Unrestricted Account.* Any changes in the purpose of the Endowment or in the proportion of Endowment funds or the Unrestricted Account that may be made available for expenditure by the Society shall require a two-thirds vote of those members of the Executive Council present and comprising a quorum of at least half of the voting members of the Executive Council. Written notice of any such proposed change shall be given to all members of the Executive Council at least thirty days in advance of the meeting at which the vote will be taken.

6. The funds of the Society shall be maintained in appropriate accounts in such institutions and under such terms and conditions as shall be determined by the Treasurer. All disbursements, other than those involving the investment, reinvestment and transfers to other Society accounts of investment funds under the control of the Treasurer, shall be authorized by either the Executive Director or Treasurer, except that any disbursement, other

than for payroll, greater than \$2500 shall be drawn under two signatures: one from the Treasurer, Assistant Treasurer or Chair of the Committee on Budget and Finance and one from the Executive Director, Deputy Executive Director or other designated senior staff member.

7. The Treasurer is authorized and directed to contract in the name of the Society for continued use of suitable safe deposit boxes. Such contracts shall provide that access to the contents of these boxes may be had only by any of the President, the Executive Vice President, Treasurer, Assistant Treasurer, and Secretary. The Secretary shall immediately after adjournment of the Annual Meeting certify to all depositories and institutions with responsibility for these boxes the names of the officers of the Society. Such certificate shall be accompanied by all requisite signatures or other cards of identification.

8. In consultation with the Treasurer, the Executive Director shall submit such periodic financial reports as may be required by persons or institutions making grants or gifts to the Society, or by agencies of the federal, state, or municipal governments or to any other person as may be necessary or appropriate.

9. The Assistant Treasurer and Deputy Executive Director shall perform all the functions described above in the case of the absence or disability of the Treasurer or the Executive Director, respectively, and may at any time and from time to time perform any of said functions upon being thereunto authorized and directed by the Treasurer and Executive Director.

10. The Executive Council shall provide for an annual audit of the financial transactions of the Society. The Audit Committee, after consultation with the Executive Director, the Treasurer, and the Chair of the Committee on the Budget and Finance, shall make recommendations concerning selection of an auditor to the Executive Council.

### **Section IX. Regulations on Counsellors**

1. The Nominating Committee shall nominate from among Society members who have made significant contributions to the Society and to the study and development of international law up to 24 persons to serve as Counsellors of the Society. In addition to the elected Counsellors, all past Presidents who are not Officers of the Society shall be Counsellors.

2. Counsellors shall assist the President and Executive Committee as requested and shall be invited to meet with the Executive Council as non-voting members.

3. Counsellors, other than past Presidents, shall be elected for a term of three years, which shall be renewable, with eight elected in each year, except that in 1999 eight Counsellors will be elected for three-year terms, eight for two-year terms, and eight for one-year terms.

### **Section X. Regulations on Interest Groups**

1. The Executive Council may authorize the organization by members of the Society of ASIL Interest Groups designed to broaden interest in and study of international law and to encourage inquiry into particular fields of international law. Twenty or more members of the Society desiring to form such an Interest Group may submit a statement to the Executive Director describing the proposed Group and its activities in accordance with Administrative Guidelines issued by the Executive Director. Creation of new Interest Groups shall be subject to approval by the Executive Council.
2. Preliminary designation of an Interest Group may be made by the Executive Director, pending approval of the Executive Council, upon a determination that at least 20 Society members are interested in joining the proposed Interest Group and that there is no significant overlap with any existing Interest Group.
3. Society members may join Interest Groups at any time. Each approved Interest Group shall finance its activities through dues, fees, allotments, or other sources, as approved by the Executive Council, the



Executive Committee, or the Executive Director. Interest Group funds will be assessed, collected, and overseen by the Society. Funds for Interest Group activities from dues, fees, allotments, or other approved sources will be disbursed by the Society in accordance with an annual budget. Each Interest Group shall prepare such annual budget pursuant to procedures authorized by the Executive Director.

4. Each Interest Group shall elect a minimum of two officers and shall communicate to the Executive Director in writing their names and the offices they hold. Each officer shall serve a term of up to three years, which may be renewed, but no one may be an officer for more than six years consecutively. Additionally, a person can serve as a Chair or Co-Chair of a given Interest Group for no more than 3 years. On an exceptional basis, for a new Interest Group, a person could serve as founding Chair or Co-Chair for a maximum of four years. All Interest Group officers and members of Interest Group advisory bodies (such as an advisory board; executive committee; steering committee; and prize, event, or publication committee) must be Interest Group members in good standing. Each Interest Group shall submit a report to the Executive Council prior to the Council's annual spring meeting on the activities of the group for the preceding year and its future plans.
5. The activities of each Interest Group will be evaluated by the Executive Council at three-year intervals for purposes of re-designation or termination; provided, however, that the Council may evaluate, and take action on, an Interest Group at any time if an annual report indicates insufficient activity or if an annual report is not submitted in a timely fashion.
6. No work of any Interest Group shall be attributed to the Society and no Interest Group shall establish a prize or fellowship without prior approval of the Executive Council, the Executive Committee, or the Executive Director. No Interest Group shall endorse a policy position or make recommendations on any public issue in the name of the Society.
7. Interest Group co-chairs are subject to and required to sign annually the Society's Conflict of Interest Policy.
8. In all other matters of Interest Group activities, Interest Group officers shall refer to the *Interest Group Guidelines*.

