

THE MOTION BEFORE THE MEMBERSHIP OF THE OACDL IS AS FOLLOWS:

Shall the current bylaws be stricken and replaced with the following:

OHIO ASSOCIATION OF CRIMINAL DEFENSE LAWYERS

REGULATIONS AND BYLAWS

ARTICLE I

ORGANIZATION

Section 1. Name

The Organization is hereby known as the Ohio Association of Criminal Defense Lawyers

Section 2. Mission Statement

To defend the rights secured by law of persons accused of the commission of a criminal offense;

To educate and promote research in the field of criminal defense law and the related areas;

To instruct and train attorneys through lectures, seminars and publications for the purpose of developing and improving their capabilities; to promote the advancement of knowledge of the law as it relates to the protection of the rights of persons accused of criminal conduct;

To foster, maintain and encourage the integrity, independence and expertise of criminal defense lawyers through the presentation of accredited Continuing Legal Education programs;

To educate the public as to the role of the criminal defense lawyer in the justice system, as it relates to the protection of the Bill of Rights and individual liberties;

To provide periodic meetings for the exchange of information and research regarding the administration of criminal justice.

ARTICLE II

MEMBERSHIP OF THE OACDL

Section 1. APPLICATION, APPROVAL, AND LIMITATIONS ON MEMBERSHIP

(a) All applications for membership shall be made on a form prescribed by the Board of Directors and submitted to the office of the Association along with payment of annual dues, and

shall be subject to approval by the President or Executive Director.

(b) If the application raises any questions about the potential member's eligibility, the President or Executive Director shall refer the matter to the Executive Committee for review. The Executive Committee shall have the authority to examine any proposed application for membership to ensure its compliance with these rules. If a membership review is conducted under this section, the Executive Committee shall transmit its findings and recommendation to the Board of Directors.

(c) If the Executive Committee recommends that an application for membership not be approved, such preliminary decision shall be communicated to the applicant. The proposed member may petition the Board of Directors for approval of membership; in such case, the proposed member has the duty to demonstrate eligibility for membership. A determination of eligibility is determined by the Board of Directors by majority vote of those members present and voting at any meeting of the Directors.

(d) All memberships shall be on an annual basis and subject to annual payment of membership dues as hereinafter provided.

Section 2. REGULAR MEMBERSHIP

Regular Membership in the Association shall be available to attorneys of professional competency, integrity and good moral character who are actively engaged in or contributing to the defense of criminal cases.

Section 3. PUBLIC DEFENDER MEMBERSHIP

Public Defender membership shall be available to any attorney who is a full-time employee of a Public Defender Office or Legal Aid Society or similar agency and engaged in the defense of indigent criminal cases. A Public Defender member is conferred with all rights and privileges of a regular member.

Section 4. DIRECTOR MEMBERSHIP

The title of Director shall be conferred by the Board of Directors on a Member who, in lieu of the payment of the established Regular Membership dues or Public Defender dues, annually pays to the Association Director's dues, President's Club membership dues, or otherwise holds a lifetime membership as established by the Board of Directors.

Section 5. PRESIDENT'S CLUB MEMBERSHIP

President's Club Membership shall be conferred by the President, with the approval of the Board of Directors, on a Regular Member or Director who, in lieu of the payment of the established regular membership dues, annually pays to the Association President's Club dues as established by the Board of Directors.

Section 6. LIFETIME MEMBERSHIP

Lifetime Membership shall be conferred by the President, with the approval of the Board of Directors, on a Regular Member, Director, or President's Club Member who, in lieu of the payment of the annual established membership fee, pays to the Association a one-time sum as established by the Board of Directors.

Section 7. ASSOCIATE MEMBERSHIP

(a) Associate Membership in the Association shall be available to those persons of integrity and 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.

(b) 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 Member, Director, President's Club Member or lifetime member of the Association.

(c) The title of Associate Member shall be conferred by the President or Board of Directors upon the approval required in section (1) above, and annual payment of Associate Membership dues as established by the Board of Directors.

Section 8. HONORARY MEMBERS

(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 (5) Members of the Association.

(b) The proposal of Honorary Membership shall be made in writing, subscribed by five (5) members and submitted to the President of the Association.

(c) An affirmative vote of a majority of the Board of Directors shall be required to elect any Honorary Member.

(d) Honorary Members shall pay no fee for membership in the Association.

(e) In any given year, no more than two (2) Honorary Members may be admitted to membership.

(f) In addition to sub-section (e), any Member of the Association who is elected or appointed to the Judiciary or Congress of the United States may thereafter become an Honorary Member for a period of three (3) years.

(g) Honorary Memberships other than in sub-section (f) shall extend for an indefinite period.

Section 9. ORGANIZATIONAL MEMBERSHIP

The Board may create an organizational membership classification. Any member or organization that wishes to become an "organizational" member must petition the board of directors for such status.

Section 10. RETIRED PRACTITIONERS

The Board may allow/create a membership special status to petition the board for members that are (1) at least 62 years of age; (2) hold themselves out to be retired; and (3) have previously been a member of the OACDL or are an active OACDL member.

