

**BY-LAWS
OF THE
KENTUCKY ASSOCIATION OF CRIMINAL DEFENSE LAWYERS, INC.**

KNOW ALL MEN BY THESE PRESENTS:

That the following are the By-laws of the KENTUCKY ASSOCIATION OF CRIMINAL DEFENSE LAWYERS, INC., a Kentucky non-stock, nonprofit corporation incorporated under the provisions of the Kentucky Nonprofit Corporations Act, Chapter 273 of the Kentucky Revised Statutes, on August 25, 2009.

ARTICLE I

CORPORATE NAME: SEAL: OFFICES

Section 1. Name.

The name of the corporation is "KENTUCKY ASSOCIATION OF CRIMINAL DEFENSE LAWYERS, INC." ["the Association"].

Section 2. Seal.

The seal of the Association is that which is affixed to these By-laws.

[SEAL]

Section 3. Offices.

The Association may have offices at such place or places, within or without the Commonwealth of Kentucky, as the Board of Directors may from time to time appoint.

ARTICLE II

PERIOD OF DURATION

The period of duration of the Association is perpetual.

ARTICLE III

OBJECTS. PURPOSES AND MISSION

The Association is formed, and shall operate, exclusively for educational, charitable and scientific purposes including, without limitation, the following purposes:

(a) To promote study and research in the field of criminal defense law and the related arts in the Commonwealth of Kentucky;

(b) To disseminate by lecture, seminars, forums and publications the advancement of the knowledge of the law as it relates to the field of criminal defense practice in the Commonwealth of Kentucky;

(c) To promote the proper administration of criminal justice throughout the Commonwealth of Kentucky;

(d) To foster, maintain and encourage the integrity, independence and expertise of the defense lawyer in criminal cases throughout the Commonwealth of Kentucky;

(e) To foster periodic meetings of the criminal defense lawyers in the Commonwealth of Kentucky and to provide a forum for the material exchange of information regarding the administration of criminal justice and thereby concern itself with the protection of individual rights and the improvement of criminal law, its practices and procedures, in all the Courts comprising the Kentucky Court of Justice and in all United States Courts in, or having jurisdiction over, the Commonwealth of Kentucky.

The Kentucky Association of Criminal Defense Lawyers believes that continued recognition and adherence to the Bills of Rights contained in the Constitutions of the United States and of the Commonwealth of Kentucky by the Judicial, Legislative and Executive branches of government are necessary to sustain the quality of the American system of justice.

The mission of the Association is to preserve the adversary system of justice; to maintain and foster independent and able criminal defense lawyers; and to ensure justice and due process of law for those persons accused of crime within the Commonwealth of Kentucky.

ARTICLE IV

NON-PROFIT. NON-STOCK STATUS: PROHIBITIONS

No part of the net earnings of the Association shall inure to the benefit of any private individual.

The Association shall not be authorized to issue any shares of capital stock.

The Association may participate in the legislative process to the extent that I.R.S. approved "business league" entities are entitled to do so, provided that such participation is authorized by the Association's Board of Directors and it is consistent with the Association's objects, purposes and mission as set forth in Article III; however, the Association shall not participate in, or intervene in (including the publishing of distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V

MEMBERSHIP: MEETINGS OF MEMBERS

The Association shall have members, as follows:

Section 1. Regular Membership.

(a) Regular membership in the Association shall be available to those persons of professional competency, integrity and good moral character who are actively engaged in the defense of criminal cases in the Commonwealth of Kentucky.

(b) Applications for Regular Membership shall be made upon a form prescribed by the Board of Directors. All applications for Regular Membership shall be subject to approval by the President or the Executive Committee acting for the Board of Directors.

Section 2. Young Lawyer Membership.

(a) Young Lawyer Membership in the Association shall be available to those persons of professional competency, integrity and good moral character who are actively engaged in the defense of criminal cases in the Commonwealth of Kentucky and who have been admitted to the Bar for fewer than five (5) years.

(b) Applications for membership shall be made in the manner prescribed for Regular Members of the Association.

Section 3. Public Defender Membership.

(a) Public Defender Membership shall be available to those persons of professional competency, integrity and good moral character who are attorneys in the full-time employ of local, state or federal public defender offices or Legal Services agencies in the Commonwealth of Kentucky.

(b) The Board of Directors may remove any person from Public Defender Membership. The decision of the Board shall be final and not appealable to the general membership.

(c) Application for Public Defender Membership shall be made in the manner prescribed for Regular Members of the Association.

Section 4. Law Student Division Membership.

(a) Law Student Division Membership shall be available to those persons of integrity and good moral character who are students enrolled in accredited law schools in the Commonwealth of Kentucky or 3L students who are enrolled in accredited out-of-state law schools who commit to taking the Kentucky Bar Exam and practicing as criminal defense lawyers in the Commonwealth.

(b) Application for Law Student Division Membership shall be made in the manner prescribed for Regular Members of the Association.

