

MACDL By-Laws¹

ARTICLE I - NAME

The name of this organization is the Massachusetts Association of Criminal Defense Lawyers, Inc. (MACDL).

ARTICLE II - OFFICES

MACDL's offices shall be at such place(s) as the Board of Directors may from time to time appoint.

ARTICLE III - OBJECTIVES AND PURPOSES

MACDL is formed exclusively for charitable, scientific and educational purposes which include, but are not limited to, the following purposes:

- a. To provide support for criminal defense lawyers in the practice of their craft, including, but not limited to, a strike force, amicus briefs, and other services which will improve the quality of representation of the accused;
- b. To protect the individual rights of the citizens of the Commonwealth as guaranteed by the Declaration of Rights of the Massachusetts Constitution and the United States Constitution, including, most particularly, the right to counsel;
- c. To promote the exchange of experience, legal precedent, and research among criminal defense lawyers throughout the Commonwealth;
- d. To enlighten the public about the legitimate role of criminal defense lawyers in society;
- e. To maintain the integrity and independence of criminal defense lawyers;
- f. To preserve the adversary system of justice;
- g. To coordinate efforts with national and local bar associations that are concerned with criminal justice.
- h. To promote equality and inclusion within the criminal defense bar, recognizing the benefits of diversity in race, gender, age, nationality, sexual orientation, physical ability, and personal background.

ARTICLE IV - MEMBERSHIP

Section 1: Membership Generally

a. Application

Application for membership shall be made on a form prescribed by the Board of Directors. All applications must be accompanied by the annual dues, and shall be subject to approval by the President of the Board of Directors.

b. Types of Membership

The membership of MACDL shall be divided into the following categories: regular member; law student member; honorary member; and associate member. Other categories of membership may be established by the Board of Directors.

Section 2: Regular Member

Regular Membership in MACDL shall be available to attorneys of professional competence, integrity and good moral character who are actively engaged in the defense of criminal cases. Prosecutors shall not be eligible to join MACDL.

Section 3: Law Student Member

Law student membership shall be available to persons of integrity and good moral character who are students in law school and committed to criminal defense.

Section 4: Honorary Membership

Any person who shall have made an outstanding contribution to the public welfare and aided in the achievement of the goals of MACDL may be proposed for honorary membership. The proposal for honorary membership shall be made in writing, subscribed by five (5) members of MACDL and submitted to the President of MACDL. An affirmative vote of a simple majority of the Board of Directors shall be required to elect any honorary member. In any given year, no more than two (2) honorary members may be elected. Honorary memberships shall extend for an indefinite period.

¹ Revised by vote of the Board pursuant to Art. XI on May 13, 2021

Section 5: Associate Membership

Associate membership in MACDL shall be available to 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. There shall be included in this membership the following: full-time law professors, retired criminal defense lawyers, and non-lawyers who support the goals and objectives of MACDL.

Section 6: Voting

Each regular member, who is in good standing, shall be entitled to one (1) vote. Law schoolmembers, associate members, and honorary members shall not be entitled to vote. To be in good standing, a member must have paid dues for the current year.

Section 7: Revocation of Membership

The membership of an individual in any of the classes may be revoked for cause by votecalling for such revocation by two-thirds (2/3) vote of the Board of Directors.

ARTICLE V - DUES

Section 1: Annual Dues

The amount of annual dues of all classes of membership shall be set by the Board of Directors. The Board of Directors may establish a reduced rate for regular members who are in the full-time employment of the Committee for Public Counsel Services or the Federal Public Defender Office, members who contract to provide services through state bar advocate programs and rely on such employment to supply at least 50% of their income, law students, and for new members in their first year of membership.

Section 2: Payment of Dues

a. New Members

Dues are payable upon tendering of an application for membership and its acceptance.

b. Old Members

Dues are payable upon receipt of the annual dues invoice.

ARTICLE VI - OFFICERS

Section 1: Designations

The elected Officers of MACDL shall be: President, President-Elect, Vice President, Clerk, and Treasurer.

Section 2: Qualifications

Only Board Members shall be eligible to become elected Officers of MACDL.

Section 3: Term of Office

All Officers shall be elected for a period of two years. The individual holding the position of President-Elect shall automatically be elevated to President upon completion of his or her two-year term as President-Elect. Officers of MACDL shall be elected upon expiration of the prior term of office. No person shall be eligible to serve as President for successive completeterms.

Section 4: Duties of Elected Officers

a. President

The President shall be the Chief Executive Officer of MACDL and shall have the responsibility to oversee and coordinate the activities of MACDL and to preside at its meetings. The President shall be the spokesperson for MACDL and whenever practicable shall publicly appear for MACDL and promote its policies, objectives, and resolutions.

b. President-Elect

The President-Elect shall assist the President in the performance of the presidential duties and perform such other duties as may be prescribed for him or her by the President and/or the Board of Directors.

c. Vice President

The Vice President shall assist the President in the performance of the President's duties and shall perform such other duties as may be prescribed for him or her by the Board of Directors.