Section 11. REVOCATION OF MEMBERSHIP

Membership in any classification or category may be revoked for cause and by vote calling for such revocation by three-quarters (3/4) of the members of the Board of Directors present and voting at any meeting of the Directors.

Any member whose membership is revoked under this section shall be ineligible to reapply for a period of two years. After that time, the proposed member may petition for reinstatement in the Association. Any request for reinstatement under this section must be approved by three quarters (3/4) of the members of the Board of Directors present and voting at any meeting of the Directors.

Section 12. RESIGNATION OF MEMBERSHIP

Any member may, at any time, resign from the Association. Such resignation shall be in writing and directed to the Executive Director and may, but need not, contain a statement explaining the resignation. A member resigning from the Association is not entitled to a refund of any dues for the remainder of the term of membership.

Section 13. ELIGIBILITY FOR MEMBERSHIP

(a) All attorney members of the Association must be actively engaged in or contribute to the defense of criminal cases. When determining whether a person is actively engaged in the practice of criminal defense, no single factor is determinative. Rather, the inquiry should focus on an analysis of the person's practice, with emphasis placed not only on the total number of criminal cases that the person handles, but also on the frequency and thoroughness of criminal litigation, including contested motion hearings, trials, or appeals. A person can be actively engaged in the practice of criminal defense even if the person does not devote 50% or more of the person's professional time to criminal defense so long as the criminal defense is a significant factor in the person's professional practice.

(b) All members of the Association have a continuing duty to maintain eligibility for membership as outlined in this article. If any changes occur which could result in a member becoming ineligible for continuing membership, that person has a duty to either resign from the Association or to report such change to the President or Executive Director for a determination of continuing eligibility for membership. The procedure for determining continued eligibility shall be the same procedure for determining initial eligibility in Section 1 of this Article.

Section 14. BOARD AUTHORITY TO CREATE ADDITIONAL MEMBERSHIP

CLASISFICATIONS

The Board of Directors may, at any time, create additional classifications of membership so long as the class of membership or eligibility for such membership does not conflict with any provision of this Article.

ARTICLE III

OFFICERS OF THE OACDL

Section 1. DESIGNATION

The elected officers of the Association shall consist of a President; a President-Elect; immediate past-President, a Secretary; and a Treasurer.

Section 2. QUALIFICATIONS

Only voting members of the Board of Directors, who are active members of the Ohio Bar in good standing shall be eligible to become or remain elected officers of the Association.

Section 3. NOMINATIONS, ELECTIONS AND TERMS OF OFFICE

(a) Elected Officers.

The elected officers of the Association, with the exception set forth in division (f) of this section, shall be elected at the Annual meeting of the Association to be held as prescribed in Article VI, Section 1 of these bylaws. The term of each elected office shall be from January 1 to December 31 of any given year.

(b) Nominations for Office and Contested Elections

A member is nominated for elected office in either of the following ways:

- 1) by the nominating committee, as set forth in paragraph (c) of this section;
- 2) by petition as set forth in paragraph (d) of this section.

Except as provided in paragraph (f), a contested election will be held only if there are two or more duly nominated candidates for the same office. At least thirty days prior to the election, the Executive Director will cause notice to be published of the candidates for each office, the date and time of the election, and the procedure for requesting an absentee ballot.

The vote will be conducted as provided in Article V, Section 2.

The Board of Directors may promulgate any additional rules for a contested election that do not conflict with this section, so long as the rules are disseminated to all members prior to their effective date.

The election process set forth in this section only applies to elections where there is more than

one properly nominated candidate for the same office.

(c) Nominating Committee

Membership of the nominating Committee shall consist of the President, President-Elect, immediate past President, two members selected by the President, one member selected by the immediate past President, and one member selected by the President-Elect. The members of the nomination committee must be named no later than the 30th day of June of each year. The failure to make a timely appointment under this section renders that seat on the nominating committee vacant. The Nominating Committee shall meet in person or virtually on or before the 30th day of July of each year and shall make nominations for each elected office by that date. The nominating committee may meet and discuss nominations with fewer than a quorum present but may not formally vote to nominate a person unless a quorum is present. For purposes of the nominating committee, the quorum is at least 5 members of the committee, regardless of vacancies. If there are fewer than 5 members of the nominating committee due to vacancies, then a quorum is 100% of the remaining members. A nomination may only be made by absolute majority vote of all members, excluding vacancies. If a member of the committee is nominated for any office, that member shall recuse from the vote of the nominating committee and their seat will be deemed vacant for purposes of that vote. In the event that the committee is deadlocked and cannot muster a majority vote for any candidate for any particular office, then the President-Elect may cast an additional vote to break the deadlock.

The committee may only nominate one person for any office. The nominating committee shall report its nominations for elected office to the Executive Director who shall, within three days thereafter cause to be published all nominations for elected office on the association web site or in any other publication of the association.

(d) Nominations by Petition

Any member of the Board of Directors in good standing may be nominated to an office by petition. Such petition shall include the following:

The name of the member being nominated; the name of the office to which the person is being nominated, and signatures in support of the nomination of 25 members in good standing.

