

**BYLAWS**  
**OF**  
**ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS**

**Adopted February 18, 2015**



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OF  
ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS**

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**BYLAWS**  
**OF**  
**ASSOCIATION OF INTERNATIONAL EDUCATION ADMINISTRATORS**

Preface: These bylaws repeal and replace all prior bylaws and constitutions of the Association of International Education Administrators.

**ARTICLE I**

*Name*

The name of the Corporation is the Association of International Education Administrators, a Missouri Not-For-Profit Corporation (the “Association” or “AIEA”).

**ARTICLE II**

*Purposes of the AIEA*

The AIEA is organized to advance the interests of its members and the international higher education field generally within the scope and meaning of section 501(c)(6) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Revenue Laws (the “Code”). More specifically, the purposes of the AIEA are to:

1. Provide an effective voice on significant issues affecting higher education’s international mission at all levels;
2. Improve and promote the performance of international work within institutions of higher education;
3. Establish and maintain a professional network among those in international higher education leadership roles;
4. Cooperate in appropriate ways with other national and international groups having similar interests; and
5. Advance the profession and the professional practice of senior leaders in the field of international education.

**ARTICLE III**

*Membership and Member Dues*

1. *Members.* There shall be five classes of AIEA members (“Members”). All membership classes shall be entitled to the same rights and privileges except as otherwise provided by these Bylaws or by resolution of the AIEA Board of Directors (“Board”). The five membership classes shall be:

1.1. *Academic Institution Members.* Institutions of higher education (post-kindergarten through 12<sup>th</sup> grade or its equivalent). These institutions shall be represented by

the individual with senior leadership and administrative responsibility for international education at their institution, or his or her designee (“Academic Institution Representative”).

1.2. *International Education Support Organizations Members.* For-profit and not-for-profit organizations that provide support and facilitation for international education and are engaged, as an organization, in various aspects of international education (“Support Organizations”). These organizations shall be represented by their senior leadership or administrative officer, or his or her designee (“Support Organization Representative”).

1.3. *Individual Members Affiliated with Academic Institution Members or Support Organization Members.* Individuals at an Academic Institution Member or Support Organization Member beyond their respective Academic Institution Representative or Support Organization Representative.

1.4. *Individual Members Unaffiliated with Academic Institution Members or Support Organization Members.*

1.5. *Retirees.* Individuals with strong Association ties who are retired from Academic Institution Members, Support Organization Members, or the field of international education.

The Board, by resolution, may create sub-classes within the aforementioned five membership classes.

2. *Dues.* The Board shall determine the annual dues which shall be paid by each Member, and may require dues of a different amount for each class or sub-class thereof so created. Dues shall be payable at a time and in the manner as the Board shall prescribe.

3. *Procedures for Admission.* The Board may adopt policies, procedures and forms governing the Member admission process for each membership class. The Board may further adopt policies and procedures governing the sanctioning or revocation of membership.

4. *Liabilities of Members.* No person or organization who is now, or who later becomes, a Member of the AIEA shall be personally liable to AIEA creditors for any AIEA indebtedness or liability, and any and all creditors of the AIEA shall look only to the assets of the AIEA for payment.

#### ARTICLE IV

##### *Offices and Registered Agent*

1. *Offices.* The AIEA shall continuously maintain a registered office at such place as may be designated by the Board. The principal office of the AIEA and such other offices as it may establish shall be located at such place(s) as may be designated by the Board.

2. *Registered Agent.* The AIEA continuously shall maintain a registered agent designated by the Board in each jurisdiction in which the AIEA maintains a registered office.

3. *Changes.* Any change in the registered offices or registered agents of the AIEA shall be accomplished in compliance with applicable law.

ARTICLE V  
*Officers of the AIEA*

1. *Officers.* There shall be six (6) officers of the Association (“Officers”).

1.1. *President.* The President shall preside at all meetings of the Board and the Association and perform such other duties as may be directed by the Board. Except as provided for herein, the President shall appoint such working groups and *ad hoc* committees as the Board deems necessary.

1.2. *President-Elect.* The President-Elect shall preside at all meetings of the Board and the Association when the President is absent and perform such other duties as may be directed by the Board. He or she shall undertake such duties as the President shall designate and shall be principally responsible for overseeing logistics in connection with the AIEA Annual Membership Meeting.

