

# AUSTIN CRIMINAL DEFENSE LAWYERS ASSOCIATION BYLAWS

EFFECTIVE AS AMENDED JULY 15, 2003

## ARTICLE I - NAME AND STATUS

**Sec. 1.01.** The name of this Association shall be the Austin Criminal Defense Lawyers Association. It shall be a non-profit corporation organized under the laws of the State of Texas.

**Sec. 1.02.** The Austin Criminal Defense Lawyers Association recognizes that the Texas Criminal Defense Lawyers Association is the state association representing criminal defense lawyers in Texas.

Sec. 1.02 was added as an amendment on January 21, 2003.

## ARTICLE II - PURPOSE

**Sec. 2.01. Purpose.** The purpose of the Association shall be the education of its membership toward the following goals: protection of individual rights guaranteed by the Texas and Federal Constitutions, preservation of the citizenry's and court system's commitment to those rights, and promotion of competent and ethical representation of persons accused of a crime.

OPTIONAL:

**Sec. 2.02. Limitation.** The Association shall not make any expenditures of funds for political contributions or for influencing legislation.

## ARTICLE III - PRINCIPAL OFFICE

**Sec. 3.01. Principal Office.** The principal office of the Association in the State of Texas shall be located in the City of Austin, County of Travis.

**Sec. 3.02. Registered Office and Registered Agent.** The Association shall have and continuously maintain in the State of Texas a registered office, and a registered agent whose office is identical with such registered office, as required by the Texas Non-profit Corporation Act. The registered office may be, but need not be, identical with the principal office of the Association in the State of Texas, and the address of the registered office may be changed from time to time by the Board of Directors.

**Sec. 3.03. Current Registered Office and Registered Agent.** The current registered office shall be Austin, Texas, and the registered agent shall be designated as such at the first meeting of the Board of Directors and their name printed in this space: Andrew

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J. Forsythe, 1100 West Ave., Austin, Texas, 78701. [Corresponds to Article VII. of Articles of Incorporation.]

#### **ARTICLE IV - MEMBERSHIP**

**Sec. 4.01. Regular Membership.** A member of the State Bar of Texas who is engaged in the defense of criminal cases in Texas is eligible for membership in the Association.

**Sec. 4.02. Charter Membership.** The charter members of the Association shall consist of those persons who, prior to December 31, 1991, signified their intention to join the Association as charter members and whose membership applications were subsequently approved by the Board of Directors.

**Sec. 4.03. Sustaining Membership.** A regular or charter member is eligible for sustaining membership by the payment of such dues as are set for such membership by the Board of Directors.

**Sec. 4.04. Student Membership.** A person who is regularly enrolled in a school of law in this State is eligible to apply for student membership in the Association. Upon application, membership grant shall require a majority affirmative vote of a quorum of the Board of Directors.

**Sec. 4.05. Affiliate Membership.** Affiliate membership in the Association shall be available upon application and majority affirmative vote of a quorum of the Board of Directors to persons not otherwise eligible for regular membership who are pursuing a career in a field which contributes regularly to the defense of criminal cases and the goals of the Association and who are not excluded by Article IV, Section 4.06 herein. Examples include full-time professors of law or legal topics, lawyers on active duty in the military, legal assistants and other support staff persons working for regular members, investigators, technical experts, law librarians, and lawyers in private practice who are actively engaged in the defense of criminal cases outside of Travis County.

**Sec. 4.06. Ineligible for Membership.** A member of the State Bar of Texas who holds judicial or prosecutorial office, or is employed in a prosecutorial office (except on limited special prosecution assignment) is ineligible to become or remain a member of the Association.

**Sec. 4.07. Application for Membership.** Application for regular, student, or affiliate membership shall be made on a form prescribed by the Board of Directors and forwarded, accompanied by the dues payment set out in Article V below to a member of the Board of Directors. Each application for regular or affiliate membership must be endorsed by one voting member of the Association. The application of a student member must be endorsed by one voting, affiliate, or student member of the Association. Membership for all but students and affiliate members shall vest upon signature of the application by either the Presiding Director, Treasurer, or Secretary.