## **Section XI. Resolutions of the Society**

### **Purpose and Scope**

1. The Society is a learned society and membership organization that promotes research in and greater public understanding of international law. Given this mission and the breadth of its membership, it is the general policy of the Society not to adopt resolutions that take positions on matters relating to principles of international law or international relations. In exceptional circumstances, however, the Society may, by application of the procedures set forth below, adopt a resolution relating to principles of international law or international relations.
2. To this end, resolutions relating to principles of international law or international relations may not be adopted unless all of the following conditions have been satisfied:
  - (a) The matter is of truly fundamental importance in promoting the establishment and maintenance of international relations on the basis of law and justice;
  - (b) The matter is one in respect of which most members of the Society can reasonably be expected to be informed; and
  - (c) There is no significant disagreement within the Society as to the desirability of adopting the resolution.

3. With regard to all votes described in these regulations respecting "Resolutions of the Society," each vote of abstention shall be counted as a "present" vote.

### **Procedure for Adoption of Resolutions**

4. *Who May Submit.* Any three or more members of the Society may submit to the Executive Director a Proposal for a resolution to be adopted by the Society. Persons who are not members of the Society may not submit a Proposal.

5. *The Proposal.* The Proposal shall include:

(a) A cover letter that indicates the title and general nature of the proposed resolution, that identifies the three or more Society members who, by submitting the Proposal, endorse the proposed resolution, and that identifies as the Principal Proposer the single Society member to whom further correspondence respecting the Proposal is to be directed;

(b) The exact text of the proposed resolution; and

(c) A report in support of the proposed resolution. The report shall include both a brief statement of the facts surrounding the subject matter of the proposed resolution and a concise statement of the reasons for it, including legal points and authorities as appropriate. As an exemplar report on a multifaceted question of international law, members preparing a Proposal may wish to consult the following: Mary Ellen O'Connell, *ASIL Insight: The ASIL Centennial Annual Meeting Adopts a Resolution on the Use of Armed Force and the Treatment of Detainees*, May 19, 2006, a copy of which may be found on the Society's web site.

### *The Executive Committee.*

6. On receiving a Proposal, the Executive Director shall forward it to the Executive Committee.

7. The Executive Committee shall consider the Proposal at the next regularly scheduled meeting that occurs at least fifteen (15) days after receipt of the Proposal by the Executive Director, or sooner if the President should decide, as permitted by the Society's regulations, to call a special meeting.

8. The Executive Committee shall determine, by majority vote of the members present, whether the Proposal is admissible. A Proposal will be deemed inadmissible if it fails to satisfy all conditions set forth in Paragraphs 4 and 5 above.

9. In the event of any question whether the proposed resolution is one that relates to principles of international law or international relations, it shall be treated as relating to those principles and shall be governed by Paragraph 2 above, unless a majority vote of the Executive Committee members present determines that it does not relate to such principles.

10. The Executive Committee shall not make any determination respecting the substantive merits of the proposed resolution.

11. If the Executive Committee determines that the Proposal is admissible, it shall refer the Proposal to the Executive Council. The Executive Director shall inform the Principal Proposer of this decision.

12. If the Executive Committee determines that the Proposal is not admissible, it shall prepare a brief explanation of the basis for this determination. The Executive Director shall inform the Principal Proposer of this determination and explanation.

13. In the case of a Proposal that is deemed inadmissible, the Executive Committee may revise the Proposal so that it meets the admissibility criteria. Revision may be conducted during a meeting of the Committee or by an *ad hoc* subcommittee whom the President appoints for the purpose of such revision, in consultation with the Executive Committee and, to the extent feasible, after notice to and in consultation with members of the Executive Council and the Principal Proposer or Proposers. In appointing such a subcommittee, the President shall endeavor to include members representing diverse viewpoints. Any such subcommittee must complete its revision in sufficient time so that the revised Proposal may be considered no later than the next regularly scheduled meeting of the Executive Committee. The Executive Director shall inform the Principal Proposer of this decision of the Executive Committee.

14. Should the number or complexity of Proposals so require, the President may appoint a standing or *ad hoc* subcommittee that will review any Proposal and make recommendations to the Executive Committee respecting admissibility. Any such subcommittee shall be formed in consultation with the Executive Committee and, to the extent feasible, after notice to and in consultation with the Executive Council.

