

## **ARTICLE I – NAME AND PURPOSES**

- SECTION 1** The name of the organization is the Criminal Defense Attorneys of Michigan, or CDAM.
- SECTION 2** The purposes and aims of the Criminal Defense Attorneys of Michigan are:
- A. To promote expertise in the area of criminal law, constitutional law and procedure and to improve trial, administrative and appellate advocacy;
  - B. To provide superior training for persons engaged in criminal defense;
  - C. To improve the quality of legal representation provided to persons accused in criminal or quasi-criminal proceedings;
  - D. To educate the bench, bar and public of the need for quality and integrity in defense services and representation;
  - E. To promote enlightened thought concerning alternatives to and improvements in the criminal justice system;
  - F. To guard against erosion of the rights and privileges guaranteed by the United State and Michigan Constitutions and laws;
- SECTION 3** The Criminal Defense Attorneys of Michigan is organized and operated exclusively for purposes described in §501 (C) (3) of the Internal Revenue Code. Nothing in preceding sections of this article should be construed to exceed this limitation.

## **ARTICLE II – MEMBERSHIP**

- SECTION 1** Any lawyer in accord with the purposes and principles of CDAM may become a member, with consent to the Board of Directors, by accepting the terms of this Constitution and By-laws and by paying annually in advance the requisite membership fee as set by the Board of Directors.
- SECTION 2** Local chapters may be chartered as a local affiliate of this association, subject to the following conditions, requirements and limitations.

- A. Not more than one local chapter may be chartered from any one county; however, local chapters from a given county may enroll members from adjoining counties if they desire, and further provided that two or more counties may form a joint chapter if they so desire.
- B. Chartering a local chapter must be approved by a two-thirds majority of the members of the Executive Board at any regularly scheduled meeting, and shall be on such requirements and conditions as said Executive Board shall determine.
- C. Members of affiliate organizations will not have a vote in the governance of the organization.

## **ARTICLE III – OFFICERS AND DUTIES**

- SECTION 1** The elective officers of this organization are President, one (or more) Vice President(s), Secretary and Treasurer, all of whom also serve on the Board of Directors.
- SECTION 2** The duties of the President are:
- A. To preside at the meetings of the Board of Directors and of the general membership and to serve as chair of the Executive Committee;
  - B. To appoint the chair and members of all other committees;
  - C. To exercise general executive authority between meetings of the Board of Directors;
  - D. To perform any other valid duties as determined by the Board or Executive Committee.
- SECTION 3** The duties of the Vice-President are to perform all the duties of the President in his or her absence or disability. In case of more than one Vice-President, the Vice-Presidents will be designated as first, second, third, etc., and will perform these duties according to their numerical rank.
- SECTION 4** The duties of the Secretary are:

- A. To make and keep records and minutes of all meetings of the Board, Committees, or of the general membership;
- B. To provide notice of these meetings to the respective Interested members;
- C. To act an ex-officio member of all Committees.
- D. To perform any other duties as assigned by the President.

**SECTION 5**

The duties to the Treasurer are:

- A. To act as chief financial officer of the organization and as chair of the Finance Committee;
- B. To receive and deposit all monies of the organization separate account(s) in a responsible banking or savings and loan institution;
- C. To submit reports to the Board of Directors and the Executive Committee, upon request, covering the financial condition of the organization;
- D. To prepare and submit to the general membership a report indicating the financial condition of the organization at the annual meeting.

**SECTION 6**

An officer may be removed for cause by three-quarters vote of the Board of Directors.

**ARTICLE IV – BOARD OF DIRECTORS****SECTION 1**

Eligibility for election to the Board of Directors extends to all classes of members in good standing.

**SECTION 2**

- A. The Board of Directors consists of 12 members at large, elected at the annual meeting of the membership and who hold office for three years following their election unless removed for cause; and 6 members, 2 from each of three regional districts established by the Board of Directors, elected at the annual meeting of the membership and who hold office for three years following their election unless removed for cause.

- B. At the annual meeting at which these by-laws are adopted, by random selection six seats on the Board shall be designated a three-year term, six shall be designated a two year term and six shall be designated a one year term.
- C. All past Presidents of CDAM are designated as ex-officio members of the Board of Directors for a period not to exceed 15 years from the expiration of their respective terms of office and, during that time, are eligible to vote at Board meetings.

**SECTION 3** The Board of Directors is responsible for maintaining the operation of the organization and for insuring the implementation of the purposes and aims of the organization and its membership, and members are expected to attend all Board meetings.

**SECTION 4** A quorum of the Board of Directors sufficient to transact business consists of a simple majority of its members.

**SECTION 5** The President of CDAM serves as chair of meetings of the Board of Directors. In the absence of the President, the Vice-President serves.

- SECTION 6**
- A. The Board of Directors may act by majority vote at meetings, or by mail, electronic or telephone majority vote directed to the President or Executive Director, if mail, electronic or telephone balloting has been previously authorized.
  - B. Mail, electronic, or telephone balloting may be authorized only by unanimous approval of the Executive Committee and with written notice to the full Board of the issue(s) requiring action and the specific method to be employed for registering an individual Board member's vote.

