DUI DEFENSE LAWYERS ASSOCIATION BYLAWS

Effective April 21, 2023

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

1(a) – General Member.

Any attorney who meets the qualifications outlined in Section 2 of this Article is eligible to be a General Member of the DUIDLA. The cost of the annual dues for General Members shall be set by the Board of Directors.

1(b) – Charter Member.

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).

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 Member.

A General Member is eligible to become a Sustaining Member by the payment of dues established for such membership. The cost of the dues for Sustaining Members shall be set by the Board of Directors.

1(d) – Founding Member.

A General Member is eligible to become a Founding Member by the payment of dues during the time period established for such membership, as set by the Board of Directions. Payment of the Founding Member dues as setforth shall be in lieu of the payment of annual dues.

1(e) – Law Student Member.

A law student who meets the qualifications outlined in Section 2 of this Article is eligible to become a Student Member in the Association. The annual dues for a Student Member shall be set by the Board of Directors, provided that the Board has the authority to waive dues for this category of membership.

1(f) – Affiliate Member.

A person who meets the qualifications in Section 2 of this Article is eligible to become an Affiliate Member in the Association. The Board of Directors shall establish the annual dues for this category of membership.

1(g) – Public Defender Member.

A public defender or public defender office who meets the qualifications as outlined in Section 2 of this Article is eligible to become a Public Defender Member of the Association. The Board of Directors is authorized to establish the annual dues for individual Public Defender Members. The Board is also 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 Member.

A paralegal that meets the qualifications of Section 2 of this Article is eligible to become a Paralegal Member of this Association. The annual dues for this category of membership shall be determined by the Board of Directors.

1(i) – Affiliate Organization Membership.

Subject to Board approval and eligibility as outlined in section 2 of this Article, allied organizations (such as state-based DUI defender organizations) may join as an affiliate organization. The specific terms and conditions of any such affiliate organization membership shall be determined by the Executive Committee, with the approval of the Board of Directors.

An application to join as an affiliate member shall be made to the Executive Director, who shall follow up with a formal application which shall be referred to the Board for approval.

1(j) – Retired Member

A lawyer that meets the qualifications for retired membership as outlined in section 2 of this Article may become a Retired Member

Section 2. Qualifications for Membership

2(a) – General Membership

An attorney is eligible for General Membership in the Organization if all the following apply:

- The attorney is actively engaged in the practice of DUI Defense.
- The attorney is of professional competence, integrity, and good moral character.
- The attorney is endorsed by at least one General Member, Charter Member, Sustaining Member, or Founding Member of the Organization.

2(b) – Law Student Member

A law student is eligible for Law Student Membership if all of the following apply:

- The Law Student is enrolled, at least part time, at any accredited school of law in the United States or Canada.
- The student is of good moral character.

A person is eligible for Law School membership for a maximum of 5 years.

2(c) – Affiliate Membership

A person is eligible to become an Affiliate Member if all of the following apply:

- The person is active in as field, which contributes regularly to the defense of DUI related cases.
- The person is of professional competence, integrity, and good moral character.
- The person is endorsed by at least one General Member, Charter Member, Sustaining Member, or Founding Member of the Organization.

2(d) – Public Defender Membership

A person is eligible for public defender membership if all of the following apply:

- The person is a full-time member of a federal, state, or local public defender organization which is actively engaged in the defense of criminal cases.
- The public defender is of professional competence, integrity, and good moral character.
- The public defender is endorsed by at least one General Member, Charter Member, Sustaining Member, or Founding Member of the Organization.

2(e) – Paralegal Membership

A paralegal is eligible for paralegal membership if all of the following apply:

- The paralegal works in a firm that contains a member, charter member, founding member, or sustaining member in good standing with the Association.
- The paralegal is of professional competence, integrity,

and good moral character.
- The Member for whom the paralegal works continues to remain a Member in good standing.

