

AMENDED BY-LAWS  
OF  
MINNESOTA ASSOCIATION OF CRIMINAL DEFENSE LAWYERS

Ratified by the Membership Effective \_\_\_\_\_

**ARTICLE I. NAME AND PLACE OF BUSINESS.**

**Section 1. Name:**

The name of this organization is the "MINNESOTA ASSOCIATION OF CRIMINAL DEFENSE LAWYERS," (hereinafter "Association").

**Section 2. Principal Place of Business:**

The principal office for the transaction of business for the Association shall be at such locations as the Board of Directors may from time to time designate.

**ARTICLE II. OBJECTIVES AND PURPOSES.**

The mission of the Association is to preserve the adversary system of justice; to maintain and foster the integrity, independence, and expertise of the criminal defense profession; to ensure justice and due process for persons accused of crime; to protect individual rights; and, to improve criminal law, its practice, and procedures.

The Association is formed exclusively to promote the common interests of the criminal defense bar and for charitable, scientific, educational and legislative purposes including, without limitation, the following:

- a. To foster, maintain, and encourage the integrity, independence, and expertise of the defense lawyer in criminal cases;
- b. To promote the proper administration of criminal justice;
- c. To advance the knowledge of law in the field of criminal defense by lecture, seminars, and publications;
- d. To promote study and research in the field of criminal defense law;
- e. To hold periodic meetings of its members;
- f. To represent and lobby on behalf of the Association before the legislative, executive, and judicial bodies which determine policy for the state and federal governments so as to advance the mission and interests of the Association and its members.

The Minnesota Association of Criminal Defense Lawyers believes that continued recognition and adherence to the Bill of Rights by the Judicial, Legislative, and Executive branches of government are necessary to sustain the quality of the American system of justice.

### ARTICLE III. MEMBERSHIP.

#### Section 1. Membership classes

There shall be four classes of membership in the Association, as detailed in Sections 2-5 below: Regular Membership; Associate Membership; Honorary Membership; and Law Student Division Membership.

#### Section 2. Regular Membership:

Any attorney of professional competence, integrity, and good moral character who is licensed to practice law in the State of Minnesota, who is actively engaged in the defense of criminal cases or is a full-time law professor, and who does not prosecute criminal cases is eligible to become a Regular Member. Attorneys whose practices include part-time prosecution contracts are not eligible for membership in the MACDL. However, this prohibition does not preclude criminal defense attorneys from accepting exceptional special appointments to serve as prosecutors in limited cases.

#### Section 3. Associate Membership:

Any non-lawyer who otherwise meets the qualifications of a regular attorney member may become an associate member.

#### Section 4. Honorary Membership:

- a. Any person who shall have made an outstanding contribution to the public welfare and aided in the achievement of the goals of this Association may be proposed for Honorary Membership by five Regular Members of the Association.
- b. A Regular Member of the Association who is elected or appointed to the judiciary or public office or who has otherwise retired from the active defense of criminal cases may thereafter become an Honorary Member. The member seeking admission as an Honorary Member shall notify the Board of Directors of the facts establishing eligibility for Honorary Membership and request election as an Honorary Member.
- c. The affirmative vote of a majority of the Board of Directors shall be required to elect any Honorary Member.
- d. Honorary Memberships shall extend until further action by the Board of Directors.

#### **Section 5. Law Student:**

Law Student Division Membership shall be available to persons of integrity and good moral character who are students enrolled in law schools accredited by the American Bar Association.

#### **Section 6. Admission to Membership:**

All applicants for membership shall file with the Executive Director of this Association a written application in such form as may be prescribed by the Board of Directors and pay the applicable dues.

#### **Section 7. Voting:**

Only Regular Members in good standing whose dues are current shall be entitled to vote at the Association's proceedings and shall be eligible to nominate candidates for or to hold any office. Associate Members, Honorary Members, and Law Student Division Members shall not be entitled to vote at any of the Association's proceedings, to nominate candidates for or to hold any office.

### **ARTICLE IV. DUES.**

#### **Section 1. Annual Dues:**

The annual dues of all classes of Membership may be established by the Board of Directors by majority vote.

#### **Section 2. Failure to Pay Dues:**

Any member failing to pay annual dues within three months after the receipt of the annual dues invoice shall be automatically suspended by the Board of Directors and shall only be reinstated upon payment of dues or upon the remission thereof by the Board of Directors.

