

DUI Defense Lawyers Association Bylaws

Ratified 7/6/14, Amended 6/21/17.

Article 1—Name and Status

The name of this organization shall be the DUI Defense Lawyers Association (DUIDLA or “the Association”). It shall be a non-profit corporation organized under the laws of the State of New Jersey.

Article II—Purposes

The purpose of the Association shall be: To protect and ensure by rule of law those individual rights guaranteed by the state and Federal Constitutions in DUI-related cases; to resist the constant efforts which are being made to curtail these rights; to encourage cooperation between lawyers engaged in the furtherance of these objectives through educational programs and other assistance; to serve as the first and last line of defense of the Constitution; to assist attorneys and public defenders in obtaining advanced training in DUI-related areas through our education scholarship grants.

Article III—Membership

Section 1. Types of Membership and Qualifications

1(a). Member.

An attorney who is actively engaged in the defense of DUI-related cases is eligible for membership in the Association. Upon ceasing active engagement in DUI defense, the membership is revoked except for those who retire from the practice of law. All members in this category must complete one qualifying DUI dedicated CLE per year excepting public defenders and retired attorneys. (See 1(I) below.)

1(b). Charter Membership.

The charter members of the Association shall consist of the following 27 individuals who paid the Charter Membership dues and formed the first Board of Directors of DUIDLA and the first Board of Directors of DUIDLA Justice Foundation (DUIDLAJF).

Charter Members do not pay annual dues. All members in this category must complete one qualifying DUI dedicated CLE per year. (See 1(I) below.)

DUIDLA Initial Officers:

President: Evan Levow (NJ/PA),

President-elect: Deandra Grant (TX),

1st Vice President: Marcos Garza (TN),

2nd Vice President: John Thurston (KS),

Treasurer: Michael Kessler (FL),

Secretary: Michele Tjader (WI).

DUIDLA Initial Directors:

1. Richard Middlebrook (CA),

2. Kim Keheley Frye (GA),

3. Harley Wagner (WV),

4. Rhidian Orr (CO),

5. Mark Thiessen (TX),

6. Mike Nichols (MI),

7. Jeremy Brehmer (CA),

8. Scott Wonder (WA),

9. Sarah Toney (IL),

10. Cole Casey (CA),

11. Scott Joye (SC),
12. Glynn Delatte (LA),
13. Bob Keefer (VA),
14. David Benowitz (DC),
15. Jamie Balagia (TX).

DUIDLAJF Initial Board:

1. Evan Levow (NJ),
2. William Head (GA),
3. Justin McShane (PA),
4. Josh Lee (OK),
5. Linda Callahan (WA),
6. Tim Huey (OH),
7. Barton Morris (MI).

1(c). Sustaining Membership.

A regular member is eligible for such membership by the payment of dues established for such membership. All members in this category must complete one qualifying DUI dedicated CLE per year. (See 1(l) below.)

1(d). Founding Membership.

A regular member is eligible for such membership by the payment of dues during the time period established for such membership. Founding members do not pay annual dues. All members in this category must complete one qualifying DUI dedicated CLE per year. (See 1(l) below.)

1(e). Law Student Membership.

A person who is currently enrolled in a school of law is eligible for student membership in the Association.

1(f). Affiliate Membership.

A person active in a field, which contributes regularly to the defense of DUI-related cases and the goals of the Association, is eligible for affiliate membership in the Association. Examples include full-time professors of law or criminal justice, legal assistants and other support staff persons working for regular members, investigators, technical experts, law librarians, and other persons approved by the Board of Directors.

1(g). Public Defender Membership.

- (i) A full-time member of a federal, state or local public defender organization actively engaged in the defense of criminal cases is

eligible for public defender membership in the Association.

- (ii) The Board of Directors is authorized to permit an entire Public Defender Office to have Public Defender Office member status. The terms, conditions, benefits and cost of such membership shall be determined by the Executive Committee with approval of the Board of Directors.

1(h). Paralegal Membership.

A paralegal that works in a firm that contains a Member, Charter Member, Founding Member or Sustaining Member who is in good standing shall be eligible for membership provided that the said member remains in good standing with the Association.

1(i). Affiliate Organization Membership.

The Board may vote to allow allied organizations (such as state-based DUI defender organizations) to join as an affiliate organization.

1(j). Qualifications of Affiliate Associations.

To be eligible to become an Affiliate Association, a voluntary bar association must:

- Be comprised of persons of professional competence, integrity and good moral character

who are actively engaged in the defense of criminal cases, and who would otherwise qualify for Membership in this Association.

- Have objectives and purposes, as part of its own Bylaws or operating rules, which are consistent with the Bylaws, objectives, and purposes of this Association, as determined by the Board of Directors.
- Not accept or allow members who are employed by any city, state or federal government or other entity as a prosecutor of the criminal law, or who work in any other capacity that is in conflict with the objectives and purposes of the Association. Notwithstanding this provision, affiliate associations may accept or allow members who accept an appointment as a temporary prosecutor or as a temporary police legal advisor, so long as their acceptance of that position is not inconsistent with the Objectives and Purposes of this Association. This provision shall not place a more restrictive membership requirement on Affiliate Associations than the Association places on itself.

1(k). Application for Affiliation.

- Voluntary bar associations may request affiliation with this Association by submitting an application, on a form available for download off of the DUIDLA website, to the Chair of the Affiliate Organization Committee.
- An application for affiliation shall be referred by the Chair of the Affiliate Organization Committee to the Board of Directors who shall approve or deny the application.
- Approval or denial of an application for affiliation shall be by majority vote of the Board of Directors.