15. The Executive Committee's determination of inadmissibility shall be final and, except in the case of a Proposal revised pursuant to Paragraph 13 above, no resolution on the same subject may be submitted until at least two (2) months after the determination of inadmissibility.

#### The Executive Council.

16. Any Proposal that the Executive Committee has deemed admissible, including any Proposal that the Executive Committee has revised, as described in Paragraph 13 above, so that it meets the admissibility criteria, shall be referred to the Executive Council. The Executive Council shall consider the Proposal at its next regularly scheduled meeting, or sooner if the President should decide, as permitted by the Society's regulations, to call a special meeting.

17. The Principal Proposer shall be invited to participate in the Executive Council meeting in order to present the Proposal and to answer Council questions respecting the Proposal. If the Principal Proposer is unable to participate, he or she may designate another member of the Society to participate in support of the Proposal. In the case of a Proposal that the Executive Committee has revised so that it meets the admissibility criteria as described in Paragraph 13 above, a designated member of the Executive Committee or, if an *ad hoc* subcommittee was appointed, the chair of that subcommittee, shall present the Proposal and answer Council questions.

18. The Executive Council shall determine whether the Proposal meets the substantive criteria set forth in Paragraphs 1-3 above. The Council may decide to revise the Proposal so that it meets the substantive criteria, with, to the extent feasible, notice to and in consultation with the Principal Proposer or Proposers. Alternatively, the President may appoint an *ad hoc* subcommittee for the purpose of such revision. In appointing such a subcommittee, the President shall endeavor to include members representing diverse viewpoints. The subcommittee shall endeavor to complete its task in sufficient time so that the revised Proposal may be considered no later than the next regularly scheduled meeting of the Executive Committee.

19. In accordance with the requirement in Paragraph 2(c) above that there be "no significant disagreement within the Society as to the desirability of adopting the resolution," this determination that a Proposal meets the substantive criteria must be made by a two-thirds (2/3) vote of all Executive Council members present.

20. Ordinarily a Proposal thus approved by two-thirds of the Executive Council will be referred to the Society for final adoption at the next Annual Meeting. If, however, the Executive Council decides that, given the urgency of the circumstances, consideration of the Proposal should not be postponed until the next Annual Meeting, the Executive Council may adopt the Proposal as a resolution of the Society. A vote of three-quarters (3/4) of the Executive Council members present is required for such an adoption.

The Annual Meeting.

21. A Proposal that the Executive Council has approved pursuant to the procedures set forth in Paragraphs 16-19 above shall be referred to the Society for final adoption at the next Annual Meeting.

22. The Principal Proposer shall be invited to present the Proposal at the Annual Meeting and to answer Society members' questions respecting the Proposal. If the Principal Proposer is unable to attend, he or she may designate another member of the Society to appear in support of the Proposal. In the case of a Proposal that the Executive Council has revised as described in Paragraph 18 above so that it meets substantive criteria, a designated member of the Executive Council or, if an *ad hoc* subcommittee was appointed, the chair of that subcommittee, shall present the Proposal and answer questions.

23. In accordance with the requirement in Paragraph 2(c) above that there be "no significant disagreement within the Society as to the desirability of adopting the resolution," a vote of two-thirds (2/3) of all Society members present is required for adoption of the Proposal as a resolution of the Society.

24. At the Annual Meeting, proposed amendments to a Proposal shall be in order only if, in the presiding officer's judgment, they do not significantly affect the substance of the proposal. If the presiding officer so determines, the proposed amendment shall be adopted if no objection from the floor is made; if an objection is made, the proposed amendment shall be adopted if two-thirds of all Society members present vote in favor of it. A proposed amendment that, in the presiding officer's judgment, significantly affects the substance of the Proposal, or a proposed amendment that is not adopted under the procedure in the preceding sentence, shall be treated as a new Proposal.

25. In the case of a resolution that the Executive Council has adopted pursuant to the procedure set forth in Paragraph 20 above, the Executive Director or a designated member of the Executive Council shall inform expeditiously the Society's membership of the resolution.

26. A request for reconsideration or revision of an adopted Resolution shall be treated as a Proposal for a new resolution.

**Distribution of Resolutions**

27. The full text and report of any Resolution of the Society adopted pursuant to the procedures set forth in Paragraphs 4-26 above shall be distributed widely.

28. Distribution of any such Resolution shall include but is not limited to the following:

(a) To the Society's members via the ASIL website, IL.post, ASIL Insights, the ASIL Newsletter, or any other appropriate medium;

(b) To the Editors of the *American Journal of International Law*;

(c) To the person or persons who are the subject of the Resolution or, if the Resolution involves a legal person, to the appropriate representative of any such person;

(d) To news media to which other ASIL materials are distributed; and

(e) To other learned societies as appropriate.