(c) The Board of Directors may remove any person from Law Student Division Membership. The decision of the Board shall be final and shall not be appealable to the general membership.

(d) Law Student Division Members, subject to the approval of the Board of Directors, may elect officers and directors of the Law Student Division, and may engage in programs and activities as set forth in Article III of these By-laws.

Section 5. Associate Membership.

(a) Associate Membership in the Association shall be available to those persons of integrity and good moral character who are not actively engaged in the defense of criminal cases, but whose duties and responsibilities are a part of, or contribute to, the defense of criminal cases in the Commonwealth of Kentucky. There shall be included in the Associate Membership full-time law professors and personnel whose occupations directly relate to the support of other Members of the Association, such as law clerks, paralegals, legal secretaries and investigators employed by such Members or their employers.

(b) The Board of Directors may remove any person from Associate Membership. The decision of the Board of Directors shall be final and not appealable to the general membership.

(c) Application for Associate Membership shall be made on a form prescribed by the Board of Directors. Each application for Associate Membership shall be endorsed by one (1) Regular, Young Lawyer, Public Defender, Sustaining or Life Member of the Association. All applications shall be subject to approval by the President or the Executive Committee acting for the Board of Directors.

Section 6. Sustaining Membership.

The title of Sustaining Member shall be conferred by the Board of Directors on a Regular, Young Lawyer or Public Defender Member who, in lieu of the payment of the established dues for any such category of membership for any fiscal year of the Association, pays to the Association the sum of Two Hundred Fifty Dollars (\$250.00). That person is a Sustaining Member of the Association for that Fiscal Year.

Section 7. Life Membership.

The title of Life Member shall be conferred by the Board of Directors on a Regular, Young Lawyer or Public Defender Member who, in lieu of the payment of the established dues for any such category of Membership, makes a one-time payment to the Association in the amount of One Thousand Dollars (\$1,500.00) or makes two consecutive annual payments of Eight Hundred Dollars each (a total amount of \$1,600.00). That person is a Life Member of the Association and shall not thereafter be required to pay annual dues.

Section 8. 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 the Association may be proposed for Honorary Membership in the Association by any combination of five (5) Regular or Public Defender Members of the Association. Such proposal shall be made in writing, subscribed to by such five (5) Members and submitted to the President of the Association.

(b) The affirmative vote of a majority of the members of the Board of Directors shall be required to elect any Honorary Member.

(c) In any fiscal year of the Association, no more than two (2) Honorary Members may be elected.

(d) In addition to those Honorary Members elected under subsection (c), any Regular, Public Defender or Young Lawyer Member of the Association who is elected or appointed to the Judiciary or to the Congress of the United States may become an Honorary Member during the period of this good behavior in any such office.

(e) Honorary memberships other than in subsection (d) shall extend for an indefinite period.

(f) The Board of Directors may remove any person from Honorary Membership. The decision of the Board of Directors shall be final and not appealable to the general membership.

Section 9. Retired Membership.

(a) Retired Membership is available to a Regular or Public Defender Member of at least ten (10) years who has retired from the active practice of law.

(b) Application for Retired Membership shall be made in the manner prescribed for Regular Members of the Association.

(c) A Retired Member shall enjoy the same privileges as a Regular Member except a Retired Member is exempt from the payment of dues.

Section 10. Charter Membership.

The Charter Members of the Association shall consist of those persons who, prior to December 9, 1988, signified their intention to join the Association and whose Membership applications were subsequently approved by the Board of Directors.

Section 11. Voting.

Each Member shall be entitled to cast one (1) vote, in person at any meeting of the members of the Association upon any matter as to which a vote of the members is required or permitted by law, by the Association's articles of incorporation or by these By-laws; provided, however, that Honorary, Associate and Law Student Division Members shall not be entitled to

vote at any of the Association's proceedings. Ballots for the election of Directors of the Association may be cast by mail and shall be counted if actually received by the Secretary of the Association not later than the time the votes are counted at any such election.

Section 12. Revocation of Membership.

Membership of all classes and categories may be revoked for cause by vote calling for such revocation by three-quarters (3/4) vote of the members of the Board of Directors. The decision of the Board of Directors shall be final and not appealable to the general membership.

Section 13. Persons Ineligible for Membership.

No United States Attorney, Assistant United States Attorney, Attorney General, Assistant Attorney General, Commonwealth's Attorney, Assistant Commonwealth's Attorney, County Attorney, Assistant County Attorney or other employee or agent of any department, agency, office or person whose duties involve the prosecution of criminal cases, or members or employees of any law enforcement agency, may be, become or remain a member of the Association during the period of his or her employment or tenure as such.

Section 14. Annual Meeting of Members.

The annual meeting of the members of the Association shall coincide with the Annual Conference & Criminal Defense Seminar each fiscal year, at such time and place, within or without the Commonwealth of Kentucky, as shall be designated by the president and specified in the call and notice of the meeting.