**Sec. 4.08. Members Eligible to Vote.** Regular, charter, and sustaining members who are current in dues payment, whose license to practice law is current and who have not resigned nor had their membership revoked are entitled to vote in any of the Association's proceedings. Affiliate and student members are not entitled to vote.

**Sec. 4.09. Membership Goal.** It shall be the goal of the membership of the Association to include among its Directors and Committee membership a cross section reflecting the minority groups within the Association.

**Sec. 4.10. Revocation of Membership.** Membership, whether regular, charter, sustaining, affiliate, or student:

- (a) may be revoked for cause by vote calling for such revocation by a two-thirds vote of the total members of the Board of Directors after 10 days notice has been given to said member and to all members of the Board of Directors and a right to hearing has been afforded said member; *and*,
- (b) shall be revoked for the period of any State Bar License suspension.

**Sec. 4.11. Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member who is resigning of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid.

## ARTICLE V - FINANCES

**Sec. 5.01. Annual Dues.** Annual dues for members may range from minimum to maximum in the various categories of membership as the Board of Directors may fix from time to time. All dues shall be payable annually or in a payment plan fixed by the Board of Directors. Any member whose annual dues payments are more than two months in arrears shall cease to be a member of the Association in good standing.

**Sec. 5.02. Dues Schedule.** Until modified by the Board of Directors, the Dues Schedule is as follows:

Regular Member licensed to practice fewer than 3 years	\$25.00
Regular Member with 3 or more years of practice	\$50.00
Student or Affiliate Member	\$20.00
Sustaining Regular Member	\$200.00
Lifetime Regular Member	\$1,500.00 *

(\*Lifetime Regular Membership Dues are paid in 3 equal \$500.00 payments over 3 years each June. No further ACDLA dues will be collected from Lifetime Regular Members).

Sec. 5.02 was amended on May 13, 2003. Sec. 5.02 previously provided as follows:

Sec. 5.02. Dues Schedule. Until modified by the Board of Directors, the Dues Schedule is as follows:

(1)	Sustaining Member	\$200
(2)	Regular Member	
	Member admitted to practice:	
	less than 3 years	\$25
	3-5 years	\$50
	5 or more years	\$75
(3)	Student Member	\$20
(4)	Affiliate Member	\$20

**Sec. 5.03. Fiscal Year.** The fiscal year for the Association is from January 1 to December 31 of each year.

**Sec. 5.04. Budget.** The Board of Directors shall appoint from its membership a standing budget committee for each fiscal year consisting of the treasurer and two additional Directors as members. The Board of Directors of the Association must approve a budget during the board meeting of the last quarter of the year preceding the budgetary fiscal year. It shall be the duty of the budget committee to prepare and present a proposed budget for said meeting.

## ARTICLE VI - MEETING OF THE MEMBERS

**Sec. 6.01. Time and Place.** The regular meetings of the Association shall be held on a designated date of each odd numbered month at such time and place as may be fixed by the Board of Directors.

**Sec. 6.02. Special Meetings.** A special meeting of the members of the Association may be held when the Board of Directors deems necessary.

**Sec. 6.03. Quorum.** Those Members eligible to vote who are present at any regular or special meeting of the Association shall constitute a quorum for the transaction of business at such meeting.

## ARTICLE VII - BOARD OF DIRECTORS

**Sec. 7.01 Power, Membership and Eligibility.** The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of nine (9) Full Board Directors. Additionally, the Board shall include three Associate Board Directors who shall serve in an advisory capacity to the Board and who are Non-Voting Board Members. To be eligible to be a director, a person must be a Regular Member.

Section 7.01 was amended on July 15, 2003 and previously provided as follows:

Sec. 7.01. Power, Membership and Eligibility. The business and affairs of the Association shall be managed by a Board of Directors. The Board of Directors shall consist of nine (9) elected Directors. To be eligible to be a director, a person must be a member eligible to vote.

**Sec. 7.02. Regular Meeting.** The Board of Directors shall meet regularly at least once every month, at such time and places as may be designated from meeting to meeting.