1(l) Qualifying Dedicated CLE

Members in categories 1(a) through 1(d) above are required to satisfy the continuing CLE requirements by attending one qualifying DUI dedicated CLE a year. A seminar sponsored by or co-sponsored by the DUIDLA shall be deemed a qualifying CLE. In addition, a member or organization can request that a DUI dedicated CLE be approved by the DUIDLA in advance of the CLE by submitting a request to the President who shall have the discretion to approve or disapprove the CLE. A CLE that has not been approved in advance by the President of the DUIDLA may, at the discretion of the Executive

Committee, be deemed a qualifying CLE, however, the member seeking credit for such CLE will be required to submit such information about the CLE as requested by the Executive Committee and approval is ultimately at the sole discretion of the Executive Committee.

Sec. 2. Rules Governing Application for All Forms of Membership.

2(a). One current member of the Association must endorse each application for membership.

2(b). All applications shall be subject to approval by the President or President-Elect acting for the Board of Directors. Should an applicant be rejected for membership, a special meeting of the Board may be noticed and upon a majority vote in favor of approval the applicant will be accepted into the membership.

2(c). At the discretion of the Board of Directors, an attorney who does not meet the requisites of Article III, Section 1, may be admitted as a regular member if he or she is otherwise qualified. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

Sec. 3. Rules Governing Voting Eligibilities and Activities.

All members except affiliate, law school, paralegal and student members are entitled to vote for Board Directors as outlined in more detail in Section VI.

Sec. 4. Revocation of Membership.

At all times all classes of membership as outlined in Article I Section 1 and its subsections are expected to comport themselves professionally and personally in keeping with the best interests of justice, collegiality, synergy promotion, honesty, candor, good-will and anti-discrimination. In the event that the Board of Directors based upon 2/3 vote believes that any class of member has violated either professionally or in their personal life these basic tenants, then the Board shall issue and serve upon the member affected a “Rule to Show Cause and Request for Admissions.” The service of the ““Rule to Show Cause and Request for Admissions” shall remain private and not public by the Board of Directors and its members. Upon service of “Rule to Show Cause and Request for Admissions” on the member, the member will have 15 days to answer in writing and serve back on the Board of Directors, a response. There shall be no word limit or other normal evidentiary restrictions on this response by

the member. The Board of Directors will hold the response in private and the Board of Directors shall not disclose it. Upon receipt by the Board of the written response, the Board will have 7 days to take a single vote to determine the fate of the member. If 2/3 of the Board votes in the affirmative, the member shall be removed. Such member can reapply after a period of one (1) year but such application shall require a 2/3 Board vote for approval before the member can be readmitted.

Sec. 4. Lack of Ownership.

Being a member of the organization shall not vest the member in any ownership interest in the organization.

Sec. 5. Advertising and Marketing of Membership Categories.

The Board of Directors shall establish an acceptable terms of use for the logo and the organization's name. All members shall adhere to these terms or face consequences such as private reminder, public reminder and removal. Nothing herein shall be deemed as a limitation to a potential legal cause of action by the DUIDLA against a member, former member or non-member for unauthorized use of the DUIDLA's name or logo or a badge or other insignia created by the DUIDLA.

Article IV—Finances

Sec. 1. Annual Dues.

Annual dues are due on the anniversary of the date the member joined the organization. Upon resignation or removal, no part of any paid dues or monies shall be refunded for any reason. Any member whose annual dues are more than three months in arrears shall cease to be a member of the Association in good standing.

Sec. 2. Dues Schedule.

It shall be the duty of the Board of Directors to set membership dues. Unless modified by the Board, the dues schedule is as follows:

- Charter Member: one time \$1000 fee, no annual dues;
- Founding Member: one time \$1000 fee, no annual dues;
- Sustaining Member: one time \$2500 fee, no annual dues;
- Member: \$150 per year unless the potential member meets one of these criteria at the time of payment:

- An attorney who has been licensed in any state less than 2 years: \$50;
- An attorney or retired attorney over 70 years of age: \$25 per year;
- Full-time Public Defender (takes no private retained DUI cases): \$50 per year;
- Law Firm of 6 or more attorneys where all 6 or more join at once: \$125 per year per attorney, however, those using “of counsel” or “associated” designations will not be considered as members of the same firm for this criterion;
- Law Student Member - \$15 per year;
- Affiliate Member - \$100 per year;
- Paralegal Member- \$50 per year;
- Affiliate Organization Membership-\$300 per year.

Sec. 3. Loans

No loans shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by

resolution of the board by a majority vote. Such authority may be general or confined to specific instances.

Sec. 4. Budget.

4(a). The Budget Shall Be Public and Detailed

The Board of Directors shall approve a budget annually at a board meeting held no later than March 15 each year. Once approved, the budget will be published on the public portion of the DUIDLA website. The budget will be submitted by the Budget Committee Chair and must include:

- Funds set aside in a rainy day fund in an amount deemed by the Board of Directors appropriate for covering shortfalls or unforeseen expenses.
- Funds to be donated to the DUIDLAJF.
- Funds maintained in an operating account to cover all of the Association's operating expenses including, but not limited to:
 - Costs associated with the website,
 - Costs associated with promotions and advertising,
 - Costs associated with any staff hired by the Board of Directors,
 - Costs associated with preparation of tax and accounting documents,

- Seminar costs,
- Misc. other costs.