The Petition may not be circulated prior to the announcement of the nominating committee's nominations for elected office and must be delivered to the Executive Director no later than 30 days after the announcement of the nominating committee's nomination. The Executive Director will have the authority to verify the requirements of this section have been met and approve or deny the petition. If the petition is denied, the person may immediately appeal to the Board of Directors, who shall meet within seven days to review the matter and determine if the petition is valid under this section. A majority vote of the members of the Board present and voting is required to approve the petition. If the petition is valid, the person will be duly nominated for the office.

(e) The President or Executive Director shall cause the names of all nominated and duly qualified candidates to be published in one or more annual meeting notices or other publications of the Association.

(f) President-Elect.

At the end of the term of the President, the President-Elect shall become President of the Association.

(g) Conduct During Contested Elections

The Association is a collegial association of criminal defense lawyers designed to advance the quality of criminal defense throughout the State. As such, it is incumbent on all members to always act with collegiality towards all other members. Public Disparagement of any other member in connection with any contested election is prohibited.

(h) Campaigning

(1) Except as provided in this section, in the case of a contested election, candidates or members advocating for or against a candidate are prohibited from unsolicited contact with any member for the purpose of encouraging them to vote for or against any candidate.

(2) Except as provided in this division and division (3) of this section, the use of the OACDL listserv for any campaign-related posting by any member is prohibited. The listserv may be used by the President only to communicate factual information about the election, such as the date and time of the election, procedure for requesting absentee ballots, and any notification about election violations decided under division (i).

(3) Subject to the collegiality provision in division (g), each candidate for a contested office shall have the opportunity to prepare and disseminate a written statement and/or a video explaining why the candidate is the best candidate for elected office. The Executive Director shall take care to equally disseminate such information to all members by means of direct email blast to all member and by posting such information on the website of the Association. The President shall disseminate a link to such position pages on the listserv, provided that the listserv email shall not provide any editorialization, opinions, or information beyond mere dissemination of the link to the candidate's positions.

(4) Upon unanimous request by all candidates for a contested office at least 14 days prior to the contested election, the Association shall host a candidate forum, where members are invited to meet and ask questions of all candidates for a contested office. If such request is made, the Executive Committee shall promptly meet and decide the date, time, and specific format of the candidate forum, so long as the forum is held no fewer than seven days prior to the election.

(i) Violations

In the event that a violation of any procedure regulating a contested election is alleged, or sua sponte, the Executive Committee shall immediately meet to consider the alleged violation. Any candidate for a contested office who sits on the executive committee must recuse from any investigation initiated under this division. The Executive Committee shall immediately investigate any alleged election violation. In conducting the investigation, the Executive Committee may collect evidence and invite any witnesses to appear before the Committee. The Executive Committee shall also allow the accused violator an opportunity to be heard.

If the Executive Committee finds that a violation occurred, the Executive Committee shall issue a public reprimand identifying and condemning the violation. The Committee may, in its discretion, also suspend the candidate or any member from the listserv for the duration of the election, if appropriate. The decision of the Executive Committee under this division is final.

In the case of persistent and willful violations of this division, the Executive Committee may recommend that the candidate be removed from the ballot and barred from being a candidate for office. If such recommendation is made, the Board shall convene within seven days to consider that request. The Board may vote to remove the candidate from the ballot by two-thirds vote of all members present. If removed from the ballot under this division, the person shall be ineligible to run for an elected office at the election that the member was originally a candidate for and also at the subsequent election.

Section 4. DUTIES OF OFFICERS

(a) President

1. The President shall be the Chief Executive Officer of the Association, and it shall be the President's responsibility to oversee and coordinate the activities of the Association and to preside at its meetings. The President shall be the spokesperson for the Association and whenever practicable shall publicly appear for the Association and speak its policies. The President shall organize the agenda with the advice of the Board of Directors and preside at meetings of the Board of Directors and at the Annual Meeting of the Association. The President or the President's designee is authorized to sign contracts on behalf of the OACDL as authorized by these bylaws or any act of the Association.

(b) President-Elect

1 The President-Elect of the Association shall become the President of the Association in accordance with Section 3(f) of this Article. In addition, in the case of the President's inability to serve, resignation, or removal from office, the powers and duties of the President shall devolve upon the President-Elect who shall conclude the term of office of the President in accordance with the provisions of these Bylaws.

2. The President-Elect shall be responsible for the organization, planning, and preparation of the Annual Meeting. The President-Elect shall assist the President in the performance of the

President's duties and shall also perform such other duties as may be prescribed for the President-Elect by the President or Board of Directors and shall serve as the President's Liaison with the Committee Chairpersons. In the case of the absence of the President, the President-Elect shall act as the Acting Chief Executive Officer of the Association.

(c) Secretary

The Secretary shall attend and keep minutes of all meetings of the Association and shall have such other powers and perform such other duties as are incident to the office of the Secretary or as may be assigned to the Secretary from time to time by the Board of Directors or by the President.

(d) Treasurer.