2(f) – Affiliate Organizations

The Board of Directors may approve an organization to become an Affiliate Association if the organization:

- Is a voluntary bar association.
- 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 would not be eligible to become Members of this Association.

Section 3 – Application for Membership

3(a) All applications for membership shall be on a form prescribed by the Board of Directors. The form shall include a section for the Applicant to briefly summarize the nature of the Applicant's practice and how he or she is actively engaged in the practice of DUI Defense or is otherwise eligible for membership.

3(b) All applications to join the Association shall be sent to the Executive Director for review for eligibility for membership.

3(c) If the Executive Director reviews the application and determines that the Applicant is eligible for membership, then the application shall be approved.

3(d) If there are any questions about the applicant's eligibility for membership, the Executive Director may refer the application for further investigation by the Executive Committee.

3(e) The Executive Committee shall promptly convene to review the application and vote on whether to approve or deny the application. A majority vote of the Executive Committee shall be required to approve the application, and the decision of the Executive Committee is final and may not be appealed.

3(f) When determining whether a person is "actively engaged in the practice of DUI 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 DUI cases that the person handles, but also on the frequency and thoroughness of DUI litigation including contested motion hearings, trials, or appeals. A person can be actively engaged in the practice of

DUI defense even if the person does not devote 50% or more of the person's professional time to DUI Defense so long as the DUI Defense is a significant factor in the person's professional practice.

3(g) Any attorney who does not meet the eligibility factors for membership as outlined in Article 3, Section 2(a) may petition for a waiver of a specific requirement. Such petition shall be in writing detailing the request and the reasoning for the request. Upon receipt of the petition, the Board of Directors shall promptly convene to consider the request. The Board may approve the waiver with a two-thirds majority vote of Board Members present and voting.

3(e) The DUI Defense Lawyers Association shall not discriminate against any individual in membership, leadership, employment, program participation, or other activities of the Association on the basis of race, color, religion, creed, national origin, ancestry, sex, gender, gender identity or expression, sexual orientation, age, disability, marital status, veteran status, genetic information, or any other classification protected by applicable law. The Association is committed to fostering an inclusive and respectful environment for all.

Section 4 – Resignation and Revocation of Membership

4(a) 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 remained of the term of membership.

4(b) Continuing Duty of Eligibility for Membership

All Members of the Association have a continuing duty to maintain eligibility for membership as outlined in Art. III, Section 2. 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 3 of this Article.

4(c) Eligibility Investigations

The President and Executive Director shall take every reasonable effort to ensure that only eligible persons become and remain Members of the Association. If any information becomes known to a Member of the Executive Committee or Board of Directors that a Member may no longer be eligible for Membership, the President or President's designee shall cause the matter to be investigated by the Membership Committee following the procedures outlined in Art. III, Section 3.

4(d) Standards of Membership

All classes of Members, at all times, are expected to comport themselves professionally and personally in keeping with the best interests of justice, respect, collegiality, synergy promotion, honesty, candor, good-will and anti-discrimination. Failure to comport with these principles may result in revocation of membership as outlined below.

4(e) Revocation of Membership.

1. Complaint

Any Member of the Association may file a written request to revoke the membership of another DUIDLA Member. This request, herein referred to as the "complaint", shall be made to the Parliamentarian or Executive Director if the complaint seeks to revoke the Parliamentarian's membership. Such complaint shall be in writing and must include the details of the incident and/or perceived grounds for revocation of membership, and/or any admissions made by the member in question related thereto. The person filing the complaint must include detailed information about the sources used and any collateral sources relied upon, in order to enable verification of the information.

Once a compliant is filed, the complaining member agrees to keep the matter strictly confidential and not discuss the nature or facts of the complaint with any other DUIDLA member while the complaint is under review.

2. Parliamentarian Preliminary Review

Upon receipt of the complaint, the Parliamentarian shall, within 14 days, conduct a preliminary review of the complaint to ensure it is valid. In conducting the preliminary review, the Parliamentarian shall determine whether the request is:

- Substantive,
- Contains adequate details/facts to state a claim, and
- Complies with the procedure outlined herein.