### **ARTICLE V. OFFICERS.**

#### **Section 1. Offices and terms:**

The Association shall have the following officers: President, Vice President, Treasurer and Secretary, to be chosen from the directors. Each officer shall serve for a term of one year which shall begin on the date of the annual meeting. The vice president shall succeed the president, the treasurer shall succeed the vice-president, and the secretary shall succeed the treasurer. In the event, any officer is unable to complete his or her term as a result of death, incapacity, resignation, or removal from office, the next available officer shall assume the duties of the vacant office during the period of incapacity or for the remainder of that officer's term of office, as applicable, in accordance with the rules of succession noted above.

## **Section 2. President:**

- a. The President shall be the Chief Executive Officer of the Association. The President shall oversee and coordinate the activities of the Association and preside at its meetings.
- b. The President shall organize and be responsible for all facets of the annual meeting of the Association after consultation and coordination with the Board of Directors and the Annual Meeting Committee.
- c. The President shall serve as Chair of the Board of Directors, preside at Board meetings, and, after consultation with the Board, appoint all committees.
- d. The President shall be the spokesperson for the Association and whenever practicable shall publicly appear for the Association and address its policies.
- e. The President shall have such other powers and perform such other duties as are consistent with the Articles of Incorporation and By-Laws of the Association as are usually exercised by presiding officers.

## **Section 3. Vice President:**

- a. The Vice President shall assist the President in the performances of his or her duties and perform such other duties as may be prescribed for him or her by the Board of Directors.
- b. The Vice President shall oversee the committees appointed by the President to ensure that they are meeting regularly and performing the functions assigned to them. In addition, the Vice President shall make recommendations to the Board about whether existing committees remain necessary or whether new committees should be created.

## **Section 4. Treasurer:**

- a. The Treasurer shall supervise the Executive Director in the collection and maintenance of all funds of the Association.
- b. The Treasurer shall have check signing authority and shall disburse the funds of the Association as necessary to pay the obligations of the Association as directed by the Board of Directors.
- c. The Treasurer shall review the financial reports of the Association and regularly report to the Board on the financial status of the Association.
- d. The Treasurer, in conjunction with the Budget/Audit Committee, shall create an annual budget for approval by the Board and shall make monthly reports to the Board on the Association's compliance with the budget.
- c. The Treasurer shall have such other powers and duties as are incident to the office.

## **Section 5. Secretary:**

- a. The Secretary or the Secretary's designee shall keep minutes of all meetings of the Association

and the Board of Directors.

b. The Secretary or the Secretary's designee shall keep a complete list of all members of the Association.

c. The Secretary or the Secretary's designee shall mail all notices of meetings to members of the Association.

#### **Section 6. Resignation: Removal: Vacancy:**

a. An officer may resign by giving written notice to the Board of Directors.

b. An officer may be removed, with or without cause, by a majority vote of the Board of Directors.

c. In the event of a vacancy in an office following application of the rules of succession noted in Section 1 above, the Board of Directors shall elect a member of the Board to fill the vacancy.

#### **Section 7: Ban on Holding Simultaneous Offices:**

No person may hold more than one office simultaneously.

### **ARTICLE VI. BOARD OF DIRECTORS.**

#### **Section 1. Powers:**

The Board of Directors shall manage the business and affairs of the Association subject to and in accordance with the articles of incorporation and these by-laws.

#### **Section 2. Qualifications:**

Any Regular Member in good standing who has been a member of the Association for at least three calendar years, measured from the date of initial payment of dues to the date of the election, and whose dues are current as of the date of nomination, is eligible to be a Director.

#### **Section 3. Number of Directors:**

The Board of Directors shall consist of not fewer than ten nor more than fifteen members of the Association, in addition to the officers of the Association, the editor of the MACDL magazine, and the immediate Past-President, who shall serve a one year term as a director following the end of his or her term as President.

#### **Section 4. Term of Office:**

a. Members of the Board Directors shall be elected by the Regular Members of the Association and shall hold office for a period of three years.

b. Terms of office shall be staggered so that no more than five directors shall be elected annually

plus any vacancies.

#### **Section 5. Term Limits:**

A Director shall be ineligible for re-election after two consecutive complete three-year terms within one year of completion of said service. Following a one year absence, prior directors are again eligible to serve on the Board. A director may be elected to serve as an officer following completion of two three year terms on the Board.

#### **Section 6. Meetings:**

The Board of Directors shall meet regularly. The Board shall attempt to meet once a month. Additional meetings may be called at any time by the President or a majority of the Directors as necessary to attend to the affairs of the Association. Board members are expected to attend all Board meetings and failure to do so without good cause is grounds for removal. Board members may attend meetings by teleconference if necessary.

#### **Section 7: Quorum:**

At each meeting of the Board of Directors, a majority of the Members of the Board shall constitute a quorum for the transaction of business.