4(b). Limitations

The Officers or Directors of the Association may use no part of the budget or actual expenditures to pay for travel, hotel or the like, provided however, an Officer or Director who is a speaker at a seminar or Seminar Chair of a seminar may have his or her expenses covered in the same manner as other speakers. The foregoing notwithstanding, the Budget Committee may set aside funds to pay for the costs associated with holding each Board Meeting and a reasonable sum for food for the Board Members.

4(c). Budget Deficits and Budget Surpluses

The Board of Directors shall not pass a budget that is not balanced or provides for a deficit.

4(d). Report of Treasurer on Budget Versus Actual Accounting

By no later than February 15 of the year, the Treasurer shall present a simple report that compares the approved budget for the prior year versus actual expenditures to include any notes or annotations as to explain any entry. This report shall be available to any member upon request.

4(e). In the case of Surplus

In the event of a surplus of funds after the satisfaction of all accounts due and owed, it will be the recommendation that any such funds that are not allocated for the following year's budget be kept in the rainy day fund and/or donated to DUIDLAJF.

Article V—Meetings and Seminars

Sec. 1. Member meetings.

1(a). Meetings in conjunction with seminars.

The DUIDLA will hold a minimum of 2 (two) major seminars per year. At one or both of the semi-annual seminars the Board will hold a meeting of the general membership of the organization, which all members may attend. The time, place, and location will be announced on the listserv and/or the website at least 4 months in advance of the meeting. The agenda shall be published at least 10 days prior to the meeting.

At the first general membership meeting of the year the President-Emeritus will call the meeting to order, introduce the Officers, Board members and Justice Foundation Members who were elected in the preceding election, deliver Opening Remarks

(including a summation of his/her term as President) and turn the meeting over to the President.

1(b). Special Membership Meetings.

Special meetings of the members of the Association may be held, as the Board of Directors deems necessary.

1(c). Co-sponsoring of seminars.

The Association will seek to co-sponsor seminars and training events with other entities for the benefit of our members.

Sec. 2. Board Meetings.

2(a). Special Board Meetings.

The Board of Directors shall hold such special meetings as may be called by the President or upon written request by at least eight (8) members of the Board of Directors. This shall include Internet Votes.

2(b). Semi-Annual Meetings.

The Board of Directors shall hold 2 (two) semi-annual in-person meetings per year. Each semi-annual meeting of the Association shall be held at a time and place fixed by the Board of Directors.

2(c) Notice of Meetings.

Notice of the semi-annual meetings of the Board of Directors shall be given to each member at least thirty (30) days in advance of the meeting. Notice is satisfied by publication on the DUIDLA website or listserv. Notice of the agenda for each semi-annual meeting will be published 10 (ten) days in advance of the meeting. Items to be voted on by the Board at a semi-annual meeting shall be published at least 10 days prior to the vote to enable a period of comment by the general membership. The comments will be tallied and forwarded to all Board members to review prior to voting.

2(d). Voting.

The transaction of business at each semi-annual meeting or special Board Meeting shall be by a majority of a quorum of the members of the Board of Directors who are physically present or present via conference call. A minimum of ten (10) Board of Director Members shall be required to reach a quorum. Once a quorum is reached, there is a deemed quorum until the meeting is adjourned. The exception to this is the election of officers or directors, which is governed by Article VIII. The President shall have no vote unless it is needed to break a tie.

2(e). Commencement of Meetings.

Each meeting shall be commenced by the President calling the meeting to order and immediately thereafter shall cause the roll to be called to determine whether there is a quorum present, except that the first General Membership meeting of the year shall be commenced by the President-Emeritus as per 1(a) above; roll shall be called and a quorum determined by the President after the meeting has been turned over to her or him by the President-Emeritus.

2(f). Rules of Meetings

All Board of Directors meetings shall be conducted in accordance with the 10th edition of Robert's Rules of Order, unless otherwise provided therein. All Executive Committee and other committee meetings may be conducted in accordance with the same version of Robert's Rules of Order, upon proper motion. Electronic voting via the Internet for the Board of Directors shall not be in accordance with Robert's Rules of Order of the same edition, but shall be conducted as determined by Board of Directors or, if no procedure has been established by the Board, as determined by the President.

2(g). Meetings are Open to Members

All members in good standing are welcome to attend Board Meetings that coincide with the Association's semi-annual meeting. Members wishing to address the Board regarding an issue on the agenda need to notify the President by email at least 24 hours prior to the commencement of the meeting.

Members wanting an item added to the agenda need to notify the President by email at least one (1) week prior to the commencement of the meeting and the Executive Committee will decide if it is appropriate and efficient to place such item on the agenda.

At the end of the meeting the floor will be open to any comments or concerns of members present. Public comment by members will be restricted to a total of not more than 30 minutes to be evenly divided among the number of members who wish to be heard.

Article VI—Board of Directors

Sec. 1. Board of Directors, Officers and Committees.

1(a). Powers, Membership, and Terms.

A Board of Directors shall manage the business and affairs of the Association. The Board of Directors

shall consist of the seven (7) elected officers and fifteen (15) elected Board Members. Officers shall be elected to one (1) year terms and Directors shall, generally, be elected for terms of three (3) years per the details listed in Article VIII. No member who is serving as an officer, board member or the equivalent position with another national DUI defense organization may serve concurrently as an Officer or Director of the Association.

1(b). Executive Committee.