**Sec. 7.03. Special Meetings.** The Board of Directors shall meet at such other time as may be called upon request of at least three (3) members of the Board of Directors or ten (10) members of the association.

**Sec. 7.04. Quorum.** A quorum for the transaction of all business, except as otherwise specified, shall be five members of the Board of Directors present at any meeting of the Board of Directors. There shall be no proxy voting but a member who is not present may vote during the meeting by phone contact with the director presiding over the meeting.

**Sec. 7.05. Chair of Meetings.** The Presiding Director shall serve as chair of the meeting of the Board of Directors. In the absence of the presiding Director, the Secretary shall serve as chair of the meetings. In the absence of both, the Treasurer shall serve as chair. Otherwise those attending shall elect a temporary chair for that meeting.

**Sec. 7.06. Vacancies.** A vacancy occurring in the Board of Directors caused by the death, resignation or removal of the person elected thereto may be filled by appointment by the Presiding Director subject to confirmation by the Board of Directors. Confirmation shall be secured either by a majority vote of the Directors present at a meeting of the Board of Directors or if the number present is less than seven by a poll of the Directors by mail. Should a poll be selected, the failure of any Director to send in said vote within ten (10) days after the date the poll is placed in the mail to said Director shall be counted as a vote for confirmation.

**Sec. 7.07. Removal.** An elected director may be removed for cause by a vote of two-thirds (2/3) of the total members of the Board of Directors after ten (10) days notice has been given to said director and to all directors and a right to hearing has been afforded said director. Cause may include, but not be limited to, failure to attend two (2) consecutive meetings or three (3) meetings within a twelve (12) month period of the Board of Directors without good cause. If the absent board member does not communicate a statement of cause to the missed meeting or the subsequent meeting the missed meeting shall be presumed to be without good cause. Upon timely submission, a majority vote shall be required to determine that the absence was without good cause and such decision shall be final.

## ARTICLE VIII - OFFICERS

**Sec. 8.01. Officers.** The officers of the Association shall consist of a Presiding Director, a Secretary, and a Treasurer.

**Sec. 8.02. Selection of Officers.**

- (a) Presiding Director. The Board of Directors shall, at its first meeting of the year, elect by majority vote, a Presiding Director. Those serving their final year shall not be eligible for the position.

Section 8.02(a) was amended on July 15, 2003 and previously provided as follows:

- (a) Presiding Director. Each Board member shall be Presiding Director for a four month term during the last year of said members' board service, with the order of said term to be selected by lot.
- (b) Secretary The Board of Directors shall, at its first meeting of the year, elect by majority vote, a Secretary. Those serving their final year shall not be eligible for the position.
- (c) Treasurer. The Board of Directors shall, at its first meeting of the year, elect by majority vote, a Treasurer. Those serving their final year shall not be eligible for the position.

**Sec. 8.03. Duties of the Presiding Director.** The Presiding Director is the chief executive officer of the Association, and has responsibility to supervise and coordinate the activities of the Association, its officers and personnel, to nominate the members and chair of committees and to preside at meetings of the Board of Directors and of the membership. The Presiding Director shall only vote in Board meetings in case of a tie vote.

**Sec. 8.04. Duties of the Secretary.** The Secretary shall attend and keep minutes of all meetings of the Board of Directors and of the Association. The minutes of each meeting shall be maintained and certified by the Secretary. In the event the Secretary must be absent from a meeting, another member of the Board of Directors shall be designated by the Director Presiding to act for the Secretary. The Secretary shall act as Parliamentarian for the Association, shall mail or post all required notices, and shall maintain copies of the Articles of Incorporation and Bylaws and be responsible for keeping them current.

**Sec. 8.05. Duties of the Treasurer.** The Treasurer shall be responsible for collection of all money due the Association and payment of all obligations of the Association from such funds in accordance with such regulations and procedures as may be prescribed by the Board of Directors. The Treasurer shall prepare and maintain monthly financial reports to be kept for inspection by the membership of the Association, and to be

presented to each regular meeting of the Board of Directors. The Treasurer will also be responsible for maintaining current and complete books and records of account at the registered office of the Association.