If the Parliamentarian determines that the complaint meets those factors, the complaint shall be formalized and referred to the Executive Committee as outlined below.

If the complaint is dismissed for procedural deficiencies, the complaining member will have one opportunity to cure the defect in the complaint and resubmit it.

The Parliamentarian shall prepare a report outlining the initial review under this section and transmit it to the Executive Committee within 14 days.

3. Executive Committee Initial Review

Any complaint formally referred to the Executive Committee under the procedure outlined above shall be reviewed by the Committee. The Executive Committee shall deliberate the complaint based solely upon the evidence presented in the complaint. The sole

determination to be made by the Executive Committee at this point is whether the allegations in the complaint, unresponded to, appear sufficient in both content and credibility to merit revocation of the Member's membership status. Investigations by DUIDLA of a complaint at this stage will not go beyond (1) the information presented in the complaint and any accompanying documents, and (2) any relevant information otherwise available publicly (such as publications, police, or court records). Based upon the submitted documents and evidence, the Executive Committee will decide, by majority vote, whether to proceed with the revocation procedure or dismiss the complaint. The Executive Committee's decision on this matter is final and not subject to appeal.

4. Executive Committee Formal Review

If the Executive Committee proceeds with the revocation procedure, the Member that is the subject of the complaint will be notified of the request for revocation confidentially in writing. The Member will be offered the option to resign their membership status. The Committee will define a reasonable timeline for the components of procedure set forth in this paragraph. If the Member chooses not to resign, the Member will be invited to respond in writing to the complaint, and if desired, to make an oral presentation to the Executive Committee, which will ordinarily occur via telephone or video conference. Such conference will not include any representatives of the Member, and will be limited in time and scope per the direction of the

Committee. If the Member seeks to have witnesses provide evidence or information on his/her behalf, that evidence/information must be provided in written and signed form to the Executive Committee by those witnesses by the deadline set for response.

5. Executive Committee Deliberation and Vote

After the deadline for response has passed, the Committee will consider the original complaint, the Member's responses, if any, and may also consider any other pertinent information of public or official record. The Committee will not conduct any investigation outside of (1) the information presented in the complaint and any accompanying documents, (2) any responsive information and presentation supplied by the Member pursuant to paragraph 4 of this procedure, and (3) any relevant information otherwise available publicly (such as publications, police or court records). The Committee will then meet in closed session to discuss and vote on a motion of revocation. A 2/3 majority vote of the Executive Committee is required for this motion to pass. The decision of the Committee is final and not subject to appeal.

6. Recusal

If the Member subject to the complaint is an Executive Committee member, then that person may not participate in any discussions or meetings on the matter and must recuse from all involvement in the determination of matters setforth herein.

7. Final Report

After the final decision is made, the Committee will provide a summary report to the Board at the next in-person Board Meeting. The report will indicate if the motion passed or not, but neither the vote tally nor the decisions of individual members of the Committee will be included. Within 30 days of the decision, the Executive Director will share this report with the Member under review and the member who submitted the complaint.

If the Executive Director, in consultation with the Committee, determines there should be an announcement or publication of the decision to revoke membership status, the background factors or bases for the revocation may be included in the announcement.

8. Reconsideration

After a Member's status has been revoked or a Member has resigned under these revocation procedures, should significant, material new evidence come to light that would call into question the conclusion to revoke membership status, the Member may request reinstatement. Such petition shall initially be made to the parliamentarian who shall conduct an initial review of the petition as outlined in paragraph 2 of this section. The process and procedure for reinstatement will be substantively equivalent to the procedure to revoke membership status, and any vote to reconsider the revocation of membership requires a 2/3 vote of the Executive Committee.