#### **Section 8. Time Sensitive Matters:**

When, in the opinion of the Executive Committee, a matter requires prompt action by the Board such that the call of a Board meeting is impractical, the Executive Committee may, in its discretion, notify all Board members by telephone or email of the matter and call for debate and vote without call of a formal meeting. The Board may take all actions by telephone or email between regular meetings that it is empowered by these by-laws to undertake at regular meetings. A vote by email is only valid if a quorum of the Board participates in the vote.

#### **Section 9. Removal:**

A Director may be removed for cause by a three quarter vote of the members of the Board of Directors after reasonable notice and opportunity to be heard.

#### **Section 10. Vacancy:**

In the event of a vacancy on the Board, the Board of Directors may elect a Regular Member who satisfies the eligibility criteria set out in Section 2 to fill the vacancy for the balance of the vacancy term. Prior to filling the open seat the executive director shall notify the membership by email or other effective means of the vacancy and request that members announce their interest in filling the vacant seat. The Board may also defer filling a seat vacated in the final year of its term and

instead let it be filled in the next annual election. A member elected by the Board to fill a vacancy during an unexpired term shall serve the remainder of the term and then, if he or she wants to remain on the Board, shall run for election as an incumbent to serve a full term.

#### **Section 11. Magazine Editor:**

In addition to the Directors created by the preceding sections of this article, and notwithstanding any contrary provisions of those sections, the editor of the Association's magazine shall also be a member of the Board of Directors for so long as he or she functions as editor. The editor shall be elected by the Board by majority vote and shall not be subject to term limits or nomination process. The editor serves at the pleasure of the Board.

### **ARTICLE VII. ELECTIONS.**

#### **Section 1. Board of Directors:**

##### **a. Soliciting Nominations:**

Not later than 70 days before the annual meeting, the Executive Director shall notify all of the Regular Members of the Association by email soliciting nominations for candidates to run for election to the Board of Directors.

##### **b. Nomination Process:**

Any Regular Member who satisfies the eligibility criteria set out in Article VI, Section 2 may run for election by submitting the signatures of three other Regular Members on a form to be supplied by the Executive Director nominating the Member and supplying a short biographical statement of the candidate. All nomination materials must be submitted by the date announced by the Executive Director which shall be no less than 40 days before the annual meeting of the Association.

##### **c. Incumbents:**

Members of the Board whose terms have expired and who have not reached the term limits set out in Article VI, Section 5, if they wish to run for re-election to a new term, may submit their name to be included on the ballot without being nominated.

##### **d. Diversity:**

In the event the number of nominees is insufficient to fill the vacancies that exist on the Board or in the judgment of the Board, the nominees fail to reflect the geographic, racial, or professional diversity of the Association, the Board may, in its discretion, solicit additional nominations from eligible Regular Members. Nominees solicited by the Board are not required to obtain nomination signatures.

##### **e. Ballot:**

A list of all nominees for the Board of Directors together with the candidates' biographical statements shall be sent by email or other suitable delivery method to each Regular Member. The ballot shall identify the incumbents who are running for re-election and their names shall be listed first. Other candidates shall be listed in random order. The ballot shall not identify which of the remaining candidates were nominated by the membership and which were nominated by the Board, and those candidates shall not be differentiated in any way.

**f. Voting:**

Voting shall be by secret ballot by mail or email using a ranked choice (instant runoff) methodology. Each eligible Regular Member shall be directed to rank every candidate running from 1 (first choice) to the number of candidates running. Thus, for example, if eight candidates are running, the candidates should be ranked from 1 to 8, with only one candidate receiving each ranking. Voting shall remain open for 30 days, at which time three Directors shall count the ballots. No candidate may participate in the ballot counting.

**g. Ranked Choice Voting:**

Election to the Board requires each candidate to receive a majority of the ballots cast. Initially, only the number 1 rankings are counted and distributed among the candidates. If any candidate receives a majority of number 1 votes, that candidate is elected. If all of the open seats are not filled using only number 1 votes, the candidate with the least number of number 1 votes is eliminated. If there is a tie for the least number of number 1 votes, the tie shall be broken by eliminating the candidate with fewer number 2 votes and so on. The ballots of the eliminated candidate, as well as the ballots of any candidate who has already been elected, are redistributed among the remaining candidates, using the number 2 preference. Following this recount, any candidate who now has a majority of the ballots cast (including both number 1 and 2 rankings) is elected. If all of the open seats are not filled using only number 1 and number 2 ballots, the candidate with the least number of total votes is eliminated. The ballots of that candidate, as well as the ballots of any candidate who has already been elected, are redistributed among the remaining candidates. This process continues until all of the open seats are filled.