Section 15. Special Meetings of Members.

Special meetings of members of the Association shall be held in the month of November of each fiscal year, at such time and place, within or without the Commonwealth of Kentucky, as shall be specified in the call and notice of such meeting.

Section 16. Notice of Members' Meetings.

Written notice stating the place, day and hour of meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty-five (35) days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting, to each member entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears upon the records of the Association, with postage thereon prepaid.

Section 17. Quorum; Conduct of Meetings.

Those Members who are eligible to vote and are present in person at any meeting of the members of the Association shall constitute a quorum for the transaction of business at such

meeting. A majority of the votes entitled to be cast on a matter to be voted upon by the members present at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law, by the articles of incorporation or by these By-laws. All meetings shall be conducted in accordance with the laws of the Commonwealth of Kentucky, the Articles of Incorporation, these By-laws and (to the extent not governed by any such authority) in conformance with Robert's RULES OF ORDER, REVISED.

ARTICLE VI

DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event this Association should dissolve, its physical assets shall be sold and, along with its liquid assets, shall be distributed to one or more educational, charitable or scientific organizations which are qualified under the provision 501(c)(3) of the Internal Revenue Code of 1986, as then in effect (or under any similar provision of any inland revenue code of the United States which may then be in effect) whose primary objectives are the furtherance of criminal justice. Such distribution or distributions shall be determined by a majority vote of the Board of Directors then in office.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. Board of Directors; Qualifications.

The Board of Directors shall be composed of the President of the Association; the President-Elect; the First Vice-President; twelve (12) Directors at Large; the Association's Legislative Agent; the Public Advocate of the Commonwealth of Kentucky or such person's designee; the Louisville Metro Public Defender or such person's designee; and all otherwise-qualified former Presidents of the Association who served in such office within the past 10 years, as long as they are current, voting members of the Association whose yearly or other dues are paid and they have met the attendance requirements of Article VII, Section 8. Former Presidents who served in such office more than 10 years ago shall automatically become emeritus members of the Board of Directors. Emeritus members of the Board shall be non-voting members and shall not count toward a quorum at any meeting of the Board. Emeritus members of the Board shall not be precluded from election as an officer or as a Director at Large as long as they are otherwise eligible for said office. Emeritus members of the Board may serve as chairs of the Association's Standing Committees or of sub-committees that may be established from time to time under these By-Laws.

In addition to such other qualifications as are set out in Article V of these By-laws, no person (including a President, President-Elect, First Vice-President, Director at Large, Legislative Agent, Public Advocate, Metro Defender or former President) who does not reside or work in the Commonwealth of Kentucky; is not a member in good standing of the Association and of the Kentucky Bar Association; has not demonstrated an interest in criminal law and qualities of leadership in the criminal defense law field; shall be eligible for election to the office of, or to serve as, a Director of the Association.

No United States Attorney, Assistant United States Attorney, Attorney General, Assistant Attorney General, Commonwealth Attorney, Assistant Commonwealth Attorney, County Attorney, Assistant County Attorney, or other employee or agent of any prosecutor's office or law enforcement agency shall be eligible for election to the office, or to serve as, a Director of the Association.

The President, with the advice and consent of the Board of Directors, may from time to time appoint persons to serve as advisors to the Association, its Directors and officers, for such periods as the President may specify in such appointment.

Section 2. Classification, Nomination and Election of Directors at Large by the Board of Directors.

Directors at Large shall be elected by class, and each Director at Large shall hold office for a term of two (2) years [except as otherwise provided in this Section 2 of this Article VII of these By-laws] and until such Director's successor shall have been elected or appointed and qualified.

The term of a Director at Large commences January 1 and ends December 31.

There shall be two (2) classes of Directors at Large. Class A shall consist of six (6) members at large; and Class B shall consist of six (6) members at large.

Not less than thirty (30) days before the date of each annual meeting of the Board of Directors at which Directors at Large are to be elected, the Membership & Governance Committee shall nominate, by class, a sufficient number of persons who shall be qualified to serve as Directors at Large of the Association, not less than the number of Directors at Large of each class to be elected at such annual meeting, and shall submit to the Board of Directors in writing a list, by class, of the names and qualifications of those persons so nominated.

At its annual meeting, the Board of Directors shall thereupon consider such recommendations. Additional nominations, if any, for such class of Directors at Large shall be received from the floor at the annual meeting of the members, and the names of such additional nominees shall be placed as members of such class.

Nominees for the office of Director at Large shall be elected by class, by affirmative vote of the members of the Board of Directors. The candidates of each class receiving the largest number of votes shall be elected, and each such person shall, upon ratification by the affirmative vote of a majority of the remaining directors, be deemed qualified and shall hold office as a Director at Large of the class for which he was nominated and elected, for a term of two (2) years and until such Director at Large's successor shall be duly elected or appointed and qualified.

A person shall be eligible to serve as a Director at Large for an unlimited number of successive terms in office.