1.3. *Past President.* The Past President shall preside at all meetings of the Board when the President and President-Elect are absent and perform such other duties as may be directed by the Board. In addition, the Past President shall serve as chair of the Nominating Committee.

1.4. *Secretary.* The Secretary shall perform the duties usual and incidental to the office that are required to be performed by law, and shall be responsible for the minutes of the Board. The Secretary may delegate to the Executive Director and other staff the actual performance of any or all of the office’s appropriate duties.

1.5. *Treasurer.* Subject to the direction and oversight of the Board, the Treasurer shall oversee the financial affairs of AIEA. The Treasurer shall prepare and present an annual budget for approval by the Board and present an annual report to the Board and the Members.

1.6. *Legal Adviser.* The Board shall designate a Director to serve on a volunteer basis in cooperation with the Association’s legal counsel. Such volunteer service shall not constitute the practice of law.

2. *Election and Terms.*

2.1. *Election and Terms of Officers.*

The Board shall appoint individuals to serve in the Officer roles of Secretary, Treasurer and Legal Adviser. The Secretary, Treasurer and Legal Adviser shall each serve renewable terms of three (3) years.

The Officer role of President-Elect shall be elected by the Members of the Association via electronic ballot at a time to be set annually by the Board prior to the Annual Membership Meeting of the AIEA. Such electronic ballot shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Any ballot, electronic or otherwise, shall indicate the time by which the ballot must be received by the Association in order to be counted.

Upon the completion of his or her one-year term, the President-Elect shall accede to the role of President. Upon completion of his or her one-year term, the President shall accede to the role of Past President. The terms of office of the President, President-Elect and Past President shall be for one year, beginning with the close of the business session of the Annual Membership Meeting and ending with the close of the next Annual Membership Meeting business session.

2.2. *Term Limitations.* No Past President shall be eligible to be re-elected as an Officer immediately after the end of his or her term. The Secretary, Treasurer and Legal Adviser may serve multiple terms in such roles.

2.3. *Vacancies.* A vacancy in the President position shall be filled by the President-Elect. In the event the President-Elect shall fill the vacancy of a President, such person shall complete the term of the vacancy and shall serve the next succeeding term as President.

A vacancy in the President-Elect position shall be filled by appointment by the President. An individual who is appointed to fill a vacancy in the position of President-Elect may accede to the Presidency only upon a majority vote of the Members of the Association.

A vacancy in the Past President position shall not be filled until after the end of the then-serving President's term.

All other Officer vacancies (during unexpired terms) shall be filled by appointment by the President, and all such appointees shall serve out the unexpired term of their predecessors in office.

## ARTICLE VI

### *Board of Directors for the AIEA*

1. *General Powers and Duties.* The property, business, and affairs of the AIEA shall be managed, controlled and directed by the Board. The Board shall have, and may exercise, any and all powers provided in the Articles of Incorporation or applicable law that are necessary or convenient to carry out the purposes of the AIEA and which support and foster the purposes of the AIEA as established in these Bylaws. The Board shall formulate policy for the development and implementation of the AIEA's programs.

2. *Composition.* The Board shall consist of the six Officers of the Association, seven Directors-at-large and the chairs of the following five standing committees: the Membership



Committee, the Leadership Development Committee, the Strategic Issues Committee, the Policy Advisory Committee and the Editorial Advisory Committee (each individual being a “Director,” “Board Member” or “Member of the Board”). However, the Secretary, Treasurer and Legal Adviser, in addition to the Executive Director, shall be *ex officio*, non-voting Members of the Board.

3. *Election and Terms.*

3.1. *Election of Directors-at-Large.* Directors-at-large shall be elected by the Members of the Association, as necessary, via electronic ballot at a time to be set annually by the Board prior to the Annual Membership Meeting of the AIEA. Such electronic ballot shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Any ballot, electronic or otherwise, shall indicate the time by which the ballot must be received by the Association in order to be counted. Directors-at-large shall serve three-year terms, such terms to be staggered. Directors-at-large shall not be eligible to be re-elected as a Director-at-large immediately after the end of his or her term.