**Sec. 8.06. Executive Committee.** The Executive Committee shall consist of the three final year Directors and the Secretary and Treasurer and shall be presided over by the Presiding Director. The Executive Committee shall have such powers and duties where prescribed in these bylaws and as may be prescribed by the Board of Directors. The Executive Committee shall make reports to the next meeting of the Board of Directors of its meetings and each of its actions.

## ARTICLE IX - TERMS OF OFFICE AND ELECTIONS

**Sec. 9.01 Terms for Board of Directors.** Elections for Full Board Directors shall be held annually by all members eligible to vote. At all but the first election, Board members shall be elected for a term of three years. Terms shall be staggered, in that one-third (3) of the Board membership shall be elected annually. Board members, may not be nominated for a consecutive term. However there shall be no limit to non-consecutive terms.

Section 9.01 was amended on July 15, 2003 and previously provided as follows:

Sec. 9.01. Terms. Elections for Directors shall be held annually by all members eligible to vote. At all but the first election, Board members shall be elected for a term of three years. Terms shall be staggered, in that one-third (3) of the Board membership shall be elected annually. Except for the 1992 election year, Board members may not be nominated for a consecutive term. However, there shall be no limit to non-consecutive terms.

**Sec. 9.011 Terms for Associate Board Directors.** Elections for Associate Board Directors shall be held annually by all members eligible to vote. Associate Board Directors shall serve for a recurring one year term and be subject to retention elections. Associate Board Directors may be nominated and shall be eligible for election to the Full Board of Directors. If elected to the Full Board of Directors, an Associate Board Director shall be eligible to be elected for a consecutive three year term.

Section 9.011 was added as an amendment on July 15, 2003.

**Sec. 9.02. Implementation of Staggered Terms of Board Members.** The determination of terms of office of one, two or three years for the members of the first Board shall be by lot. Three positions on the Board will thereafter be open for election in 1992 and in each later year. For the first election, an election meeting shall be held as soon as feasible after the bylaws are adopted. Each member eligible to vote (defined for the first election as a member of the State Bar of Texas engaged in the defense of criminal cases in Texas, who shall have signed a statement that he or she is



a member of the State Bar of Texas engaged in the defense of criminal cases in Texas, and plans to join the association and to pay the required membership dues) shall be eligible to vote, nominate, second nominations and/or be nominated for and hold a directorship position. An election judge shall be elected by the same method as for directors set out below except that the vote shall be by a show of hands. The election judge shall first appoint two (2) attending members as associate election judges. Nominees for Director shall be determined by nomination and second of nomination. Then a vote shall be called. Should there be more than nine (9) nominees ballots shall be in writing and shall be secret with each member allowed to vote once for each chosen nominee, for a total not to exceed nine (9) nominees. The meeting shall then recess to be reconvened at a time declared by the election judge to be sufficient to allow for a careful counting of the votes. The nine (9) persons receiving the most votes shall be certified by the election judge to be the winners. In case of a tie for the final position(s) a run-off election for said final positions shall be held by like process when the meeting reconvenes. Directors shall take office immediately upon completion of the election of all nine directors.

**Sec. 9.03. Nominating Committee.** For all but the first and second election the nominating committee shall be five members consisting of the three Directors who are serving their last year and by lot, one Director with a full year yet to serve and one Director with two full years yet to serve. For the second election the nominating committee shall be five members consisting of the three directors who are serving a two-year term and, by lot, two directors who are serving a three-year term. The nominating committee shall meet during the first half of the month of June and nominate from the members eligible to vote a candidate for each of the three vacant positions. The nominating committee shall report in writing no later than the 20th of that month to the Presiding Director nominees for each position and the Secretary shall by no later than July 1 mail notices of the nominees to each member eligible to vote. Such mailings shall also advise the membership that any member eligible to vote may seek election for Director of the position of their choice by following the requisites of Article IX, Section 9.04 of the bylaws. The petition and necessary documentation must be received at the main office in Austin, Texas, of the Austin Criminal Defense Lawyers Association on or before 5:00 p.m. July 15 or if the 15th falls on a Saturday or Sunday, the first Monday thereafter, in order to include such nominee(s) on the ballot. In all contested races, the Presiding Director shall cause to be mailed a ballot which lists the respective nominees and the positions sought, to all members in good standing. Said member may vote by completing the ballot and causing the ballot to be actually received at the main office in Austin, Texas, of the Austin Criminal Defense Lawyers Association on or before 5:00 p.m. a Tuesday in August before the Thursday set for counting the ballots. All of said ballots shall remain confidential and unopened until that Thursday,