Section 3. Vacancies.

Any vacancy that shall occur in the Board of Directors and any directorship to be filled by reason of an increase in the number of Directors shall be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors. A Director is elected or appointed for the unexpired term of his predecessor in office.

Section 4. Meetings of the Board of Directors.

The Board of Directors shall hold an annual meeting in conjunction with the Annual KACDL Conference & Criminal Defense Seminar each year and shall hold regular meetings no less than three (3) times per year. Special meetings may be held at such other times and places as the President, or, when absent or disabled, the President-Elect may determine. Special meetings of the Board of Directors may be called at any time by the President or by a majority of board members, or by a majority of the executive committee.

Section 5. Notice of Board Meetings.

The Executive Director shall mail notice of the annual meeting, and of each regular and special meeting of the Board of Directors to each Director at least ten (10) days prior to the date of such meeting, and for special meetings, the notice shall briefly state the purpose or purposes of the meeting. In emergencies, notice may be given by telephone, telegram, facsimile transmission or electronic mail as far in advance of the meeting as is practical. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except when a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 6. Quorum of Directors; Voting and Conduct of Meetings; Action Without Meeting.

Seven (7) Directors shall constitute a quorum for the transaction of business. For purposes of determining whether a quorum is present, an otherwise-qualified past President of

the Association, as long as such a person is a current, voting member of the Board and of the Association whose yearly or other dues are paid, shall count towards a quorum if such person is present at a meeting; but no past President of the Association, as such, shall be counted against a quorum if such person is not present at a meeting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation or by these By-laws.

At any meeting of the Board of Directors, each qualified Director shall vote in person and shall be entitled to one vote. The presiding officer shall not vote except in case of a tie, in which case the presiding officer shall cast the deciding vote.

Except as otherwise provided by the laws of the Commonwealth of Kentucky, the Articles of Incorporation or these By-laws, all questions shall be decided by the affirmative vote of a majority of the Directors present at a meeting at which the quorum is present.

All meetings shall be conducted in accordance with the laws of the Commonwealth of Kentucky, the Articles of Incorporation, these By-laws and (to the extent not governed by such authority) with Robert's Rules of Order, Revised.

A Director shall be counted as present at any meeting of the Board of Directors or of any committee if such Director is present at such meeting by means of an audio, audio-visual or other electronic or digital hookup to such meeting whereby, (i) such Director can clearly hear (or see and clearly hear) all proceedings at such meeting in real time; (ii) all other Directors present (by whatever means) can clearly hear (or see and clearly hear) all proceedings at such meeting in real time, including proceedings taken by involving any Director present at such meeting by means of such audio, audio-visual or other electronic or digital hookup to such meeting; (iii) the votes of all Directors present at such meeting, including votes cast by any Director present at such meeting by means of such audio, audio-visual or other electronic or digital hookup to such meeting, can clearly and accurately cast, ascertained and tabulated in real time by all Directors present at such meeting in person or by means of such audio, audio-visual or other electronic or digital hookup to such meeting.

Action required or permitted to be taken at a Board of Directors' meeting or at a meeting of any committee of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board or committee. The action shall be evidenced by one (1) or more written consents describing the action taken, signed by each Director or committee member as the case may be, and included in the minutes or filed with the corporate records reflecting the action taken. Action so taken shall be effective when the last Director or committee member

signs the consent, unless the consent specifies a different effective date. A consent signed under this paragraph shall have the effect of a meeting vote and may be described as such in any document.

Section 7. Authority of the Board of Directors.

The management of the affairs of the Association is vested in its Board of Directors.

Section 8. Responsibilities of Directors.

A Director shall, during such Director's term of office, attend each annual meeting of members; each annual and regular meeting of the Board of Directors; if possible, each special meeting of the Board of Directors; and the Annual KACDL Conference & Criminal Defense Seminar (or, if unable to attend, sponsor another attendee). Absences for good cause shown shall be excused by the affirmative vote of a majority of the Directors present at a meeting at which a quorum is present. Within five (5) days of the adjournment of each such meeting, the President shall notify such Director in writing that such absence was or was not excused for good cause by the Board of Directors and, if unexcused, of the terms of Sections 8 and 9 of this Article VII of these By-laws.

A Director shall otherwise promote the objects and purposes of the Association.

Section 9. Standards of Conduct.

(a) A Director shall discharge the duties of a Director, including the duties of a Director as a member of a committee:

- (i) In good faith;
- (ii) On an informed bases; and
- (iii) In a manner such Director honestly believes to be in the best interests of the corporation.

(b) Such Director shall be considered to discharge such Director's duties on an informed basis if such Director makes, with the care of an ordinarily prudent person in a like position would exercise under similar circumstances, inquiry into the business and affairs of the corporations, or into a particular action to be taken or decision to be made.