The Executive Committee shall consist of the seven (7) officers of the Association. If the Association hires an Executive Director, this person will have a non-voting position within the Executive Committee. The Executive Committee shall have such powers and duties as are provided in these bylaws and as may be prescribed by the Board of Directors.

1(c). Organization.

The President of the Association shall serve as chair of meetings of the Board of Directors. In absence of the President, the President-Elect, or in his or her absence the First Vice President, shall serve as chair.

1(d). Procedures.

The Board of Directors may act by telephone, email or any other method approved by the Executive Committee.

1(e). Vacancies.

A vacancy occurring in the Board of Directors caused by the death, resignation or removal of the person elected or appointed thereto may be filled by appointment of any eligible member by the President, subject to confirmation by the Board of Directors. Confirmation shall be secured at the option of the President either by a majority vote of a quorum of the directors or by a poll of the directors. The failure of any director to send in his or her vote within five (5) days after the date the notice of appointment is sent to him or her will be counted as a vote for confirmation. Under this section the appointee will serve the remaining term of the Director they replaced.

1(f). Removal and Absences.

An elected officer or director may be removed for cause by a vote calling for such removal by a 2/3 vote of all the Board of Directors present at such meeting, after notice and an opportunity to be heard.

All officers and Board Members are expected to attend any Board Meeting scheduled to be held concurrent with a Semi-Annual seminar. Absences may be excused for good cause by the Executive Committee, it is expected that **advanced notice** of such absence will be given in order for the absence to be excused. Such notice shall be given to the President.

One unexcused absence or two consecutive absences, excused or not, shall automatically give rise to a presumption that the director or officer has resigned from his or her position as a result of such absence(s). A special meeting of the Board of Directors will be set with not less than fifteen (15) days notice to determine, by majority vote, whether to declare the office or directorship as vacant. The officer or director shall have the right to be heard before such vote. Upon vote of a majority of the Executive Committee this vote can be taken through secret ballot.

1(g). Qualifications

All members of the Association who are authorized to vote and are in good standing are eligible to become Directors by election or appointment.

Sec. 2. Officers, Qualifications of Officers, and Roles of Officers

2(a). Officers

The Officers of the Association shall consist of a President-Emeritus, a President, a President-Elect, a First Vice-President, a Second Vice-President, a Treasurer, and a Parliamentarian.

2(b). Qualifications.

i. All members of the Board of Directors must be voting members in good standing of the Association.

ii. No member who is serving as an Officer or member of the Board of Directors or its equivalent position with another national DUI defense organization may serve concurrently as an Officer or Director of the Association.

iii. The Board of Directors shall determine the qualifications of an Executive Director hired by the Association.

iv. Prior to taking office, an Officer must have served at least one (1) year as a Director. The initial Directors and Officers listed above are exempt from this rule.

2(b). Assumption of Office.

The President-Elect shall assume the office of President upon the expiration of the term of the preceding President. The preceding President shall

become the President-Emeritus and hold that term for one (1) year.

In the event of the death of the President, or his or her resignation or removal from office, the President-Elect shall accede to the office of President, holding said office for the remainder of said term, and for the full succeeding term.

2(c). Duties of the President.

The President is the chief executive officer of the Association, and shall supervise and coordinate the activities of the Association and preside at its meetings. The President shall appoint the members of each committee and designate the respective chairs thereto. The President does not cast a vote during Board of Director meetings unless his/her vote is needed to break a tie. The President has a seat on the 5-member board of DUIDLA Justice Foundation or may designate another member of the Board to serve as his or her designee to the DUIDLAJF.

2(d). Duties of President-Elect.

The President-Elect shall assist the President and perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President, the President-Elect shall act as chief executive officer of the Association.

2(e). Duties of First Vice-President.

The First Vice-President shall assist the President and President-Elect and shall also perform such other duties as may be prescribed by the Board of Directors. In the absence of the President and President-Elect, the first Vice-President shall act as chief executive officer of the Association.

2(f). Duties of Second Vice-President.

The Second Vice-President shall assist the President, President-Elect and First Vice-President in the performance of their duties and perform such other duties as may be prescribed by the Board of Directors.

2(g). Duties of Treasurer.

The Treasurer shall serve as Chair of the Budget Committee, and oversee the financial affairs of the Association and the preparation of an annual budget and end of year report to be approved by the Board of Directors.

2(h). Duties of Parliamentarian.

The Parliamentarian of the Association shall attend meetings and assure that minutes of all meetings of the Association are kept and shall be charged with knowing the bylaws, protocols and voting procedures of the organization. Should any

questions arise, in general or during meetings, about the procedures to be followed the Parliamentarian shall advise the President who shall decide how to proceed unless 2/3rds of the Board vote otherwise.

The Parliamentarian shall also assist the Treasurer and shall also perform such other duties as may be prescribed by the Board of Directors. In the absence of the Treasurer, the Parliamentarian also shall act as Treasurer and Parliamentarian.

2(i). Duties of President-Emeritus.

The position of President-Emeritus shall be assumed by the outgoing President. The President-Emeritus shall be officer of the association and a voting member of the Executive Committee. His or her primary role shall act as advisor to the President and to aid the President in carrying out the duties of that office. If the President-Emeritus is or becomes unwilling or unable to serve in that position Executive Committee has the option of filling it by appointing a previous President-Emeritus to the position or leaving the position vacant until the current President ends his or her term of office and moves into that position.