In the absence of the President, the Vice President shall act as Chief Executive Officer of MACDL. In the event of the President's death, resignation or removal from office, the powers and duties of the President shall devolve upon the Vice President who shall conclude the term of office of the President in accordance with the provisions of these By-laws.

d. Clerk

The Clerk shall attend and keep minutes of all meetings of the Executive Committee and of the Board of Directors and shall have such other powers and perform such other duties as are incidental to the office of the Clerk or as may be assigned from time to time by the Board of Directors. The Clerk shall not show the records to anyone who is not a member of MACDL and without the prior approval of the Board of Directors.

e. Treasurer

The Treasurer shall maintain the funds, pay the obligations of MACDL, and ensure the safe and prudent management of MACDL's finances as directed by the Board of Directors. It shall be the duty of the Treasurer to file any reports required by the Federal Internal Revenue Service and the Massachusetts Department of Revenue; to ensure that MACDL maintains its charitable, scientific, and educational purposes, as set forth in Article III; and to promptly advise the Officers and Board of Directors of the financial condition of MACDL at all scheduled meetings.

Section 5: Removal of Officers

An Officer may be removed for cause by a vote calling for such removal by a two-thirds (2/3) vote of the Board of Directors.

Section 6: Vacancies

When an Officer resigns, or is removed, or when an Officer is incapable of serving and will remain incapable for a substantial period of his or her term, such person shall be deemed to have created a vacancy. The determination of the vacancy by incapacity shall be made by a majority of the Board of Directors present at a scheduled meeting. Upon such determination, or upon the Officer's resignation or removal, the vacant position so created or determined shall be filled by designation of the President, subject to the approval of a majority of the Board of Directors, notwithstanding the requirements of Article VII, Section 8(c).

Section 7: Executive Committee

The elected Officers of MACDL shall constitute the Executive Committee. The Executive Committee of MACDL shall act on MACDL business and transactions between meetings of the Board of Directors.

Section 8: Election of Officers

The Officers shall be elected by a majority vote of the Board of Directors, once nominated by the Nominating Committee as provided in Article VIII.

ARTICLE VII - BOARD OF DIRECTORS

Section 1: Qualifications

Only voting members shall be eligible to become members of the Board of Directors.

Section 2: Number of Directors

The Board of Directors shall consist of twenty-six (26) regular members of MACDL, comprising twenty- (20) elected Board Members, the five (5) elected Officers, and the immediate past president of MACDL, all of whom have full voting powers. Of the twenty-six Board Members there shall be at least one Board Member elected from each of the following four regions: Southeastern Region (Cape Cod and the Islands, Bristol, Plymouth, and Norfolk Counties), Northern Region (Essex County), Central Region (Worcester County), and Western Region (Hampshire, Hampden, and Berkshire Counties). The remaining Directors may be from any geographic location in the Commonwealth.

Section 3: Diversity and Inclusion

The Board of Directors shall consist of a diverse body that is committed to equality and inclusion within its membership, recognizing the benefits of diversity in race, gender, age, nationality, sexual orientation, physical ability, and personal background.

Section 4: Powers and Responsibilities

The Board of Directors shall manage the business and affairs of MACDL. All Board Members, excepting past presidents, are required to be active on at least one (1) Committee, and to report Committee activity at Board Meetings either as Committee Chairperson, or in the absence of the Committee Chairperson. Any act of majority of the voting Board Members present at a meeting shall be the act of the Board of Directors.

Section 5: Term of Office

Each Board Member shall be elected to a rolling three-year term.

Section 6: Quorum

At each meeting of the Board of Directors, a majority of the Board Members present at the meeting shall constitute a quorum. A majority of those voting shall be required for action unless otherwise specified by these By-laws.

Section 7: Meetings

Board meetings shall be held at a time and location approved by the Board of Directors. Special meetings may be called at any time by a simple majority of the Board of Directors. The President shall chair the Board meetings.

Section 8: Removal of Board Members

A Board Member may be removed for cause by a two-thirds (2/3) vote of the members of the Board of Directors.

Section 9: Vacancies

a. Incapacity

In the event that a Board Member is incapable of serving and will remain incapable for a substantial period of his or her term, such person shall be deemed to have created a vacancy. The determination of the vacancy shall be made by a majority of the voting members of the Board of Directors present at a scheduled meeting.

b. Resignation by Absence

A Board Member shall not accept office unless that Board Member intends to attend all meetings and be active on at least one Committee. A Board Member will be deemed to have resigned if he or she (A) fails to attend any three (3) meetings in one year, without prior submission of an excuse approved by the President; or (B) fails to remain active on a Committee, without prior submission of an excuse approved by the President. A request for reinstatement may be made either by the Board Member deemed to have resigned or by another Board Member.

c. Replacement

When a Board Member resigns, or is removed, or a vacancy is determined, the Board of Directors by a two-thirds (2/3) vote shall appoint a regular member in good standing from the appropriate region, or, if the Board Member was elected at large, from any region, to fill the vacancy for the remainder of the term.