**Sec. 9.04. Nominations.** Any member eligible to vote who desires to seek election as Director of the Association may file a petition to that effect. Such petition shall set forth which of the three positions is being sought and shall have attached to it the signed statements of two (2) members eligible to vote who state their belief that the petitioner is

qualified for such office or directorship and will perform the duties imposed by the office sought. Such petition shall not be required of those nominated by the committee set forth in Sec. 9.03 of this article. Such petitions for election to a directorship shall be received at the main office in Austin, Texas of the Austin Criminal Defense Lawyers Association on or before 5:00 p.m., July 15 or if the 15<sup>th</sup> falls on a Saturday or Sunday the first Monday thereafter, in order to be included in the ballots. The Presiding Director or his/her designated representative shall review said petition to determine if it meets the above requirements before said nominee may be eligible to run for a position or have such information mailed out in the ballot.

**Sec. 9.05. Procedure.** Elections shall be by ballot of the members eligible to vote who vote in accordance with the bylaws, counted, should any candidate elect, in the presence of a chosen delegate for that candidate for a contested directorship. The Presiding Director, Secretary and Treasurer or if unavailable, directors appointed by the Presiding director in their stead, shall serve as election judges for tabulating and certifying the ballots. The candidate for each position receiving the highest number of votes shall be certified by the election judges as the elected director. A majority vote of the members of the Board of Directors who shall cast the deciding vote by written ballot in the event of a tie in any contested race. All elections shall be by written secret ballot. The persons elected shall assume their respective offices as at the next meeting of the Board of Directors, or of the Association, which ever occurs first.

## ARTICLE X – POLICIES OF THE CORPORATION

**Sec. 10.01. Pronouncement or Declaration of Policy.** No member of the Association shall officially make any pronouncement of the position of the Association or declaration on a question of policy until it has been authorized by a majority vote of a meeting or, of a poll of, the Board of Directors except as provided in Section 2.

**Sec. 10.02. Special Circumstances.** When, in the Presiding Director's discretion, he determines that it is necessary to make a pronouncement or declaration of policy and the circumstances do not permit a meeting or poll of the Board of Directors, he may, after obtaining the consent of a majority of the Executive Committee by telephone or otherwise, make the pronouncement or declaration.

**Sec. 10.03. Inauguration of Poll.** The Board of Directors may, on its own motion, or shall, upon presentment to the Board of a petition requesting such action and signed by at least ten (10) members eligible to vote, poll the membership of the Association on any question.

**Sec. 10.04. Polling Procedure.** The Presiding Director shall take such a poll of the membership by mailing the inquires necessary to obtain the information desired and by canvassing the votes on the poll at least ten (10), but not more than fourteen (14) days, after the mailing of the inquires.

**Sec. 10.05. Restraint of Trade.** No member of the Association shall engage in any activity prohibited by Federal or State law concerning combinations in restraint of trade. (15 U.S.C. Sections 1 & 2; TEX. BUS. & COM. CODE Sec. 15.01 *et seq.*).

## ARTICLE XI - COMMITTEES

**Sec. 11.01. Standing Committees.** There shall be the following standing committees:

- (a) Membership;
- (b) Budget;
- (c) Continuing Legal Education;
- (d) Amicus\Lawyer Assistance;
- (a) Newsletter & Publications;
- (f) Meeting Arrangements; *and*,
- (g) Liaison Committee(s).