2(j). Standing Committees

The incoming President will appoint the Chair (or if he/she so elects, Co-chairs) of each of the following Standing Committees with the exception of the Budget Committee of which the Treasurer shall serve as chair. Additional Standing Committees may become necessary and can be added with the majority vote of the Executive Committee. The President may create Ad Hoc Committees as the need may arise.

- i. Budget Committee - Treasurer is the Chair.
- ii. Affiliate Organization Committee - Chair appointed by incoming president for 1 year term.
- iii. Board Certification Committee – Chair appointed by incoming president for 1 year term:
 - a) Oversee DUIDLA board certification initiative,
 - b) Develop a board certification plan to present for approval to the Board of Directors,
 - c) Prepare the board certification plan to be presented to the American Bar Association for approval.

- iv. Technology Committee – Chair appointed by incoming president for 1 year term:
 - a) Act as liaison with the Webmaster,
 - b) Ensure the website is up to date,
 - c) Maintain and supervise the listserv.

- v. Outreach Committee – Chair appointed by incoming president for 1 year term:
 - a) Help enrich the organization through diversity initiatives and outreach to under-represented areas of the DUI defense bar,
 - b) Host a “Welcome” reception at DUIDLA seminars to welcome new attendees.

- v. Membership Committee – Chair appointed by incoming president for 1 year term:
 - a) Recommend or not recommend to the Board approval of applications for any class of membership.
 - b) Supervise the State Ambassador program,
 - c) Develop initiatives to build membership.

- vi. Seminar Committee – Chair appointed by incoming president for 1 year term:
 - a) Appoint Course Directors for DUIDLA seminars,
 - b) Oversee planning of DUIDLA seminars,
 - c) Make recommendations to the Board regarding approval of applications for co-sponsorship requests.

2(j). Executive Director.

- i. The Board of Directors may establish the position of Executive Director.
- ii. Duties of the Executive Director: The Executive Director shall be the custodian of the records of the Association. The Executive Director shall also perform all duties usually required of an Executive Director and such other duties as may be assigned by the President or the Board of Directors. The Executive Director will have a non-voting position on the Executive Committee.
- iii. Hiring: Subject to any advance determination of qualifications by the Board of Directors authorized as stated above, the Executive

Committee shall, on behalf of the association, select and hire the Executive Director and determine the terms of his/her employment, said terms to be consistent with Subsection (iv) below.

iv. Termination of Employment: At all times, the Executive Director shall be an at-will employee. The Association shall be authorized to terminate employment of the Executive Director by, and only by, one of the following two procedures:

- a. By Board of Directors: Conclusive vote on termination can be undertaken at either a regular quarterly or special meeting of the Board of Directors upon written request to the President by at least eight (8) members of the Board of Directors. Prior to said meeting, notice shall be given and shall include a statement that the agenda for that meeting will include a vote on termination of the Executive Director. Provided there is a quorum at said meeting, termination shall result if supported by a vote of two-thirds (2/3) of those present, or
- b. By Designated Officers: Conclusive vote on termination can be undertaken at a meeting requested for this purpose, at which the

officers of the Association designated in Sec. 1 of this article are eligible to vote. Said meeting must be requested by at least two (2) of the eligible voters with at least 72 hours advance notice to each other eligible voter, communicated either directly, in writing or by phone message. Attendance and vote may be either in person or by phone. Termination shall result if supported by vote of four (4) or more of those voting in said meeting.

Sec.3. Indemnification

3(a). Mandatory Indemnification.

The corporation shall indemnify a director or former director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a director of the corporation against reasonable expenses incurred by him or her in connection with the proceedings.

3(b). Permissible Indemnification.

The corporation shall indemnify a director or former director made a party to a proceeding because he or she is or was a director of the corporation, against liability incurred in the proceeding, if the determination to indemnify him or her has been

made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

3(c). Advance for Expenses.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such Action, suit or proceeding, as authorized by the board of directors in the specific case, upon receipt of (I) a written affirmation from the director, officer, employee or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (II) an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation in these Bylaws.

3(d). Indemnification of Officers, Agents and Employees.

An officer of the corporation who is not a director is entitled to mandatory indemnification under this article to the same extent as a director. The corporation may also indemnify and advance expenses to an employee or agent of the corporation who is not a director, consistent with New Jersey Law and public policy, provided that such

indemnification, and the scope of such indemnification, is set forth by the general or specific action of the board or by contract.

3(e). Director and Officer Insurance.

The corporation shall purchase a satisfactory insurance policy to directly reimburse directors for legal costs they incur which the nonprofit cannot or will not pay and shall obtain such policy that reimburses the nonprofit for the costs it incurs in indemnifying directors and officers.

Article VII - Demands for Money, Notes, Checks, Corporate Credit Cards and Investment Accounts

1(a). Authority

The authority to make / sign demands for money, notes, or checks or to use corporate credit cards and to access corporate investment accounts are specified below.

1(b). Demands for Money, Notes

All demands for money and notes of the DUIDLA shall be signed by the President after approval of the Board of Directors. All checks shall be signed by either the President or Executive Director or person

formally appointed by the Board to temporarily act as an Executive Director.

1(c). Checks

The President, Executive Director or person formally appointed by the Board to temporarily act as an Executive Director shall not have check writing authority or access to the bank accounts of the DUIDLA until such time as the Board of Directors passes a formal Corporate Resolution specifically authorizing that person by name and title to have such authority and access and the resolution shall specify the name of the financial institution and account that the person is being authorized to use or access.