The duties of the Treasurer are to maintain the funds and assets and pay the obligations of the Association. Any expenditure in excess of \$500 shall be approved by either the President, Treasurer, or the Executive Director. Any extraordinary expenditure not routinely incurred in the normal course of business by the Association in excess of \$2000 shall be approved by the Executive Committee. This does not include seminar-related expenses. The Treasurer or the Treasurer's designee is authorized to sign all checks on behalf of the Organization for legitimate and approved expenses, as necessary.

(e) Immediate Past President

The Immediate Past President shall serve on the Executive Committee and the Nominating Committee. The Immediate Past President shall serve as Chairperson of the Board of Directors upon request of the President.

(f) Legislative Director

The Legislative Director shall be appointed by the President and serve on the Executive Committee. The Legislative Director shall represent the Association and its policies before legislative and policy-making bodies and shall advocate on behalf of the Association to these bodies. The Legislative Director shall also be Chair of the Public Policy Committee

Section 5. EXECUTIVE COMMITTEE

(a) The purpose of the Executive Committee of the Ohio Association of Criminal Defense Lawyers shall be to act on Association business and transactions during the interim periods between Board of Directors meetings. The Executive Committee shall consist of the President, President-Elect, Secretary, Treasurer, the Immediate Past President and Legislative Director.

(b) In the interim period between Board Meetings, the Executive Committee, by majority vote of all members present and voting, may take any action not in conflict with these Bylaws. If the Executive Committee does take formal action during any interim period, the action the Committee took shall be communicated to the Board at its next regularly scheduled meeting. The Board may, by motion, vote to disapprove the action taken by the Executive Committee by majority vote of those Directors present and voting. If the Board votes to disapprove the action of the Executive Committee, the action taken by the Executive Committee shall be rescinded as

of the date of the majority vote to disapprove.

(c) The President may call a meeting of the Executive Committee at any time to discuss the business of the Association. 48-hour notice should be given when practicable, but such notice may be waived by the President due to extraordinary circumstances. A quorum of three members of the Executive Committee must be present to take any formal action under division (b) of this section.

Section 6. OFFICE OF THE EXECUTIVE DIRECTOR

An Executive Director or such other person designated by the Board of Directors may be hired or appointed to assist in the daily operations of the Association upon a majority vote of the Board of Directors present and voting at a meeting of the Board of Directors. The Executive Director shall assist the President, President-Elect, Immediate Past President, Secretary, Treasurer and Directors in the operations of the Association and at their direction. The Executive Director is not an elected officer of the Association and may not vote at meetings of the Association, Board of Directors or Committees.

The Board of Directors may vote to hire or appoint one or more assistant Executive Directors, who shall report to the Executive Director as outlined above.

Section 7. VACANCIES

(a) In the event that an Officer or Officer-Elect (other than the President) is incapable of serving and will remain so for a substantial period of his or her term, the Executive Committee may request that the office be vacated. In the event of a request to vacate the office, an extraordinary Board of Directors meeting shall be held within 30 days if a meeting is not already scheduled within that timeframe. The determination of said vacancy shall be made at that meeting by a seventy-five percent (75%) vote of the members of the Board of Directors present. Upon such determination, the vacancy shall be filled by appointment by the President and confirmed by the Board of Directors.

(b) In the event the President is unable or incapable of discharging the responsibilities of President, the President shall inform the Executive Committee of such fact and the President-Elect shall assume the President's duties until such time as the President is capable of resuming the duties of President. In the prolonged absence or unavailability of the President, the Executive Committee may authorize the President-Elect to act as President until the President is available.

(c) If, for whatever reason, the President is unable or unwilling to inform the Executive Committee of his or her unavailability or incapability to act as President, the Executive Committee may request to declare the office vacant and that the President-Elect discharge the duties of the Presidency. If such a request is made, the President-Elect shall immediately discharge the duties of the President until either the President becomes available or is capable of discharging the duties of the office. The President may dispute his or her unavailability to serve under division (d) of this section, but the President-Elect shall discharge the duties of the

President in the interim period until the Board makes its determination.

(d) Any dispute about the availability or capability of the President's ability to discharge his or her abilities shall be determined by the Board of Directors at an extraordinary meeting called as soon as reasonably practicable after any issue is raised under this section, but under no circumstances later than 14 days after the issue is raised as outlined above. The decision of the Board is final.

Section 8. REMOVAL

An Officer may be removed for cause by a vote calling for such removal by a three-quarters (3/4) vote of the Board of Directors. The procedure to be used in removals for cause shall be that which is set out in Article IV, Section 8.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. QUALIFICATIONS

Officers, Directors, President's Club Members, Lifetime Members, and the Senior Chairperson of the Standing Committees shall be members of and serve on the Board of Directors and shall have a vote at any Board Meeting.

Section 2. POWERS

The Board of Directors shall manage the business and affairs of the Association. Any act of a majority of the voting Directors present at a meeting shall be an act of the Board of Directors.

The Board of Directors may take any action on behalf of the Association which does not conflict with these Bylaws.