(c) In discharging such Director's duties such Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial dates, if prepared or presented by:

- (i) One or more officers or employees of the corporation whom the Director honestly believes to be reliable and competent in the matters presented;

- (ii) Legal counsel, public accountants, or other persons as to matters the Director honestly believes are within the person's professional or expert competence; or
- (iii) A committee of the Board of Directors of which such Director is not a member if the Director honestly believes the committee merits confidence.

(d) A Director shall not be considered to act in good faith if such Director has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (c) of this section unwarranted.

(e) In addition to any other limitation on such Director's liability for monetary damages contained in any provision of the Association's Articles of Incorporation adopted in accordance with the provisions of KRS 273.248, any action taken as a Director, or any failure to take any action as a Director, shall not be the basis for monetary damages or injunctive relief unless:

- (i) The Director has breached or failed to perform the duties of the Director's office in compliance with this section; and
- (ii) In the case of an action for monetary damages, the breach or failure to perform constitutes willful misconduct of wanton or reckless disregard for human rights, safety or property.

(f) A person bringing an action for monetary damages under this section shall have the burden of proving by clear and convincing evidence the provisions of subsection (e) (i) and (ii) of this section, and the burden of proving that the breach or failure to perform was the legal cause of the damages suffered.

Section 10. Conflict of Interest Transactions.

(a) A conflict of interest transaction is a transaction with the Association in which a Director of the Association has a direct or indirect interest. A conflict of interest transaction shall not be voidable by the Association solely because of the Director's interest in the transaction if any one of the following is true:

- (i) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or a committee of the Board of Directors and the Board of Directors or committee authorized, approved or ratified the transaction; or
- (ii) The transaction was fair to the Association.

(b) For purposes of this section, a Director of the Association shall be considered to have an indirect interest in a transaction if:

- (i) Another entity in which such Director has a material financial interest or in which such Director is a general partner is a party to the transaction; or
- (ii) Another entity of which such Director is a Director, officer or trustee is a party to the transaction and the transaction is or should be considered by the Board of Directors of the Association.

Section 11. Discipline of Directors.

The Executive Director shall, at each meeting of the Board of Directors, report in writing to the Executive Committee the name of each Director who has been absent from three (3) successive meetings at which the presence of such Director is required by Section 8 of this Article VII of these By-laws without excuse for good cause shown that has been approved in accordance with Section 8 of this Article VII of these By-laws, and shall serve a copy of such report upon each Director by mail at or prior to such meeting.

The Board of Directors shall thereupon take up the matter, and shall cause actual notice to be made upon the Director named in such report and provide the said Director the opportunity to appear at the next regular meeting to show cause why he or she should not be removed from office.

At such regular meeting of the Board of Directors, which shall be held upon notice as required by Section 5 of this Article VII of these By-laws and which shall specify as a purpose of such meeting the consideration of whether to remove such Director from office for specified violation of Section 8 of this Article VII of these By-laws, the Board of Directors shall take up the matter and, after affording the Director an opportunity to be heard, shall consider and vote upon the question whether such Director shall be removed from office. The question shall be decided by the affirmative vote of a majority of the Directors present at such meeting, called upon such notice as is herein required, at which a quorum is present.

In all other cases of alleged misfeasance, nonfeasance or malfeasance in office or the conduct unbecoming a Director of the Association, at a regular meeting of the Board of Directors, which shall be held upon notice as required by Section 5 of this Article VII of these By-laws and which shall specify as a purpose of such meeting the consideration of whether to suspend or remove a specified Director from office for a specified reason, the Board of Directors shall take up the matter and, after affording the Director an opportunity to be heard, shall consider and vote upon the question whether such Director shall be suspended or removed from office. The question shall be decided by the affirmative vote of a majority of the Directors present at such meeting, called upon such notice as is herein required, at which a quorum is present.

Section 12. Resignation.

The resignation of a Director shall be in writing, signed by such Director and delivered in person or by United States Certified Mail, Return Receipt Requested, to the President, and shall take effect according to its terms but in no event sooner than ten (10) days from the date of its receipt by the President.

ARTICLE VIII

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Executive Committee.

There shall be an Executive Committee that shall be composed of the officers of the Association, the immediate past President of the Association, and the chair of each standing committee provided said chair is a member of the Board of Directors. The Executive Committee shall have and exercise all the authority of the Board of Directors, except that it shall not have the authority of the Board of Directors in reference to amending, altering or repealing the By-laws; electing, appointing or removing any member of any committee or any Director or officer of the Association; amending the Articles of Incorporation, restating the Articles of Incorporation, adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange, mortgage or gratuitous conveyance of all or substantially all of the property and assets of the Association; authorizing the voluntary dissolution of the Association or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Association; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended or repealed by such committee.

Section 2. Standing Committees.

Standing committees shall be as set out in this Section 2 of Article VIII of these By-laws. Each such standing committee shall consist of at least one or more Directors and shall have and exercise only such authority of the Board of Directors as is set out in these By-laws.

(A) Legislation Committee.