3.2. *Election of Committee Chairs.* The chairs of the Membership Committee, the Leadership Development Committee, the Strategic Issues Committee, the Policy Advisory Committee and the Editorial Advisory Committee shall be elected to three (3) year terms by the Members of the Association, as necessary, via electronic ballot at a time to be set annually by the Board prior to the Annual Membership Meeting of the AIEA. Such electronic ballot shall either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the Member. Any ballot, electronic or otherwise, shall indicate the time by which the ballot must be received by the Association in order to be counted. The individuals elected to the chair positions under this Section shall be Members but not Directors immediately prior to their election as chairs of the committees described in this Section. The committee chairs described in this Section may be elected to multiple terms.

3.3. *Vacancies.* All Director-at-large vacancies and vacancies in the committee chair positions for committees described in Section 3.2 of this Article (during unexpired terms) shall be filled by appointment by the President, and all such appointees shall serve out the unexpired term of their predecessors in office.

4. *Compensation.* Directors (other than the Executive Director) shall not be entitled to any compensation from the AIEA except that Directors may be reimbursed for reasonable expenses relating to official AIEA business.

5. *Standing Committees.* Standing Committees of the AIEA Board shall be: the Nominations Committee, the Executive Committee, the Audit & Financial Review Committee, the Membership Committee, the Leadership Development Committee, the Strategic Issues Committee, the Policy Advisory Committee and the Editorial Advisory Committee.

Except where otherwise provided in these Bylaws, and subject to the oversight of the Board, the President shall appoint the members of standing committees of the AIEA Board. Each standing committee shall have no less than three (3) total members.

The chairs of the Membership Committee, the Leadership Development Committee, the Strategic Issues Committee, the Policy Advisory Committee and the Editorial Advisory Committee shall be elected as described in Section 3.2 of this Article.

The charge to each standing committee shall be developed, published and periodically reviewed by the Board. New standing committees may be created by amendment to these Bylaws.

5.1. *Nominations Committee.* The Nominations Committee shall nominate annually at least one qualified candidate for President-Elect, at least one qualified candidate for each expiring Director-at-large position and at least one qualified candidate for each expiring committee chair position for the following committees: the Membership Committee, the Leadership Development Committee, the Strategic Issues Committee, the Policy Advisory Committee and the Editorial Advisory Committee. The proposed slate of qualified candidates shall be provided in writing to the Members at least sixty (60) days before the Annual Membership Meeting. The Past President shall serve as chair of the Nominations Committee, and such individual shall report to the Members at the Annual Membership Meeting. Nominating Committee members shall serve a one (1) year term.

5.2 *Executive Committee.* The Executive Committee shall be comprised of the President, President-Elect and Past President. The Secretary, Treasurer and Executive Director shall serve as *ex officio*, non-voting members of the Executive Committee. The Executive Committee shall have and may exercise all of the authority of the Board in matters pertaining to the management of the AIEA except as limited by applicable law and instructions of the Board, and shall act for the Board between meetings of the Board. All actions taken by the Executive Committee must be ratified by the Board at its next meeting.

5.3. *Audit & Financial Review Committee.* The Audit & Financial Review Committee shall recommend to the Board the CPA firm to conduct any audit or review of the AIEA financial statements and oversee such audit or review. Audit & Financial Review Committee members shall be independent Board Members appointed to serve three (3) year staggered terms. The President shall appoint a Director-at-large to serve as chair of the Audit & Financial Review Committee.

5.4. *Membership Committee.* The Membership Committee addresses Member recruitment and policies and issues related to membership in the AIEA. The Membership Committee members shall be appointed to serve three (3) year staggered terms.

5.5. *Leadership Development Committee.* The Leadership Development Committee focuses on the development and delivery of programs that address the needs of senior international officers at Academic Institution Members and International Education Support Organization Members who are new to the field or who have recently moved into a

new institutional context. The members of the Leadership Development Committee shall be appointed to serve three (3) year staggered terms.

5.6. *Strategic Issues Committee.* The Strategic Issues Committee regularly identifies and prioritizes strategic issues in internationalization that need to be addressed through professional development initiatives for senior international officers. Strategic Issues Committee members shall serve three (3) year staggered terms.