**Section 2. Officers:**

At the last scheduled meeting of the Board of Directors prior to the annual meeting, the Board shall elect by majority vote new candidates to serve as officers of the Association to fill any vacancies that will exist following the succession plan set out in Article V, Section 1.

**ARTICLE VIII. ASSOCIATION MEETINGS.**

**Section 1. Time and Place:**

- a. The annual meeting of the Association shall be held in the first quarter of each calendar year or as soon thereafter as practical.
- b. Additional meetings may be held when in the opinion of the President or the Board of Directors the business of the Association requires a meeting of the entire membership of the Association.



**Section 2. Quorum:**

Those members who are eligible to vote and are present at any meeting of the Association shall constitute a quorum for the transaction of business at said meetings.

**ARTICLE IX. FINANCES.**

**Section 1. Fiscal Year:**

The fiscal year of the Association shall be as designated by the Board of Directors.

**Section 2. Budget and Dues:**

Dues shall be set at an amount sufficient to cover the anticipated budget expenses.

**Section 3. Additional Income:**

The Board of Directors may supplement the income derived from dues from such other sources as may be reasonable and necessary, including seminars, publications, grants, and fund raising.

**ARTICLE X. COMMITTEES OF THE BOARD OF DIRECTORS.**

**Section 1. Executive Committee:**

An Executive Committee of the Board of Directors is established and authorized to act on Association business during periods between meetings of the Board of Directors, and, at its discretion, refer matters to the full Board for debate and votes by email. The Executive Committee shall consist of the officers of the Board of Directors and the past president.

**Section 2. Additional Committees:**

Additional committees of the Board may be formed as are deemed necessary and appropriate to carry out the goals of the Association. The chair of any committee will be designated by the President. Committees may include members of the Board of Directors and/or Regular Members of the Association, unless otherwise determined by the President.

**Section 3. Committee Membership Encouraged:**

All members of the Association are encouraged to join and to participate in one or more committees.

#### **ARTICLE XI. EXECUTIVE DIRECTOR.**

The Executive Director shall be the Managing Officer of the Association who shall be responsible to effectuate the policies of the Association as dictated by the Board of Directors. As directed by the Board of Directors, the Executive Committee, and the President, the Executive Director shall be empowered to take all action and make all decisions which he or she deems necessary for the achievement of the ends of the Association.

The Executive Director shall:

- a. supervise, engage or dismiss, in his or her discretion, the subordinate employees of the Association;
- b. organize, facilitate, and attend the meetings of the membership and all regularly scheduled meetings of the Board of Directors;
- c. regularly report to the President regarding issues of importance to the Association;
- d. assist in the administration of the Association; and
- e. coordinate communications to the Members.

The Executive Director shall serve at the pleasure of the Board of Directors.

#### **ARTICLE XII. AMENDMENTS.**

##### **Section 1. Introduction of Proposed Amendments:**

These by-laws may be amended not more than once each calendar year. Proposed amendments to the by-laws may be submitted to the Secretary by any Regular Member of the Association. After appropriate review, the Board of Directors shall make a recommendation to the members as to whether the proposed amendment(s) should be adopted.

##### **Section 2. Notice of Proposed Amendments:**

The Secretary shall give notice to the Members of any proposed amendment(s), together with a copy of the proposed amendment(s), the Board's recommendation, a paper or emailed ballot, and instruction for return of the ballot by a specified deadline. The voting period shall be not less than thirty days. No ballot received after the deadline shall be counted.

##### **Section 3. Passage:**

For proposed amendments to be declared adopted and made part of the bylaws of the

Association, sixty percent of the Regular Members voting must vote in favor thereof.

**Section 4. Notice of Amendments to Bylaws:**

When and if these bylaws are amended, notice of such amendments shall be given to all Members.

**ARTICLE XIII. ENDORSEMENT OF CANDIDATES FOR ELECTED OFFICE.**

**Section 1. Endorsement of Candidates:**

On behalf of the Association, the Board of Directors may endorse candidates for judicial, legislative, or executive branch offices.

**Section 2. Endorsement Process:**

- a. Any candidate for office may seek the Association's endorsement by submitting a written request for endorsement to the President.
- b. The President shall promptly notify the Board of Directors of any request for endorsement and cause the request to be placed on the agenda for the next scheduled Board meeting.
- c. A request for endorsement shall be granted only if a majority of Board members present and voting at the next scheduled Board meeting vote in favor of the request.
- d. The Secretary shall promptly notify the candidate who requested endorsement of the Board's action on the request.

**Section 4. Financial Contribution:**

MACDL shall not contribute monetarily to the campaign of any candidate for elected office.