Section 3. AGENDA

The President shall set the proposed agenda of each board meeting. Notice of the proposed agenda shall be delivered to the Board at least seven days prior to a scheduled Board meeting. Any Board Member may request a topic be added to the agenda, so long as that request is received by either the President or Executive Director at least twenty-four (24) hours prior to the board meeting.

Section 4. BOARD MEETINGS

Board Meetings shall be held from time to time in various locations with the meetings open to the general membership. The President or a majority of the Executive Committee may call meetings of the Board of Directors as they deem necessary. Notice of all meetings of the Board of Directors shall be given to all Board Members at least 30 days in advance of such meeting, unless such notice is waived by the President or majority of the Executive committee when

calling an extraordinary meeting. This notice may be communicated via email to Board Members or the posting of notice of the meeting on the Organization's website. An annual meeting of the Board of Directors shall be held after the annual meeting of the Association.

All Board Meetings shall have the option for members to attend virtually, unless the technological situation renders such virtual attendance impossible.

Section 5. QUORUM

At each meeting of the Board of Directors, a Quorum shall consist of those members of the Board of Directors present. However, in no event shall a Quorum be constituted by fewer than eight board members. In the absence of a quorum, the Board may meet in advisory session, provided that no formal action is taken in the absence of a quorum.

Section 6. DEFINITION OF "MAJORITY"

Business of the Association, unless otherwise specified by these Regulations, shall be conducted by majority vote of the Directors present at a meeting of the Board of Directors. A majority shall consist of one greater than one-half (1/2) of those Directors voting on any issue.

As defined for purposes of these bylaws, unless otherwise provided, an "absolute majority" shall consist of one greater than one half (1/2) of all members of the body, regardless of if the person is present or abstains from voting.

Section 7. ORGANIZATION

The President of the Association shall serve as Chairperson of and preside at meetings of the Board of Directors. In the absence of the President, the President-Elect shall serve as Chairperson. The Secretary of the Association shall act as Secretary of the Board of Directors.

Section 8. REMOVAL

A Director or officer may be removed for cause by a three fourths (3/4) vote of the members of the Board of Directors calling for such removal.

ARTICLE V

VOTING:

Section 1: Board of Directors

At any Board of Directors meeting, any motion or resolution requiring a vote shall be seconded prior to a vote being called by the President. All persons eligible to vote under Article 4, Section 1 present at the meeting may vote on the question. The vote shall be by voice vote, except that any voting member may request a recorded vote if such request is supported by two other members.

Section 2: Membership Vote

(a) Every member except Honorary and Associate Members shall be entitled to one (1) vote at the membership meeting, providing such person is present at such proceeding, except in cases of absentee ballots as set forth in section (c) below. These members shall be known as “voting-eligible” members.

(b) At a membership meeting, all votes, other than a contested election as specified in Article III Section 3(b), shall be by voice vote, provided that any member may request a recorded vote if such request is supported by at least three other members.

(c) For a contested election under Article III Section 3(b), any voting eligible member may vote in person or in absentia by written request for an absentee ballot. Said written request shall be sent to the Executive Director not later than 24 hours prior to the election. All absentee ballots shall be physically or electronically received by the Executive Director not later than the starting time for the annual membership meetings or they shall be declared invalid and not counted.

(d) Absentee ballots shall be in a form prescribed by the Board of Directors and returned to the Executive Director in accordance with the instructions on the ballots. Ballots shall not be opened prior to the time of the vote at the annual election.

(e) At the annual meeting held pursuant to Article VI, Section 1, if there is a contested election under Article III Section 3(b), and only two members are contesting the office, then the officers shall be elected by a majority vote.

If there are three or more candidates for any office, the voting shall be done by ranked choice. The ballot will permit each member to rank candidates in descending order, with the #1 ranking being given to the member’s preferred candidate, the #2 ranking for the second-preferred candidate, and so on. The initial vote shall be tallied with only first-choice preference votes. If one candidate reaches a majority of first-choice preference votes, that candidate shall be elected to office. If no candidate reaches a majority on the ranking of first-choice preference votes, then the candidate with the fewest votes shall be eliminated, and that candidate’s second-choice preference votes are to be allocated to the remaining candidates. The elimination and redistribution of the last-placed candidate’s votes shall continue until one candidate has a majority of votes.

(f) If no candidate gets a majority of votes (i.e. the result is a tie), a new election shall be held no sooner than 14 days and no later than 28 days from the date of election. However, in lieu of a new election, upon unanimous request of the candidates for office, the tie can be broken by a random drawing of lots, to be conducted by the President.

Section 3: Definition of “Present”

For purposes of voting, “present” at a meeting includes virtually attending the meeting, if the meeting is being held virtually. However, in the case of a contested election, any virtual member

must request and submit an absentee ballot in order to vote in the contested election if they are not physically present.

ARTICLE VI

MEMBERSHIP MEETINGS

Section 1. TIME AND PLACE

(a) There shall be an annual membership meeting of the Association, which shall be held no earlier than October of any given year, and no later than December 15 of any given year. The date and time of the annual membership meeting shall be set by the President-elect at least 30 days prior to the date of the meeting.