The Corporate resolution may allow for use of a debit card associated with a particular account and/or may specify any limits on the authority of the person named in the resolution.

All expenditures by check for more than \$500.00 must be approved and documented as provided for in 5-9 below or they shall be deemed to have not been authorized by the DUIDLA unless such expenditures are later approved by a majority of the Board of Directors.

For any expenditure by check that less than \$500.00, documentation of the expenditure and the

purpose for the expenditure must be sent to the Treasurer within a period set by the Treasurer not to exceed 30 days from the expenditure.

1(d). Corporate Credit Card

The Board of Directors may pass a corporate resolution authorizing the issuance of a corporate credit card to President or Executive Director, however, neither shall have authority to use such credit card until such time as the Board of Directors passes a formal Corporate Resolution specifically authorizing that person by name and title to have such authority and the Resolution shall specify the name of the financial institution and account that the person is being authorized to use or access. The Corporate Resolution may specify any limits on the authority of the person named in the resolution.

All expenditures by corporate credit card for more than \$500.00 must be approved and documented as provided for in 5-9 below or they shall be deemed to have not been authorized by the DUIDLA unless such expenditures are later approved by a majority of the Board of Directors.

For any expenditure by corporate credit card that is less than \$500.00, documentation of the expenditure and the purpose for the expenditure must be sent to the Treasurer within a period set by the Treasurer not to exceed 30 days from the expenditure.

1(e). Investment Accounts

The Board of Directors may, vote to establish an investment account or accounts into which any excess funds or special funds may be deposited. This vote shall be by majority on a show of hands or roll call of a majority of the members present.

The President of the DUIDLA shall have authority over and sole access to such funds but shall take no action related to such funds without the approval of a Majority of the Board of Directors or a majority of the members of the Executive Committee where the Board of Directors has provided the Executive Committee that authority.

The President and Executive Director shall have the legal authority to deposit funds into such accounts or transfer funds into such accounts where the Board of Directors or Executive Committee has so authorized or directed. However, neither shall exercise such authority until such time as the Board of Directors passes a formal Corporate Resolution specifically authorizing that person by name and title to have such authority and the Resolution shall specify the name of the financial institution and account that the person is being authorized to use or access.

The Corporate Resolution may specify any limits on the authority of the person named in the resolution. All expenditure by corporate credit card must be

approved and documented as provided for below or they shall be deemed to have not been authorized by the DUIDLA unless expenditures are later approved by a majority of the Board of Directors.

2). Corporate Resolution

Any Corporate Resolution issued pursuant to this section shall be forwarded to the financial institution named in the resolution and shall also inform the institution of: 1) the date such authority may expire by virtue of the end of the President's term of office and/or 2) inform the financial institution that the President-Elect and Treasurer of the DUIDLA are authorized to contact the Institution and suspend or terminate such authority at any time. The President-Elect or Treasurer shall not exercise such authority except upon a majority vote of the Executive Committee or a Majority Vote of the Board of Directors.

3). Expenditures

All expenditures of corporate credit cards by check or use of debit card or corporate credit card for more than \$500.00 must be pre-approved and documented as provided for below or they shall be deemed to have not been authorized by the DUIDLA

unless such expenditure is later approved by a majority of the Board of Directors. All expenditures must be for purposes authorized by these bylaws or specifically authorized by that Board of Directors. In general the Executive Committee has the power to conduct the day to day business of the Association and may approve expenditures for such purposes.

4). Procedures for making payments or expenditures

When making payments or using a corporate credit card to make expenditures or pay debts on behalf of the DUIDLA when the amount of such payment or expenditure exceeds \$500.00 the President, Executive Director or acting Executive Director shall follow the procedures set forth in (5-9) below, which are designed to try to ensure that the Executive Committee is aware of the expenditures. The term "Requestor" as used below means either: the President, Executive Director, acting Executive Director or person authorized to act as Executive Director, who is requesting authority to write the check or use the debit or credit card.

5) Requesting authority

When requesting the authority use a check or a debit or credit card to make a payment the Requestor shall:

5(a) Send an email to the Treasurer, copied to all other members of the Executive Committee, requesting authorization to make a payment which shall include:

- the method of payment, e.g. check, electronic check, debit card or credit card,
- the purpose of the payment,
- the person or entity the payment will be payable to,
- the date upon which the check will be tendered or payment made,
- the amount if known and where the amount is unknown the request shall be to "make a payment not to exceed" a specified amount,
- If payment is to be made by check the check number to be used and/or,
- If payment is to be made by credit or debit card identification of the account / card to be used.

5(b) If the payment is to pay an outstanding invoice or bill, attach a copy thereof; if it is not to pay an outstanding bill or invoice, provide sufficient details and documentation as the Requester would provide if asking an Officer of the association to add a second signature to a corporate check.

5(c) Treasurer may create a form to be used for such requests and may specify any additional information that may be required or desired.

6. Approval of request

Prior to issuing the check or using the card the Requestor must receive back an email or emails approving the request by:

6(a) one member of the Executive Committee if the payment is for \$500.00 or more;

6(b) two members of the Executive Committee if the payment is for \$500.00 to \$5,000.00;

6(c) three members of the Executive Committee if the payment is for more than \$5,000.00.

7) Purpose for procedure

The above approvals above are meant to replace the need to have two signatures on DUIDLA's corporate checks and thus the executive committee member should only approve the request if he/or she

would be comfortable as the second signer to such a check.