9. Eligibility for Reinstatement of Membership

Any member who resigned or whose membership was revoked under this section may apply to reinstatement to the Organization no earlier than one year after the date of resignation or revocation. Such request shall be referred to the Board of Directors at the next regularly scheduled in-person Board Meeting. A ¾ vote of the Board is required to reinstate the person to membership.

Section 5 – Lack of Ownership.

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

Section 6 – Advertising and Marketing of Membership Categories.

The Board of Directors shall establish a policy governing the 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, or removal from the organization. Persistent infringements of this policy are grounds for revocation of membership as outlined in section 4 above. 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 – OFFICERS OF THE ASSOCIATION

Section 1 – Officers

The Officers of the Association shall consist of a President-Emeritus, a President, a President-Elect, three Vice Presidents, and a Parliamentarian.

Section 2 – Qualifications

Any candidate for an Officer Position must have the following qualifications:

- Be a Member of the Board of Directors for at least one year.
- Be a Member in good standing with the Association.
- Not be serving as an Officer or Member of the Board of Directors or its equivalent position with another national DUI defense organization.

Section 3 – 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 have all other duties as specified in these bylaws.

The President does not cast a vote during Board of Director meetings unless his/her vote is needed to break a tie.

Section 4 – President-Elect

The President-Elect shall assist the President and perform such other duties as may be prescribed by the President or Executive Committee. As provided for by Section 11 of this Article, the President-Elect shall act as chief executive officer of the Association in the absence of the President.

The President-Elect shall supervise all Committees of the Association and shall ensure preparation for an orderly transfer of power.

On or before December 15 of a given year, the President-Elect shall transmit to the President an organizational document for his or her term of office. The organizational document shall assign all duties of the Association and shall include all appointments the President is obligated to make under these bylaws, as well as any additional delegations of the authority that are permissible under these bylaws.

In completing the organizational document, the President-Elect shall consult with the current President and President Emeritus for advice.

Section 5 – Vice Presidents

There shall be three Vice Presidents of the Association.

Upon assumption to office, the President will designate each of the Vice Presidents with one of the following roles:

1. Vice President for Finance

The Vice President for Finance shall serve as or supervise an appointed Financial Director. If someone is appointed as Financial Director they must be a current member of the Board. As specified in Article X, the Financial Director shall coordinate all financial matters with the Executive Director and assist with any financial matters as requested by the Executive Director.

2. Vice President for Training, Education, and Advancement

The Vice President of Training, Education, and Advancement shall have primary responsibility to oversee all educational and training sessions sponsored by the Association, including the semi-annual seminars. This Vice President shall oversee the CLE, Board Certification, and Amicus standing committees.

3. Vice President for Member Affairs

The Vice President of Member Affairs shall have primary responsibility to oversee membership relations and affairs. These primary responsibilities include support for

membership renewal and expansion and any questions about eligibility of members. This Vice President shall oversee the Membership and Awards Committees.

Section 6 – 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 or the Chair of the meeting about the proper procedure to be followed. The decision of the Chair may be appealed to the membership of the meeting, but a 2/3 majority is required to overrule the decision of the Chair.

The Parliamentarian further shall be responsible for maintaining a current account of all officers, Board members, and bylaws and shall ensure that the website accurately reflects those positions. Additionally, the Parliamentarian must maintain an accurate recording of all resolutions made by the Board. All resolutions shall be numbered in a manner that indicates the date such resolution was approved.

Section 7 – President Emeritus

The position of President-Emeritus shall be assumed by

the outgoing President. The President-Emeritus shall be an officer of the association and a voting member of the Executive Committee. His or her primary role shall be to act as an 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, the 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.

Section 8 – Term of Office

All officers of the organization shall serve a single, one-year term in office commencing at 12:01AM on January 1 of any given year and expiring at 11:59PM of December 31 of the same calendar year. Upon extraordinary circumstances, the Board of Directors may, by ¾ vote, extend any officer's term of office to a date certain, not to exceed one additional year.