(b) Extraordinary membership meetings may be called by the President, by a majority of the Board of Directors present at a Board meeting, by an absolute majority of all board members without a meeting, or upon request of an absolute majority of active Members eligible to vote under Article 5, Section II(a). The meeting shall be held no sooner than thirty days following the call for a meeting. In emergency cases, the President, with the support of an absolute majority of the Executive Committee, may waive the thirty-day requirement.

Section 2. QUORUM

Those voting-eligible Members present at any membership meeting or annual membership meeting of the Association shall constitute a quorum for the transaction of business at said meeting. However, in no event shall a Quorum be constituted by fewer than eight (8) voting-eligible members.

Section 3. PROGRAM

The program of the annual meeting shall be devoted primarily to the furtherance of the aims, purposes and objectives of the Association.

Section 4. LOCATION

Except as provided in Section 1, the time and place of any membership meeting shall be fixed by the President. The membership meeting shall have the option for members to attend virtually, unless the technological situation renders such virtual attendance impossible.

Section 5. AGENDA

The agenda at any membership meeting shall be set by the President. At the annual meeting, the agenda shall include a time for “new business” where any Member may raise any issue to bring to the Organization’s attention. The agenda may reasonably limit the amount of time dedicated to this section.

ARTICLE VII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of July and end on the last day of June in each year.

ARTICLE VIII

FINANCES

Section 1. ANNUAL DUES

The annual dues of all classes of membership shall be set by the Board of Directors. Notice of changes of annual dues shall be made on annual dues and membership renewal notices.

Section 2. PAYMENT OF DUES

(a) New Members. Dues are payable upon submission of an application for membership and its acceptance. New members' dues will be prorated on a monthly basis or any portion thereof as of the date a Membership Application is submitted.

(b) Existing Members. Dues are payable on or before the first day of January of each calendar year.

ARTICLE IX

DISSOLUTION OF ASSETS

In the event the Association should be dissolved, its physical assets shall be sold and along with its liquid assets, shall be distributed to a charitable organization whose primary objectives are the furtherance of criminal justice. Said distribution shall be determined by a majority vote of the Board of Directors then in office and at the final meeting of the Association.

ARTICLE X

AMENDMENTS TO BYLAWS

Section 1. PROPOSAL

(a) The Board of Directors may consider the need to amend the bylaws at any meeting of the Board. Any proposed amendment to the bylaws must be included on the agenda of the Board meeting at least 24 hours prior to the board meeting, and the text of the proposed amendment must be circulated to all Board members in advance of the meeting. Oral motions to propose an amendment to the bylaws are prohibited. The Board may propose any amendment to the bylaws by a majority of the Directors present in voting, so long as the Board approves the exact language of the proposed amendment in writing. Any proposal made under this section shall be

set for a membership vote at the next scheduled membership meeting.

(b) Any voting-eligible Member may formally propose an amendment to the bylaws by petition. Such petition(s) must contain the exact language of the proposed bylaw amendment and be signed by fifty voting-eligible members. Any petition to amend the bylaws must be delivered to the Executive Director no later than the 1st day of September of each year for consideration at the annual meeting. The Executive Director will have the authority to verify the requirements of this section have been met, in the same manner as provided for in Article 3, Section 3(d). If the petition complies with the requirements under this section, then the proposed amendment will be considered at the next annual membership meeting.

(c) This section is the exclusive manner for proposing any amendment to the bylaws. No motion to amend the bylaws will be considered valid if not proposed in accordance with this section. All proposals to amend the bylaws under this section shall comply with the notice and voting requirements contained in Section 2 and 3 of this Article.

Section 2. NOTICE

Any proposed amendment to the Bylaws must be distributed in writing to the Membership at least thirty days prior to any vote on the amendment, subject to the waiver provision in Section 3 of this article. For purposes of this section, the proposed amendment has been “distributed in writing” by causing the specific language to be sent to all Members by email and by posting the proposed amendment to the Organization’s website.

Section 3. VOTING

(a) Any amendment to the bylaws proposed under Section 1 of this Article shall be voted on at a membership meeting. Any proposed bylaw amendment requires a two-thirds majority of all voting-eligible members present to pass.

(b) A proposed amendment to the bylaws that did not comply with the notice requirement of Section 2 may not properly be voted on unless, prior to consideration of the proposed amendment, seventy-five percent (75%) of all voting eligible members vote to waive the notice requirement and proceed to discussion on the proposed amendment.

(c) A Motion to Amend the proposed language of the bylaw amendment shall not be considered except by three-quarters vote (75%) of voting members present.

ARTICLE XI

STANDING COMMITTEES

Section 1. Standing Committees

There are established the following Standing Committees of the Association to assist the Executive Committee and Board of Directors with the business of the Association. The President-Elect shall appoint a Chairperson to lead each committee 30 days prior to the Annual Meeting. A Chairperson must be approved by a majority of the Board of Directors present at an annual Board of Directors meeting to be held after the Annual Meeting.