**SECTION 7** A Director may be removed for cause by a vote of three-quarters of the members of the Board of Directors.

**SECTION 8** In the event any member of the Board is removed for cause, a special election of the membership will be called by the Board to fill the vacancy.

## **ARTICLE V – EXECUTIVE COMMITTEE; STANDING COMMITTEES**

- SECTION 1** The Executive Committee consists of the officers of the organization and the Executive Director, if any.
- SECTION 2** The Executive Committee is empowered to act on behalf of the organization subject to these provisions and to decide matters of policy and operation in lieu of the Board of Directors, subject to ratification of its actions by a majority of the Board of Directors.
- SECTION 3** The Executive Committee designates who among the CDAM membership or staff will be authorized to make disbursements or sign drafts or obligations on behalf of the organization.
- SECTION 4** The Executive Committee shall have responsibility for and control over CDAM press and publicity.
- SECTION 5** The Finance Committee consists of the President, and the Treasurer and at least one other member. It is responsible for determining the financial needs of the organization, for preparation of an annual budget and for any other financial reports required by the Board of the membership.
- SECTION 6** The Membership Committee consists of any number of members, appointed by the President and is responsible for maintaining and increasing organization membership throughout the year.
- SECTION 7** The Education Committee consists of any number of members appointed by the President and is responsible for preparing and implementing the educational and training purposes and aims of the organization.
- SECTION 8** The Amicus Committee consists of any number of members appointed by the President, and is responsible for reviewing requests for, recommending, and coordinating the preparation and filing of amicus curiae briefs on behalf of CDAM.
- SECTION 9** The Bylaws Committee consists of any number of members, appointed by the President, and is responsible for evaluating and recommending amendments to the By-Laws to the Board of Directors and the general membership.

**SECTION 10** The Rules and Laws Committee consists of any number of members, appointed by the President, and is responsible for informing members of changes or proposed changes to the State and Federal Rules of evidence and rules of the courts and proposed changes or revisions of State and Federal Legislation affecting the practice of criminal defense in the State of Michigan.

**SECTION 11** The Nominating Committee consists of any number of members, chosen by the President and the immediate past President, as long as there is at least one member from each of the three Geographical Board Districts" of the organization, that Nominating Committee members shall not be a current officer, nor shall any committee member be a current candidate for any elected position.

## **ARTICLE VI – ELECTION TO THE BOARD; ELECTION OF OFFICERS**

**SECTION 1**

- A. Members of the organization, who have been members in good standing for a period of at least one year, are entitled to run for election to the Board.
- B. To qualify to run for election as an officer, members must have served at least one full term as a member of the Board, or served as a chair or co-chair of a Standing Committee of the organization.
- C. All members in good standing are entitled to vote at all general organization meetings which they attend.

**SECTION 2** A member in good standing is one who has paid the required annual membership dues to the organization.

**SECTION 3**

- A. An annual election of officers and annual election to fill expired-term vacancies of the Board of Directors will occur at a membership meeting. The term of office of the officers will be from May 1 to April 30.
- B. At least seven days notice of the Annual Meeting will be provided to the membership in writing or publication.
- C. The elections for officers and Board of Directors will be by mail ballot, electronic ballot or personal ballot at the annual

meeting, at the option of each member in good standing. Notice of the candidates and ballots will be mailed to the members with the notice of the annual meeting.

**SECTION 4** Any candidate for office may place his/her name in nomination by notifying the chair or co-chair of the Nominating Committee according to the rules as determined and directed by said committee.

**SECTION 5** All officers will be elected by secret ballot and will hold office for a period of one year or until successors are elected and qualified at the next annual meeting or unless removed for cause.

**SECTION 6** If an officer is removed for cause, the vacancy will be filled by a member of the Board of Directors chosen by vote of the Board.

## **ARTICLE VII – MEETINGS**

**SECTION 1** The annual meeting will be held at a time and place fixed by the Board of Directors.

**SECTION 2** The annual meeting will be devoted primarily to election of officers or the Board and to furtherance of the purposes and aims of the organization.

**SECTION 3** There will be three additional meetings of the Board at a time and place fixed by the Board.

**SECTION 4** At any meeting, those members in good standing who are present constitute a quorum for the transaction of business.

**SECTION 5** Notice of the time, place and purpose of any meeting must be in writing or in publication to all members at least seven days in advance of the meeting.

**SECTION 6** Other meetings may be called at the direction of the President, at the direction of any three members of the Executive Committee or, upon their failure to act, at the request of any ten members of the organization.

## **ARTICLE VIII – FINANCIAL**

**SECTION 1** The fiscal year for the organization will extend from October 1 through September 30.

**SECTION 2** Membership will be on a calendar year basis.

**SECITON 3** The schedule of membership dues will be determined by vote of the Board of Directors.

**SECITON 4** No indebtedness or obligation of more than \$500.00 may be incurred on behalf of the organization except by approval of the Executive Committee.

## **ARTICLE IX – AMENDMENT**

**SECTION 1** These by-laws may be amended by a majority vote of at least two-thirds of a quorum of combined Executive Board and the Board of Directors at any regularly scheduled Board Meeting, or any special purpose Board meetings, provided all elected Board and Executive Board members are given advance written notice of any proposed amendment 10 days before any meeting where such vote for change may be scheduled.