The Legislation Committee, whose Chair shall be appointed by the President, and whose members shall be appointed by the Chair of the committee is authorized only to consider and recommend to the Board of Directors proposals for enacting, promulgating, amending, altering or repealing statutes of the Commonwealth of Kentucky and of the United States.

(B) Rules Committee.

The Rules Committee, whose Chair shall be appointed by the President, and whose

members shall be appointed by the Chair of the committee, is authorized only to consider and recommend to the Board of Directors proposals for adopting, promulgating, amending, altering or repealing rules of court of the Commonwealth of Kentucky and of the United States.

(C) Membership & Governance Committee.

The Membership & Governance committee, whose Chair shall be appointed by the President, and whose members shall be appointed by the Chair of the committee, is authorized only to consider and recommend to the Board of Directors proposals for increasing and servicing the membership of the Association; for nominating qualified lawyers as officers of the Association and for the office of Director at Large of the Association; and for selecting worthy candidates for KACDL's annual awards from nominations submitted by the membership. The committee also is responsible for maintaining the organization's By-laws.

(D) Finance Committee.

The Finance Committee, whose members shall be appointed by resolution of the Board of Directors, is authorized only to consider and recommend to the Board of Directors proposals for financing the Association and its activities and for managing the financial affairs of the Association.

(E) Education Committee.

The Education Committee, whose Chair shall be appointed by the President, and whose members shall be appointed by the Chair of the committee, is authorized only to consider and recommend to the Board of Directors proposals for educational activities for the benefit of members of the Association and the public. The Education Committee may, from time to time, schedule and operate educational activities with the approval of the Executive Committee, without necessity of approval by the Board of Directors, provided that any educational activity which requires a total expenditure of funds exceeding two hundred and fifty dollars (\$250.00) shall be approved in advance by the Board of Directors. The Education Committee shall include such other sub-committees as agreed upon by a resolution of the Board of Directors (e.g., Annual Conference sub-committee, DUI sub-committee, Summer Video Series sub-committee), each of which shall have its own Chair and be assisted as needed by the Chair and members of the Education Committee.

(F) Lawyers Assistance Strike Force Committee.

The Lawyers Assistance Strike Force Committee, whose Chair shall be appointed by the President, and whose members shall be appointed by the Chair of the committee, is authorized only to receive requests from, to consult with, and to provide professional legal assistance and, if warranted, professional legal representation to members when any person or entity interferes or threatens to interfere with the lawyer/client relationship in any way, or when a member's

professional responsibility is called into question.

(G) *Amicus Curiae* Committee.

The *Amicus Curiae* Committee, whose Chair shall be appointed by the President, and whose members shall be appointed by the Chair of the committee is authorized only: 1) to consider requests for the Association to file *amicus* briefs; 2) to recommend to the Board of Directors which requests should be granted; and 3) to facilitate the preparation and filing of the briefs that are authorized. In determining whether to recommend and/or authorize the filing of an *amicus curiae* brief, the committee and the Board of Directors will follow the process set forth in the policy specifically adopted to govern such decisions, which is appended to these By-Laws.

ARTICLE IX

OFFICES AND OFFICERS

Section 1. Office and Officers.

The Association shall have a President; a President-Elect; a First Vice-President; an Executive Director; a Secretary, a Treasurer, and such other offices and sub-offices as the Board of Directors shall, from time to time, by resolution create. The offices of Executive Director, Secretary and Treasurer may be held by the same person.

Section 2. Standards of Conduct for Officers.

(A) An officer of the Association with discretionary authority shall discharge such officer's duties under that authority:

- (i) In good faith;
- (ii) On an informed basis; and
- (iii) In a manner such officer honestly believes to be in the best interests of the Association.

(B) Such officer shall be considered to discharge such officer's duties on an informed basis if such officer makes, with the care that an ordinarily prudent person in a like position would exercise under similar circumstances, inquiry into the business and affairs of the corporation, or into a particular action to be taken or decision to be made.

(C) In discharging such officer's duties, such officer shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- (i) One (1) or more officers or employees of the Association whom the officer honestly believes to be reliable and competent in the matters presented:
or

- (ii) Legal counsel, public accountants, or other persons as to matters the officer honestly believes are within a person's professional or expert competence.

(D) An officer shall not be considered to act in good faith if such officer has knowledge concerning the matter in question that makes reliance otherwise permitted by subsection (C) of this section unwarranted.

(E) Any action taken as an officer, or any failure to take any action as an officer, will not be the basis for monetary damages or injunctive relief unless:

- (i) The officer has breached or failed to perform such officer's duties in compliance with this section; and
- (ii) In the case of an action for monetary damages, the breach or failure to perform constitutes willful misconduct or wanton or reckless disregard for human rights, safety or property.

(F) A person bringing the action for monetary damages under this section shall have the burden of proving by clear and convincing evidence the provisions of subsections (E)(i) and (ii) of this section, and the burden of proving that the breach or failure to perform was the legal cause of the damages suffered.