5.7. *Policy Advisory Committee.* The Policy Advisory Committee responds to national policy issues impacting senior international officers, regularly prioritizes policy issues to be addressed by the Association, recommends and develops ways in which to address key policy issues, and educates Members on all levels of policy advocacy. Policy Advisory Committee members shall serve three (3) year staggered terms.

5.8. *Editorial Advisory Committee.* The Editorial Advisory Committee shall develop and advocate for the editorial policies and priorities of the Association, including the review of proposed articles. The members of the Editorial Advisory Committee shall serve three (3) year staggered terms.

6. *Ad Hoc Committees.* *Ad hoc* committees may be created by the President or the Board. Members and chairs of *ad hoc* committees shall be appointed by the President for durations appropriate to the charge of the respective committee. The charge to, and duration of, *ad hoc* committees shall be developed and published by the President in consultation with the Board.

7. *Executive Director.* An Executive Director shall be appointed by, and serve at the pleasure of, the Board. Such individual shall serve as the chief executive officer of the AIEA (“Executive Director”) and shall, along with the President, represent the organization. The Executive Director is responsible for managing the day-to-day operations of the Association and will work with the Officers in providing leadership to the Association. The Executive Director shall be an *ex officio*, non-voting member of the Board and the Executive Committee.

## ARTICLE VII *Meetings of the Board*

1. *Regular Meetings.* The Board shall meet at such regular times and dates as designated by the President or the Board.

2. *Notice of Meetings.* Written notice of the time, date and place of Board meetings shall be given by the President to each Member of the Board at least five (5) days in advance of the meeting.

3. *Place of Meetings.* The meetings of the Board shall be held at such place as the President or Board may designate.

4. *Special Meetings.* The times, dates and places of special meetings of the Board may be set at the call of the President, upon written call by the majority of Directors, or upon resolution of

the Board. Notice shall be given by the usual means of communication at least five (5) days prior to a special meeting, unless waived in writing by all Members of the Board.

5. *Notice of Intention to Attend; Attendance Required.* Members of the Board shall be required to notify the President of their inability to attend a lawfully scheduled meeting within three (3) days of the receipt of a meeting notice. Failure of a Director to attend any two consecutive meetings may constitute grounds for removal from any Officer or Director position by the Board.

6. *Waiver of Notice.* Any Director may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Director entitled to the notice, and delivered to the AIEA for inclusion in the minutes or filing with the corporate records. A Director's attendance at or participation in a meeting waives any required notice of such meeting unless the Director, at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

7. *Quorum.* A majority of the voting Members of the Board or any committee of the Board shall constitute a quorum for the transaction of business. The quorum shall be determined at the beginning of any business meeting.

8. *Parliamentary Rules.* All meetings of the Board or any committee shall be conducted in accordance with the latest edition of *Robert's Rules of Order, Newly Revised*.

9. *Manner of Acting.* Except as otherwise provided by law, the Articles of Incorporation, or these Bylaws, all matters before the Board or a committee of the Board shall be decided by a majority vote of the Directors present at a meeting at which a quorum exists. No proxies shall be permitted in matters voted on by the Board or the Executive Committee.

10. *Meeting by Communications Device.* The Board of Directors or any committee of the Board may conduct its meetings by means of conference telephone or similar communications equipment provided that all persons participating in the meeting can communicate with one another, and participation in such a meeting shall constitute presence in person at such meeting.

11. *Action Without Meeting.* Action required or permitted to be taken at a meeting of the Board or a committee of Directors may be taken without a meeting if the text of the resolution or matter agreed upon is sent to all the Directors in office or all the members of the committee of Directors and all of the Directors in office or all the members of the committee of Directors consent to such action in a writing setting forth the action taken. Such consent in writing shall be filed with the minutes of the proceedings of the Board or the committee and have the same force and effect as a vote of the Board or of the committee at a meeting, whether done before or after the action so taken.

## ARTICLE VIII

### *Meetings of the Association*

1. *Annual Membership Meeting.* The Association shall hold an annual meeting of the AIEA (“Annual Membership Meeting”) at a time to be determined by the Board. The purposes of the Annual Membership Meeting are to facilitate communications and to transact other business.

