



## **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 States 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 annual dues as set by the Board of Directors.
- SECTION 2** A member in good standing is one who has paid the required annual membership dues to the organization.
- SECTION 3** All members in good standing are entitled to vote at all general membership meetings which they attend.
- SECTION 4** CDAM Board of Directors may approve non-lawyer membership categories. These members do not have voting rights and other privileges extended to lawyer members.
- SECTION 5** 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 Committee 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, unless specified elsewhere in these bylaws;
- 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 and of the general membership with a report of all attendees at regularly scheduled meetings.
- B. To provide notice of these meetings to the respective Interested members;
- C. 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 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, with or without cause, by three-quarters of the vote of the Board of Directors present at a regularly scheduled board meeting. Any Director who fails to attend, either in person, by telephone or, electronically, 75% of the regularly scheduled Board Meetings shall be immediately subject to a vote for removal from office.

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

Eligibility for election to the Board of Directors extends to all lawyer 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: 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.
- B. 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 shall be 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. Board members shall act as representatives of the membership they serve and 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, with or without cause, by three-quarters of the vote of the Board of Directors present at a regularly scheduled board meeting. Any Director who fails to attend, either in person, by telephone or, electronically, 75% of the regularly scheduled Board Meetings shall be immediately subject to a vote for removal from office.

**SECTION 8**

In the event any member of the Board vacates his or her seat for any reason, including death, illness, removal or voluntary resignation, a special election of the membership will be called by the Board to fill the vacancy, unless the majority of the remaining Directors agree that practical circumstances dictate that the vacating Director's seat and remaining term of office can be readily filled at the time of the next general election without causing substantial inconvenience to the operation of the organization.

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

**SECTION 1**

The Executive Committee consists of the officers of the organization.

**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 President or President's designee 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 bylaws 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 at least two years who have attended at least one Board meeting prior to running for office, are qualified 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.

### **SECTION 2**

- A. Election of Officers and Directors will occur at an Elections Meeting. The term of office of the officers will be from May 1 to April 30.
- B. At least seven days' notice of the 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 Elections 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 officer may place his/her name in nomination by notifying the chair or co-chair of the Nominating Committee and declaring the seat for which the candidate seeks election. A candidate may only run for one office or board seat per election. Nothing prevents a current board member, serving an unexpired term, from declaring his/her candidacy for election to Executive Office provided the candidate meets the requirements of officer set forth in Section 1 of the Article.

### **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.

- SECTION 6** If for any reason a vacancy arises in the Executive Committee, the vacancy shall be filled by a member of the Board of Directors chosen by a vote of the Board.
- SECTION 7** Members shall cast their ballot for representatives to the Board of Directors district seats only for the geographical region set forth on the member's application or renewal form.

## **ARTICLE VII – MEETINGS**

- SECTION 1** The Annual Meeting shall be held in conjunction with the scheduled board meeting at the Spring Conference.
- SECTION 2** The Elections Meeting shall be primarily devoted to the election of officers and board members and to the furtherance of the purposes and aims of the organization. Notice of this meeting shall be published in accordance with state law.
- SECTION 3** There shall be such additional meetings of the board at a time and place fixed by the Executive Committee.
- 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 written request of any ten members of the organization to the secretary.

## **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 an annual schedule for a period of twelve months from the date of joining.



**SECTION 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 bylaws 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.

## **ARTICLE X – PARLIAMENTARY AUTHORITY**

**SECTION 1** The rules contained within Robert’s Rules of Order, newest edition, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order that may be adopted by the Board of Directors.

March 12, 2015: Amended and approved by the Board of Directors