8) Documentation of expenditures

If the request is approved as provided above the Requestor shall notify the Treasurer, via email, of the expenditure with 72 hours of the expenditure including the amount of the expenditure.

8(a). The Requestor is required to save each emailed request, including attachments, and the emailed approvals for such request.

8(b). The forgoing information shall be provided to the Treasurer after the expenditure. It is up to the Treasurer to decide how he or she desires the information to be submitted. Without such evidence of approval the expenditure shall be presumed to be unauthorized. The Requestor should keep copies for his / her own records.

9) Reconciling Bank Statements

The Treasurer shall reconcile the Bank Statements not less than every sixty (60) days.

Article VIII—Elections

Sec. 1. Elections for Officers and Directors.

1). Officers.

Beginning in 2016, and each year thereafter the Association shall elect all officers except President. The newly elected Officers will take office on the first day of January of the year following the election and the person holding the office of President-Elect at that time will assume the office of President. The person holding the office of President shall assume to office of President-Emeritus.

Officer elections will be held every year thereafter during the month of August as set forth below.

Sec. 2. Elections for Directors.

2(a) DUIDLA Directors

There shall be fifteen Directors on the Board of Directors. The original Directors shall be named to three (3) year terms. Beginning in 2017, the Directors shall be divided into three groups designated as Group A, Group B and Group C and each group shall be divided into five Seats.

Group A Seats 1, 2, 3, 4 and 5 shall become open and elections shall be held for those Seats in 2017.

Directors designated as being in Group B Seats 1, 2, 3, 4 and 5 shall serve an additional 1 year term beginning January 1, 2018 and their seats will become open and elections shall be held for those Seats in 2018.

Directors designated as being in Group C Seats 1, 2, 3, 4 and 5 shall serve an additional 2 year term beginning January 1, 2018 and their seats will become open and elections shall be held for those Seats in 2019.

The Nominating Committee provided for in these rules shall, by June 30th, 2017, determine which current Directors shall be in each group and seat with the caveat that Directors who will not have not served on the Board at least three years as of January 1, 2018 shall be placed in Group C.

Each year the Nominating Committee shall, on or before June 30th of that year, name five (5) qualified members as its Slate of Director Candidates. Other qualified members can run for a spot in one of the open seats by filing a Petition as provided for Article VIII Section 5. Such candidates shall not run for a specific seat but shall run to be one of the five Directors to take office on January 1 of the following year.

In the yearly elections to fill the five open seats each voting member of the DUIDLA shall mark a vote for up to five (5) candidates for Director. The five (5) candidates who get the most votes will, on January 1 of the following year, assume the seats which were up for elections. They will be designated as Seats 1, 2, 3, 4 and 5 based upon alphabetical order of their last names ascending from A.

2(b) DUIDLA Justice Foundation Trustees

The DUIDLA Justice Foundation has seven (7) members, six (6) elected Trustees plus the DUIDLA President or the President's Designee. The elected members of the DUIDLAJF serve staggered three year terms with two positions being open each year.

The Nominating Committee provided for in these rules shall, by June 30th of each year, select two General Members of the DUIDLA to constitute its Slate of nominated candidates for DUIDLAJF Trustee.

Other qualified General Members can run for a spot in one of the open seats by filing a Petition as provided for Article VIII Section 5. Such candidates shall not run for a specific seat but shall run to be one of the two DUIDLAJF Trustees to take office on January 1 of the following year.

In the yearly elections to fill the two (2) open seats each voting member of the DUIDLA shall mark a vote for up to two (2) candidates for JF Trustee. The two (2) candidates who get the most votes will, on January 1 of the following year, assume the seats which were up for elections and serve for three (3) years.

Sec. 3. Vacancies.

3(a) Vacancies on the Board

Vacancies on the DUIDLA Board will be filled as provided for in Article VI section 1(e). The appointee will be appointed to the Group and Seat that has become vacant and shall finish the term of the office remaining for that Seat.

3(b) Vacancies in Officer Positions

Should any of the Officer positions, other than President or President-Emeritus, become vacant, within 30 days of the vacancy the Board of Directors shall hold a special meeting to fill the vacancy. Any Board member can nominate a qualified candidate to fill the position. If more than one person is nominated for the vacant position the position shall be filled by the nominee who receives the most votes at the special meeting.

Sec. 4. Nominations Committee.

No later than June 1 of each year, the President shall appoint a Nominations Committee consisting of a four (4) voting members and all Officers. Past-Presidents, may be appointed to the committee but shall be non-voting members, except that the President-Emeritus, as an Officer, shall be a voting member. The President-Elect shall serve as Chair of the Nominations Committee. The Nominations Committee shall meet, and the members present shall select its nominee(s) for those positions in the Association, which are open for election or

reelection. The chair of the Nominations Committee shall report in writing, on or before June 30th, said nominee(s) for each such position to the President and the Board of Directors. Association members shall be given notice in writing of the nominee(s) for each such elective position on or before July 1. Such notice may be made by email or post to the DUIDLA Listserve and shall also advise the membership that any qualified member in good standing may seek election for the position as an Officer, other than President, or Director of the Association by following requisites of Article VIII Section 5 of the Bylaws.

Any disputed questions regarding an election shall be resolved the Board of Directors at a meeting to be called by the President within 30 days of the last day of the election period.

Sec. 5. Nominations.