Each committee shall consist of a chair nominated by the Presiding Director and approved by majority of Directors present with as many members as the Committee Chair shall designate. Unless otherwise designated in the Bylaws, all committee appointments shall be for a term of one year or until a successor is appointed, whichever comes first. Copies of all reports of the standing committees shall be filed with the minutes of the annual meeting of this Association, except on special direction of the Association to the contrary.

**Sec. 11.02. Special Committees.** There shall be such additional special or study committees as are determined to be beneficial by the Presiding Director or a majority of the Board of Directors at any meeting.

## ARTICLE XII - PROCEDURE FOR VOTING

**Sec. 12.01.** All business transacted by the Board of Directors, the Executive Committee, the standing committees and special committees provided for in Article XI of the bylaws, and the Nominating Committee provided for in Article IX of the bylaws shall be by a majority vote of the quorum present unless otherwise set out in these Bylaws. A quorum for the transaction of committee business is the number of members of each respective committee who are present.

## ARTICLE XIII – CONTRACTS, CHECKS, AND DEPOSITS AND FUNDS

**Sec. 13.01. Contracts.** The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instruments in the name of and in behalf of the Association. Such authority may be general or confined to special instances.

**Sec. 13.02. Checks and Drafts.** All checks, drafts, or orders of payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association in such manner as shall be from time to time determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the Secretary of the Association.

**Sec. 13.03. Deposits.** All funds of the Association shall be deposited from time to time to the credit of the Association to such bank, trust companies, or other such depositories as the Board of Directors may select.

**Sec. 13.04. Gifts.** The Board of Directors may accept on behalf of the Association any contribution, gift, bequeath or devise for the general purposes or any special purpose of the Association.

#### ARTICLE XIV - AMENDMENT

**Sec. 14.01. Bylaws Amendment.** For all but Sec. 5.02 (Dues Schedule) these bylaws may be altered, amended, or repealed and new Bylaws may be adopted by a two-thirds (2/3) vote of the members eligible to vote and voting at any meeting of the membership. Amendment of Sec. 5.02 shall require majority approval of a quorum of the Board of Directors followed by ratification of a majority vote of members present at the next properly noticed meeting of the membership.

**Sec. 14.02. Notice of Amendments to Bylaws.** When and if these Bylaws are amended written notice of such amendments shall be mailed to all members eligible to vote at least 10 days prior to the membership meeting at which the vote will be conducted.

#### ARTICLE XVI - DISSOLUTION

**Sec. 15.01.** This Association shall be an ongoing entity and shall continue perpetually unless and until the Directors shall adopt by a two-thirds (2/3) vote of those present at a meeting of the Board of Directors a resolution of dissolution and said resolution of dissolution shall have received a two-thirds (2/3) vote of members present at a meeting of the members given the same notice as is required by Sec. 14.02. Thereafter, three-fourths (3/4) of the voting membership, after notice at a specially called meeting for such purpose, must vote for dissolution and to disband and dissolve the Association in order to effectuate the dissolution.

**Sec. 15.02.** In such event of the dissolution of the Association, the Board of Directors of the Austin Criminal Defense Lawyers Association shall, after making provisions for the payment of all debts and liabilities incurred by the Association, dispose of the assets of the Association exclusively for the purposes of the Association in such a manner, or to such organization or organizations organized and operated exclusively for the

charitable, educational, religious or scientific purposes as shall at the time qualify as to exempt organization or organizations under Section 501(c)(3) or 501 (c)(6) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of proper jurisdiction of Travis County, Texas, exclusive for such purposes or such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

#### **ARTICLE XVI - INCORPORATION**

**Sec. 16.01.** The Presiding Director shall at the first regular meeting of the Board of Directors, direct that such steps be taken as are necessary to attain legal status as a non-profit corporation operating under these Bylaws with such amendments as may be necessary to qualify for non-profit status.

#### **ARTICLE XVII - ADOPTION OF BYLAWS**

**Sec. 17.01.** These Bylaws shall take effect immediately upon approval at the Bylaws Adoption Meeting by a majority vote of those persons present whose licenses to practice law are current and who practice criminal defense law in Texas, and who declare in writing their intention to become dues paying members of this Association.