Section 3. Election of Officers; Terms of Offices.

Except as otherwise provided in Section 8 of this Article IX of these By-laws, at each annual meeting of the Board of Directors, the Board of Directors shall elect officers to fill the offices enumerated in Section 1 of this Article IX of these By-laws. Nominations from the Membership & Governance committee and any nominations from the members of the Board of Directors shall be considered. Voting will be conducted as prescribed in Section 6 of Article VII of these By-laws.

The terms of all elective offices under this Article IX of these By-laws commence on January 1 and end on December 31.

Except as otherwise noted in this Article IX of these By-laws, the President, the President-Elect, and the First Vice-President shall be elected and shall serve for a term of one (1) year, and until their respective successors are duly elected or appointed and qualified. The Executive Director, Secretary and Treasurer, and all other officers, assistant officers, sub-officers, employees and agents of the Association shall be appointed by the Board of Directors upon recommendation of the President; shall serve at the pleasure of the Board of Directors; and shall be subject to removal or discharge by the Board of Directors with or without notice to

the incumbent of any such office or other position, at any time, for any lawful reason or for no reason at all.

No person may be elected to the office of, or may serve as, President, President-Elect or First Vice-President for more than two (2) consecutive full terms of office.

Section 4. Vacancies in Office; Manner of Filling Vacancies.

A vacancy in the office of President shall be filled by the President-Elect, who shall succeed to the office of President upon the death, resignation or removal of the President. A vacancy in the office of President-Elect or First Vice-President shall be filled by the Board of Directors, who shall elect a successor to fill the vacancy until the expiration of the unexpired term of that office.

Section 5. President – Qualifications and Duties.

No person not a member in good standing of the Association and of the Kentucky Bar Association for not less than five (5) successive years as of the date of such person's elections shall be eligible for election to the office of, or to serve as, President of the Association.

The President shall be the chief executive officer of the Association; shall preside at all meetings of the Association including board and membership; shall sign all contracts and other undertakings to which the Association shall be or become a party, including certificates of membership; and shall perform all duties usually incident to such office, including the appointment of the chairs of all committees, of each of which the President shall be a member *ex officio*.

Section 6. President-Elect – Qualifications and Duties.

No person not a member in good standing of the Association and of the Kentucky Bar Association for not less than five (5) successive years as of the date of such person's election shall be eligible for election to the office of, or to serve as, President-Elect of the Association.

The President-Elect shall assist the President and perform all the duties of the President in the case of the latter's absence or disability; and in case of the death, resignation or removal of the President, shall become President. In case both the President and the President-elect are absent or unable to perform their duties, the Board of Directors may appoint a President *pro tempore*.

Section 7. First Vice-President – Qualifications and Duties.

No person not a member in good standing of the Association and of the Kentucky Bar Association for not less than five (5) successive years as of the date of such person's election shall be eligible for election to the office of, or to serve as, First Vice-President of the Association.

The First Vice-President shall assist the President and President-Elect in the leadership of the Association and perform such tasks as may be delegated by the President and President-Elect.

Section 8. Executive Director – Qualifications and Duties.

The Executive Director shall be the managing officer of the Association, and it shall be the Executive Director's responsibility to implement the policies, objectives and purposes of the Association as directed by the Board of Directors, the Executive Committee and the President. Within limits defined by the policies of the Board of Directors, the Executive Director shall be empowered to take all of the day-to-day actions and discretionary decisions necessary and appropriate for the achievement of the goals, purposes and objectives of the Association.

The Executive Director shall:

- (A) Have discretion to employ, supervise and dismiss subordinate employees of the Association;
- (B) Organize and facilitate regularly-scheduled meetings of the members, of the Board of Directors and of committees;
- (C) Make regular reports to the President, the Board of Directors and the Executive Committee regarding issues of importance to the Association.

The Executive Director is under the supervision and directions of, and shall be evaluated by, the President.

Section 9. Secretary – Qualifications and Duties.

The Secretary shall be a natural person of good moral character and dedicated to the advancement of the objects and purposes of the Association.

Under the direction and supervision of the President, the Secretary shall keep a complete and signed record of all meetings of the members of Association and of the Board of Directors and of all matters of which a record shall be ordered kept by the President; shall have charge of the correspondence of the Association and shall send notice of regular meetings and special meetings that are called by competent authority; shall maintain a roll of the members of the Association with their addresses and telephone numbers; shall maintain a list of prospective members of the Association; shall issue and attest all certificates of membership; and shall perform all other duties reasonably required by the Board of Directors.

Upon death, resignation or discharge of the Secretary, the Secretary, former Secretary or personal representative of the deceased Secretary shall deliver all books, papers and property of the Association to the new Secretary or to the President.

Section10. Treasurer – Qualifications and Duties.

The Treasurer shall be a natural person of good moral character and dedicated to the advancement of the objects and purposes of the Association.