2. *Special Meetings.* The President shall call special meetings of the Association when requested to do so by either at least one-third (1/3) of the Board or at least one-third (1/3) of the Members. Special meetings of the Association shall be held at such times and places as shall be designated by the Board or the President.

3. *Notice of Meetings.* Written notice of the time, date and place of AIEA meetings shall be given by the President or the Executive Director to each Member at least ten (10) days in advance of the meeting.

4. *Waiver of Notice.* Any Member may waive notice of any meeting before or after the meeting. The waiver must be in writing, signed by the Member entitled to the notice, and delivered to the AIEA for inclusion in the minutes or filing with the corporate records. A Member’s attendance at or participation in a meeting waives any required notice of such meeting unless the Member, at the beginning of the meeting, or promptly upon arrival, objects to holding the meeting or to transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

5. *Place of Meetings.* The meetings of the Association shall be held at such place as the President or Board may designate.

6. *Voting.* Every Member shall be entitled to one vote, when in attendance, upon all questions brought before duly called meetings of the AIEA. Academic Institution Members shall be represented in the vote of their Academic Institution Representative and Support Organization Members shall be represented in the vote of their Support Organization Representative.

7. *Quorum.* A quorum for the transaction of business at any meeting of the Association shall consist of all Members present at the business meeting.

8. *Parliamentary Rules.* All meetings of the Association shall be conducted in accordance with the latest edition of *Robert’s Rules of Order, Newly Revised*.

## ARTICLE IX

### *Contracts, Loans, Checks, Deposits, and Funds*

1. *Contracts.* The Board may authorize any Officers, employees or agents to enter into any contract or execute and deliver any instrument in the name of and on behalf of the AIEA, and such authority may be general or confined to specific instances.

2. *Loans.* No loans shall be contracted on behalf of the AIEA and no evidence of indebtedness shall be issued in its name unless authorized by the Board. Such authority may be general or confined to specific instances.

3. *Checks and Drafts.* All checks, drafts, or other orders for the payment of money issued in the name of the AIEA shall be signed by such Officer, employee or agent of the AIEA and in such manner as shall from time to time be determined by the Board.

4. *Funds.* All funds of the AIEA not otherwise employed shall be deposited from time to time to the credit of the AIEA in such depositories as may be selected by the Board, or as may be designated by any Officer, employee or agent of the AIEA to whom the Board may delegate such power.

5. *Acceptance of Gifts.* The Board, or any Officer, employee or agent of the AIEA to whom such authority may be delegated by the Board, may accept on behalf of the AIEA any contribution, gift, bequest, or devise for the purposes of the AIEA.

6. *Audits.* Upon a call of a majority of the Board or by resolution of the Board, the Association shall engage a certified public accounting firm to express an opinion on the financial statements of the Association. The financial statements of the Association and the report of the auditor or auditors shall be published for the information of the membership.

7. *Bond.* At the direction of the Board, any Officer or employee of the AIEA shall be bonded. The AIEA shall pay the expense of procuring any such bond.

## ARTICLE X

### *Indemnification and Insurance*

1. *Indemnification Provisions.* Any person who at any time serves or has served as a Director or Officer of the AIEA shall have a right to be indemnified by the AIEA to the fullest extent under the laws of the state of North Carolina (without regard to conflict of law provisions) against all liabilities (as hereinafter defined) and litigation expenses (as hereinafter defined) in connection with any threatened, pending, or completed civil, criminal, administrative, investigative, or arbitral action, suit, or proceeding (and any appeal therein), whether or not brought by or on behalf of the AIEA, seeking to hold him or her liable by reason of the fact that he or she is or was acting in such capacity; provided, that such indemnification shall not be effective with respect to (a) that portion of any liabilities or litigation expenses with respect to which the Director or Officer or former Director or Officer is entitled to receive payment under any insurance policy or (b) any liabilities or litigation expenses incurred on account of any of the Director or Officer's or former Director or Officer's activities which were at the time taken known or believed by the Director or Officer or former Director or Officer to be clearly in conflict with the best interests of the AIEA.