ARTICLE VIII - NOMINATIONS AND ELECTIONS

Section 1: Nominations

Prior to the election of Officers and Board Members, the President shall appoint a Nominating Committee of not fewer than five (5) Board Members subject to the approval of the Board of Directors. The Nominating Committee shall nominate Board Members for Officers and regular members in good standing for the Board of Directors.

a. Nomination of Officers

Any Board Member may propose to the Nominating Committee the nomination of themselves or any other Board Member to fill the Officer positions of President Elect, Vice President, Treasurer, or Clerk. From those proposed, the Nominating Committee will select, via majority

vote, one Officer to fill each position, subject to election by the Board as described in Article VI, Section VIII.

b. Nomination of Board Members

Any member of MACDL may, by a writing signed by them and delivered to the Chair of the Nominating Committee, propose a regular member in good standing, including themselves, forelection as a Board Member. The Nominating Committee will develop, via majority vote, a slate of candidates for consideration for the Board of Directors by the full membership. This slate of candidates will be published to all members of MACDL no less than 25 days before voting is to occur. No later than 10 days prior to voting is scheduled to occur, any fifteen (15) voting members of MACDL may, by a writing signed by them and delivered to the Clerk of MACDL, propose a regular member in good standing for election as a Board Member and this person shall stand for election as a Board member in conjunction with the slate proposed by the Board of Directors. The Clerk shall cause ballots to be distributed to all voting members of MACDL in good standing.

Section 2: Elections of Board Members

Elections of Board Members shall be held biennially either at the Annual Meeting or at such time as the Board of Directors may designate. Board Members shall be elected by secret ballot. Balloting may be accomplished by mail or electronically, as prescribed by the Board of Directors.

ARTICLE IX - ANNUAL MEETING

Section 1: Time and Place

The time, place, and date of the Annual Meeting shall be determined by the Board of Directors. In the event that for any reason the Annual Meeting shall not be held as herein provided, a subsequent special meeting shall be held in lieu of and for the purposes of the Annual Meeting with all the force and effect of an Annual Meeting.

Section 2: Special Meetings of Members

Special meetings shall be called by the Clerk, or in case of the death, absence, incapacity or refusal of the Clerk, by any other Officer, upon written application of members representing at least ten percent (10%) of the members. The call for the meeting may be oral or written and shall state the time, date, and place of the meeting. Special meetings of the members may also be called by the President or by the Board of Directors.

Section 3: Quorum

At any meeting of the members, thirty (30) members present in person or by proxy entitled to vote upon a question to be considered at such meeting shall constitute a quorum for the consideration of such question, but if a quorum is not present, a lesser number may adjourn the meeting without further notice.

ARTICLE X - FISCAL YEAR

The fiscal year of MACDL shall begin on the first day of January and end on the last day of December in each year.

ARTICLE XI - AMENDMENTS TO BY-LAWS

The power to make, amend, or repeal By-laws shall be in the members, provided, however, that the Directors may make, amend, or repeal the By-laws in whole or in part, except with respect to any provisions thereof which by law, the Articles of Organization, or these By-laws

requires action by these members. Not later than the time of giving notice of the meeting of members next following the making, amending, or repealing by the Directors of any By-laws, notice thereof stating the substance of such change shall be given to all members entitled to vote on amending the By-laws. Any amendment or repeal of these By-laws by the Directors and any By-laws adopted by the Directors may be amended or repealed by the members.

Amendments by the members shall be by a majority of the members voting in person or by proxy. Amendments by the Directors shall be by a two-thirds (2/3) vote of the Directors present and voting at a meeting of the Board of Directors.

ARTICLE XII - STANDING COMMITTEES

Standing Committees shall be chaired by a Board Member in good standing who shall be appointed to such position by the President upon the commencement of the President's term. Persons so appointed shall serve during the term of the President who appointed them. Other committee members may be appointed by the President or by the Chairperson, and may include individuals from any category of membership. The Standing Committees shall include, along with others:

- a) Lawyers Assistance Strike Force
- b) Amicus Curiae
- c) Continuing Legal Education and Programs
- d) Legislation
- e) Membership

ARTICLE XIII - DISSOLUTION OF ASSETS

In the event MACDL should dissolve, its physical assets shall be sold and, along with its liquid assets, shall be distributed to one or more not-for-profit organizations whose primary objectives accord with one or more of the objectives of MACDL. Said distribution shall be determined by a majority vote of the Board of Directors then in office.