Under the direction and supervision of the President, the treasurer shall be responsible for all monies, funds, credits and securities belonging to, or in the case, custody or control of, the Association, which shall be disbursed under direction of and to the satisfaction of the Board of Directors; shall obtain and maintain complete, accurate and proper records and receipts and vouchers for all receipts and disbursements; shall deposit all monies and funds of the Association in such bank or other depository institution as shall be designated by the Board of Directors; shall prepare an annual budget for consideration and, if warranted, approval by the Board of Directors; shall make all records in his or her care, custody or control available at all times to be open for inspection by the President and/or Board of Directors; and shall, at the annual and at each regular meeting of the Board of Directors, and otherwise on demand of the President or of the Board of Directors, render a true, complete and accurate account of the financial affairs of the Association in accordance with generally accepted accounting principles for non-stock, non-profit organizations.

The Treasurer shall be eligible to be bonded by any reputable bonding company for the faithful performance of the duties of Treasurer of the Association and, at the direction of the Board of Directors, shall be so bonded at the expense of the Association.

ARTICLE X

FISCAL YEAR: FISCAL PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Association shall commence on January 1 and end on December 31.

Section 2. General Fiscal Provisions.

The Treasurer will consult with the President and, as appropriate, other officers regarding obligation of funds for capital items, items not specified in the budget, and any item (budgeted or non-budgeted) over \$300 except:

1. Payment of current obligations and bills for services or goods.
2. Specific items approved by the board of directors.

The Treasurer will consult with the President to determine if expenditures require advance approval by resolution of the Board of Directors. As a general rule, all major items or significant deviations from the approved budget (income or expenses) should be presented to

the Board of Directors. All expenditures or obligations to spend \$500.00 or more must be approved in advance by resolution of the Board of Directors.

All checks, drafts, wire transfers, debits or other transfers from or to the accounts of the Association (excepting direct deposits to the primary KACDL bank account) shall be signed by not fewer than any two (2) of the President, the President-Elect and the Treasurer.

Section 3. Annual Dues.

The annual dues for each class of membership shall be fixed by annual resolution of the Board of Directors adopted not later than the last day of each fiscal year, to take effect on the first day of the next fiscal year and to remain in effect throughout that fiscal year.

Section 4. Notice and Payment of Annual Dues.

Members will receive automatically generated email notices beginning at least thirty (30) days before the anniversary date of their membership, advising them that their Association membership will expire on that date. The Executive Director will monitor all memberships that are about to toll and contact those members as needed. The membership of a member whose annual dues remain unpaid 14 days after his or her anniversary date shall lapse.

ARTICLE XI

EFFECTIVE DATE: AMENDMENT TO AND REPEAL OF BY-LAWS

Section 1. Effective Date.

These By-laws shall take effect upon their adoption.

Section 2. Amendment or Repeal.

These By-laws may be amended or repealed by the Board of Directors.

** **

CERTIFICATE

I hereby certify that all previous By-laws of KENTUCKY ASSOCIATION OF CRIMINAL DEFENSE LAWYERS, INC. [“the Association”], a Kentucky non-stock, non-profit corporation, were repealed, and that the foregoing By-laws of the Association were adopted, by the affirmative vote of the Board of Directors of the Association taken at a meeting of the Board of Directors of the Association which was duly called and convened upon proper notice on the day of December 16, 2009, at which meeting a quorum was present; that the foregoing By-laws have been spread upon the Minutes of the Association; that the foregoing is a true and accurate

copy of the original thereof that is spread upon the Minutes of the Association; and that such By-laws are in full force and effect.

This 16th day of December, 2009.

Daniel T. Goyette, KACDL President

ATTEST: _____
Michael B. Healy, Secretary

AMENDMENTS:

Portions of these By-laws, as adopted on December 16, 2009, were duly amended by the Board of Directors on January 28, 2010; June 17, 2010; November 1, 2012; December 19, 2013; October 23, 2014; July 29, 2016; November 3, 2016; February 20, 2017; April 20, 2017; and March 5, 2020

APPENDIX to Article VIII, Section 2(G):

When the *amicus curiae* committee is considering a request for the Association to file an *amicus* brief, the following factors shall weigh in favor of granting the request: 1) that the requesting attorney is a member of the Association; 2) that the issue is a significant one for a substantial number of our members or their clients; 3) that an experienced appellate advocate is willing to draft the brief; and 4) if an opinion has been issued in the case, that opinion is to be published. If the Board of Directors authorizes an *amicus* brief to be filed, the President of the Association shall have final authority concerning whether a submitted brief should be filed. All documents filed with the court, including the motions for leave to intervene as *amicus curiae* and to file a brief, as well as the cover page of the brief, will list both the drafting attorney(s) and the President of the Association as counsel for the Association as *amicus curiae*.

**ADOPTED BY RESOLUTION OF THE BOARD OF DIRECTORS
THIS 28th DAY OF JANUARY, 2010**

President

ATTEST:

Secretary