2. *Definitions.* As used in this Article, (a) "Liabilities" shall include, without limitation, payments made in satisfaction of any judgment, money decree, fine (including an excise tax assessed with respect to an employee benefit plan), penalty, or settlement for which the Director or Officer or former Director or Officer may have become liable in any such action, suit or proceeding; (b)

litigation expenses” shall include, without limitation, (1) reasonable expenses, including attorneys’ fees, incurred by the Director or Officer or former Director or Officer in connection with any proceeding, and (2) reasonable costs and expenses and attorneys’ fees and expenses in connection with the enforcement of rights to the indemnification granted hereby or by applicable law, if such enforcement is successful in whole or in part.

3. *Approval of Indemnification Payments.* The Board shall take all such action as may be necessary and appropriate to authorize the AIEA to manage and pay the indemnification required by Section 1 of this Article X.

4. *Insurance.* The AIEA shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer, Director, President, committee member, or is serving at the request of the Association, against any liability incurred by such person in any such capacity, or arising out of that person’s status as such, whether or not the Association would have the power to indemnify that person against such liability under this Article.

## ARTICLE XI

### *Prohibition Against Sharing in Corporate Earnings; Dissolution*

1. *Prohibition Against Sharing in Corporate Earnings.* No Director, Officer, or employee of the AIEA, or any other private individual (within the meaning of Section 501 of the Internal Revenue Code or its successor provisions), shall at any time receive any of the net earnings from the activities of the AIEA, but this shall not prevent the payment to any person of such reasonable compensation that the Board shall fix for services rendered to or for the AIEA in effecting any of its purposes; and no such person shall be entitled to share in the distribution of any corporate assets on the dissolution of the AIEA.

2. *Dissolution.* In the event of the dissolution of the AIEA, the Board shall, after paying or making provision for the payment of all liabilities of the AIEA, distribute all remaining assets of the AIEA to one or more organized and qualified charitable, education, scientific or philanthropic organizations, such organizations being exempt under Section 501(c) of the Code, to be selected by the Board of Directors.

## ARTICLE XII

### *General Provisions*

1. *Limit of Use of Property and Funds to Purposes of the AIEA.* No funds or property of the AIEA shall be devoted to or expended for any purpose or objective not stated in the AIEA’s Articles of Incorporation or these Bylaws, but all of the AIEA’s funds and properties shall at all times be used exclusively for said corporate purposes. In no event shall any of the funds or property of the AIEA be used for personal benefit, by way of compensation, directly or indirectly, of the Directors.

2. *Amendments.* Any of these Bylaws may be altered, amended or repealed, and new bylaws may be adopted by a two-thirds vote of the Academic Institution Members at any regular or special meeting of the Association, provided a quorum of Academic Institution Members is present.

Proposed amendments to these Bylaws must be presented in writing to the President at least 30 days before the meeting at which they are to be voted; however, this requirement may be waived by the President or by a three-fourths (3/4) vote of members of the Board at any regular or special meeting. Any amendments to these Bylaws shall become effective on the first day following the AIEA Annual Membership Meeting unless another day is specified.

3. *Fiscal Year.* Except as altered by a resolution of the Board, the fiscal year of the AIEA shall be from January 1 through December 31.

4. *Definitions.* Unless the context otherwise requires, terms used in these Bylaws shall have the meanings assigned to them in the North Carolina Nonprofit Corporation Act to the extent defined therein.

5. *Nondiscrimination.* Any selection, election, appointment or other manner of qualification of any Member, Director, Officer, employee or agent of AIEA shall be made without regard to sex, color, race, religion, national origin, physical handicap, age or sexual preference.

6. *Exclusive Jurisdiction.* The superior courts of the State of North Carolina shall be the sole and exclusive forum for (i) any derivative action or proceeding brought on behalf of the Association, (ii) any action asserting a claim of breach of a fiduciary duty owed by any Director or Officer of the Association, (iii) any action asserting a claim against the Association arising pursuant to any provision of the North Carolina Nonprofit Corporation Act, the AIEA Certificate of Incorporation or these Bylaws, or (iv) any action asserting a claim against the Corporation governed by the internal affairs doctrine.