The Chairperson may appoint a minimum of 2 additional members to be members of the standing committee. Persons so appointed shall serve as Committee Chairpersons and Committee Members during the term of the President who appointed them. Committee Chairpersons shall serve at the pleasure of the President and Committee Members shall serve at the pleasure of the Chairperson. It is the expectation of the Association that all committees be balanced, as much as possible, by age, type of practice, geographic location, gender, and race.

The President may appoint a Junior or co-Chairperson to each standing committee as described in this section. A Junior Chairperson may preside at any committee meeting in the absence of the Senior Chair and otherwise shall effectuate the work of the committee. The Junior Chairperson serves at the pleasure of the President. If the President appoints more than one Chairperson for any Committee, the President shall designate one of the Co-Chairs as the Senior Chairperson, who shall exercise the duties of the Chairperson when expressly designated in these bylaws.

1. Amicus Committee

The amicus committee shall be responsible for advocating for the Association's priorities in appellate courts through the use of amicus briefs. The committee shall monitor criminal law cases before appellate courts and provide amicus assistance to members when appropriate, as well as to advance the policy and objectives of the Association.

2. Membership Committee

The membership committee shall be responsible for maintaining and expanding the Association's membership and liaising with the Associations' members.

3. Strike Force Committee

The strike force committee shall provide appropriate guidance and representation to OACDL members who require such assistance while ethically and appropriately representing their clients. The Strike Force shall establish written procedures to govern strike force involvement, subject to approval by the Board of Directors.

4. Public Policy Committee

The Public Policy Committee shall assist the Legislative Director by reviewing proposed legislation, advising on policy positions, and identifying opportunities to advance the Association's policy objectives.

5. Ethics Committee

The ethics committee shall advance ethical behavior among criminal law practitioners and shall advise members as to ethical duties under the Rules of Professional Conduct.

6. Continuing Legal Education Committee

The CLE committee shall plan and prepare the Association's seminars, recruit high-quality speakers, and otherwise oversee the Association's educational and CLE programs.

7. Publications Committee

The Publications Committee shall oversee the publication of the Vindicator magazine, including solicitation of high-quality articles and the selling of advertisements and sponsorships in the publication.

8. Technology Committee

The technology committee shall maintain the Association's website and advise as to the technology needed to run the Association's seminars. The Committee shall advise the Board and Executive Committee as to all technological matters needed in the business of the Association.

9. Diversity and Inclusion Committee

The Diversity and Inclusion Committee shall endeavor to advance diversity, inclusion, equity and justice in policing, the judicial system and the penal system through advocacy, education and partnerships.

10. Senior Committee

The Senior Committee shall provide a resource for all members who are retired or contemplating or planning for retirement.

Section 2. Ad Hoc Committees

The President may, at any time, establish one or more ad hoc committees for the good of the Association. Such committees shall have clearly delineated responsibilities. Any ad hoc committee shall dissolve at the expiration of the term of office of the President that appointed the

committee, unless expressly renewed by the incoming President.

Section 3. Eligibility for Membership

Any voting-eligible member in good standing is eligible to be appointed as a member of any standing or ad-hoc committee.

ARTICLE XII

ASSOCIATION AWARDS

Section 1. AUTHORITY

(a) The Board of Directors may create awards that may be given out in the name of the Association. Such awards shall have clearly defined criteria for consideration and, except as provided in division (b) of this section, shall be open to any eligible member of the Association.

(b) Notwithstanding division (a) of this section, the Association may create an award that is limited to only members who participate in a particular type of practice, such as death penalty practitioners.

Section 2. DETERMINATION OF RECIPIENT OF AWARDS

Any award created by the Association under Section 1, division (a) of this article shall be awarded by the Awards Committee as created in Section 4 of this Article. The determination of how to determine the recipient of any award created under section 1, division (b) of this article may be set forth by the Board.

Section 3. PRESIDENT’S AWARD AND OFFICE AWARDS

(a) Notwithstanding Section 1 of this article, the President may, in his or her sole discretion, award one annual President’s award for service to the Association.

(b) At the conclusion of the term of office, the Secretary, President-Elect, and President may receive an award for service to the Association.

Section 4. AWARDS COMMITTEE

(a) Purpose

As provided in Section 2 of this Article, the Awards committee shall be tasked with evaluating and selecting any recipient of any award authorized by the Association based upon the criteria of the award as set forth by the Board.

(b) Membership

The awards committee shall consist of the following members:

1. Immediate Past President - Chair
2. One Board Member or Current Officer (“A” Term)
3. One Prior Winner of any OACDL award (“B” Term)
4. One Past President out of office for at least 3 years (“C” term)
5. Three “Voting Eligible Members” as defined in Article V Section 2(a) (One “A” Term, one “B” term, and one “C” term)

(c) Terms of office

The immediate past president shall serve a one-year term only while holding the office of immediate past president. Except as provided in division (d) of this section, all other members shall serve a three-year term on the committee. Members may not hold consecutive terms of office on this committee.

(d) Initial Appointments and Terms of Office.

In order to stagger the terms of office of members of this committee, the following procedures shall apply to the initial membership committee after the ratification of these bylaws.