A qualified member who desires election as an Officer or Director of the Association may file a petition to that effect. Such petition shall set forth the office sought and shall have attached to it the signed statements of 20 (twenty) members who believe the petitioner is qualified for such office or directorship and will perform the duties imposed by the office sought. Such petition shall not be required of those nominated by the committee under Section 2 of this article. Petitions for election to an office or directorship must be delivered to the President no

later than June 15th of the year the election is to be held.

Sec. 6. Voting Procedure.

The Nominations Committee, with the approval of the Board of Directors, shall establish the election method to be administered by the Secretary and President and President-Elect. The election may be administered by mailed written ballots or via an online election format approved by the Executive Committee. Elections shall take place every year during the fourteen (14) days immediately following the first Monday in August of that year and the election results shall be announced no later than September 15 of that year.

Article XI—State Ambassador Program

Sec. 1 Each incoming President will appoint State Ambassadors throughout the 50 states to serve 1-year terms. State Ambassadors serve at the will of the President.

Sec. 2 State Ambassadors help promote the Association within their own states, advance DUI-related education and encourage eligible attorneys to apply for scholarship funds to attend advanced training events.

Sec. 3 The number of State Ambassadors within each state is determined by the President. □

Sec. 4 State Ambassadors are encouraged to provide the names of potential seminar speakers to the Chair of the Seminar Committee.

Article XII—List serve

For valuable consideration and in exchange for being allowed to participate by reading or responding to posts on the Association's listserv, each member agrees to waive all claims against the Association and agrees to hold harmless and indemnify the Association in the case that the Association should be sued in any court of any jurisdiction or for any costs related to the investigation related to the member's participation, acts or inactions on or in relation to the Association's listserv.

Article XIII—Conflict of Interest and Ethical Standards

Section 1. Ethical Standards.

1(a) A director shall perform the duties of a director, including duties as a member of any committee of

the Board on which the director may serve, in good faith, in a manner such director believes to be in the best interest of this corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like situation would use under similar circumstances.

1(b) In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:

- i. One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;
- ii. Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or
- iii. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidences so long as in any such case, the director acts in good faith, after reasonable inquiry when the need therefore is indicated by the circumstances and

without knowledge that would cause such reliance to be unwarranted.

1(c) Except as provided in "Indemnification Section" herein, a person who performs the duties of a director in accordance with the above shall have no liability based upon any failure or alleged failure to discharge that person's obligations as a director, including, without limiting the generality of the foregoing, any actions or omissions which exceed or defeat a public or charitable purpose to which the corporation, or assets held by it, are dedicated.

Section 2. Conflict of Interest

The purpose of the conflict of interest policy is to protect the corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of one of its officers or directors, or that might otherwise result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable New Jersey state and federal laws governing conflict of interest applicable to nonprofit corporations and is not intended as an exclusive statement of responsibilities.

2(a) Definitions: Unless otherwise defined, the terms used in this section have the following meanings:

- i. “Interested Persons” - Any director, principal officer, or member of a committee with governing Board delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person.
- ii. “Financial Interest” - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
 - b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
 - c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing

Board or committee decides that a conflict of interest exists.

2(b) Procedures

- i. Duty To Disclose - In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors, who are considering the proposed transaction or arrangement.
- ii. Determining Whether A Conflict Of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the interested person shall leave the Board meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board members shall decide if a conflict of interest exists.

2(c). Procedure For Addressing The Conflict Of Interest

In the event that the Board determines that a proposed transaction or arrangement presents a conflict of interest, the Board shall take the following actions:

- i. An interested person may make a presentation at the Board meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- ii. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. It shall make its decision as to whether to enter into the transaction or arrangement in conformity with this determination.

2(e). Violations of the Conflict of Interest Policy

If the Board has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall inform the interested person of the basis for such belief and afford the interested person an opportunity to explain the alleged failure to disclose.

If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article XIX—Policies of the Corporation

Sec. 1. Pronouncement or Declaration of Policy.

No member of the Association shall officially make any pronouncement or declaration on a question of policy until it has been authorized by the Board of Directors except as provided in Section 2.

Sec. 2. Special Circumstances.

As a matter of discretion, when the President determines it necessary to make a pronouncement or declaration of policy, and where circumstances do not reasonably permit a meeting or poll of the Board of Directors, then after obtaining the consent of a

majority of the Executive Committee he or she may make said pronouncement or declaration.

Sec.3. Exempt Activities Limitation

Notwithstanding any other provision of these Bylaws, no director, officer, employee, member, or representative of this corporation shall take any action or carry on any activity by or on behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(6) of the Internal Revenue Code as it now exists or may be amended. No part of the net earnings of the corporation shall inure to the benefit or be distributable to any director, officer, member, or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Article XX—Dissolution

Upon the dissolution of the Association, the Board of Directors shall, after making provisions for the

payment of all liabilities of the Association, dispose of the assets of the Association exclusively for the purpose of the Association in such a manner, or to such organization or organizations organized and operated exclusively for the charitable, education, religious or scientific purposes as shall at the time qualify to exempt said organization or organizations under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of proper jurisdiction, exclusive for such purposes or such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purpose.

Article XXI—Choice of Law and Forum for Disputes

The litigation of any aspects covered directly or indirectly by these bylaws shall be litigated exclusively based upon the statutes and developed case law of the state of New Jersey. All litigation of any aspects covered directly or indirectly by these bylaws shall be litigated in Camden County, Superior Court of New Jersey, Chancery Part.

Article XXII—Amendment

These bylaws may be amended by 2/3 vote of the Officers and Directors at any semi-annual or special meeting.