Within 30 days of the ratification of these bylaws, the President-Elect shall nominate the two seats designated the “C” terms, the President shall nominate the two seats designated the “B” term, and the Immediate Past President shall nominate the two seats designated as the “A” term. All nominations must be approved by the Board of Directors by majority vote.

The “A” term seats will serve through December 31, 2024. The “B” Term seats shall serve until December 31, 2025. The “C” term seats shall serve until December 31, 2026. Any vacant seat shall be filled as provided in division (e) of this section.

(e) Appointment of Members

Upon the expiration of term of office for a seat in the Awards Committee, the President shall nominate a member meeting the qualifications outlined in division (b) of this section. In making the nomination, the President shall be guided by the expectation that the Awards Committee have a balanced and representative sample of the organization, considering age, area of practice, geography, gender, and race. All nominations must be approved by the Board by majority vote.

(f) Quorum, Voting Threshold, and Eligibility for Awards.

The Awards Committee may not take any formal action unless a quorum of five members is present. A minimum of an absolute majority of members is required to determine the recipient of any award under this article. No member of the committee is eligible to be considered for any award under this article.

(g) Vacancies

In the event there is any vacancy on the Committee, the President may appoint a replacement member who satisfies the eligibility criteria outlined in division (b) of this section. That person

shall serve out the remainder of the term of office of that seat. Any committee member who is repeatedly unable or unwilling to attend awards committee meetings shall have been deemed to have vacated the seat, and the President shall fill the seat as provided for in this division.

(h) Authority of Committee

The Committee may adopt written rules to guide their deliberations in determining any award winner, so long as those rules do not conflict with any provision in these bylaws or the resolution of the Board establishing the award. If the Committee's rules propose to establish a supermajority vote to take any action, then the rules must be adopted by that same proportion of votes.

ARTICLE XIII

MISCELLAENOUS

Section 1. Direct Email Blast to Members

Only the Executive Director may send out a direct email to all members. Except for routine business of the Association, the Executive Director shall only send such direct email with the express approval of the President.

Section 2. Listserv

The Board, by resolution, shall adopt Rules and a Code of Conduct for participation in the Association Listserv that does not conflict with any provision of these bylaws. Such resolution shall include some form of moderation of the listserv and punishments for misuse of the listserv, provided that no member may be permanently removed from the listserv without the opportunity to be heard.

ARTICLE XIV

Section 1. RULES OF ORDER

When not in conflict with these bylaws, Robert Rules of Order shall govern at all functions of the Association.

Section 2. DISPUTES

(a) Any dispute about the interpretation or application of these bylaws to any business or action of the Association may be formally raised by any member. The member shall inform, in writing, either the President or Executive Director about any dispute of the interpretation or application of the bylaws. In the event that any formal dispute is tendered under this section, a Rules and Regulations Committee shall be promptly formed to consider the dispute. The Rules and Regulations Committee shall consist of the members of the Executive Committee plus the Chairperson of the Ethics Committee. If any member of the Rules and Regulations Committee

recuses from participation, the President may select any Board Member as a replacement for the committee member. The Committee shall convene as soon as reasonably practicable to consider the dispute. The Committee may, in its discretion, gather factual evidence and invite any members to appear before the Committee to offer their perspective.

(b) As soon as practicable, but in no circumstances later than fourteen days after the initial meeting, the Rules and Regulations Committee shall issue a written decision analyzing the issue and offering its opinion as to the correct interpretation of the bylaws at issue. The vote on the outcome of the decision must be made by majority vote, but individual members may write separately to explain each person's rationale. The decision of the Rules and Regulations Committee is final unless the member raising the dispute appeals the decision to the Board of Directors within three days of the issuance of the opinion. If an appeal is perfected under this section, the Board shall convene within thirty days to consider the issue. The appeal before the Board is limited only as to the correct interpretation of the bylaws as applied to the situation at issue and specifically does not authorize any appeal based upon the nature of the remedy, if any, issued under division (c) of this section. In the event the Board disagrees with the Committee and finds a bylaw violation occurred, the Board shall cause the matter to be remanded to the Committee for consideration of the proper remedy.

(c) In the event that the Rules and Regulations Committee finds that a bylaw violation has occurred, the Committee is authorized to craft an equitable remedy that strives to place the organization and any affected members in the position they would have been had the bylaws been properly interpreted. This authority to craft a remedy specifically includes the authority to declare any action taken in contravention of the bylaws *void ab initio*. In crafting the remedy, the Committee may extend any deadline specifically mentioned in these bylaws and shall be guided by principles of fundamental fairness. Any remedy promulgated under this section is in the sole discretion of the Committee and is final.

Section 3. SCOPE

The foregoing articles are the Regulations and Bylaws of the Ohio Association of Criminal Defense Lawyers.

Section 4. EFFECTIVE DATE

Upon approval of these bylaws by the membership, the foregoing bylaws shall take effect on July 12, 2024. In Calendar Year 2024 only, the deadlines to make appointments to the nominating committee is extended to July 30, and the deadline to make nominations is extended to Aug. 30.