Section 9 – Consecutive Terms Permitted

Nothing in these bylaws should be construed as limiting the election or appointment of any officer to consecutive terms in any office.

Section 10 – Removal of Officers

Any officer of the Association may be removed from office for good cause shown, as determined by the Board of Directors. A Member of the Board of Directors may make a motion to remove an officer by written motion setting forth the reasons that justify removal. Such motion shall be made to the President, unless the President is the subject of the motion for removal, in which case the motion shall be made to the President-Elect. No motion to remove an officer shall be considered unless it has the support of at least eight (8) members of the Board.

Upon receipt of a motion for removal with the requisite support, the President (or President-Elect) shall call a Special Board Meeting no sooner than seven (7) days and no later than thirty (30) days from receipt of the motion. During this meeting, both the movant and the respondent of the motion will have the right to address the Board, and this portion of the meeting shall be open to all members of the Association. After the movant and respondent have addressed the Board, the Board will deliberate in executive session chaired by the President (or President-Elect, in the case the President is the subject of the removal motion.) The chair may make reasonable limits on the manner and length of the debate but shall allow all voting Board members a minimum of one opportunity to speak. A 3/4 vote of all members present and voting is required to remove the member from office. Such a vote shall be by secret ballot.

Section 11 – Unavailability of Officers

In the event that any officer is unavailable to discharge the duties of their office for a period exceeding seven (7) consecutive days, that officer should notify the President (or President-Elect in the case of the President's unavailability) of such fact. The President shall then appoint any other officer or Board Member to temporarily take over the duties of that office in a temporary manner until the officer is again available to discharge the duties of his or her office.

In the event the officer is unable or unwilling to declare themselves unavailable to discharge the duties of the office, any member of the Executive Committee may move to declare the office temporarily vacant. Such motion requires a 2/3 majority of the Executive Committee to adopt, excluding the member who is allegedly unavailable. In that case, the President shall appoint a temporary acting replacement until the unavailable officer is again available to discharge the duties of office. If any dispute arises over the availability of the officer to serve, the Executive Committee shall decide that question with a 2/3 majority required to declare the officer unavailable, excluding the allegedly unavailable officer.

In cases where the President is unavailable, the President-Elect shall assume the acting Presidency until the President is again available under this section.

Section 12 – Vacancies

12(a) Inferior Offices

Upon the death, resignation, or removal from office of any officer except the office of President or President Elect, a vacancy in an inferior office is present. The vacancy may be filled as follows:

1. The Executive Committee may choose not to fill the vacancy.

2. If the vacancy occurs in the office of Vice President, the President may ask the Parliamentarian to assume the role of Acting Vice President. If the Parliamentarian accepts the appointment, that person becomes Acting Vice President and the office of the Parliamentarian becomes vacant and may be filled as provided in this section.

3. If the vacancy occurs in the office of Parliamentarian, the President may nominate a replacement officer for the Parliamentarian. Such nomination shall be approved by a 2/3 vote of the Executive Committee and shall serve out the balance of the term of the Parliamentarian.

12(b) – Vacancy in the Office of President

Upon the death, resignation, or removal from office of the President, the President-Elect shall immediately assume the duties of the office of President and shall serve out the

remaining term of the previous President, as well as his or her full one-year term.

12(c) – Vacancy in the Office of President-Elect

Upon the death, resignation, or removal from office of the President-Elect, a new special election shall be held. The previous nominating committee shall be reconvened within thirty (30) days to recommend a new candidate for President-Elect. Upon publication of the nominating committee's recommendation, any Member may petition to be a candidate for president elect in the same manner as specified in Article VII, Section 3, provided that the petition will be due within 7 days of the date of the publication of the nominating committee's recommendation. If there is a contested election for President-Elect under this section, the President will schedule a vote within 30 days of the date of the announcement of the contested election. Such a vote will be held under the same rules for a contested election as specified in Article VII.

ARTICLE V – BOARD OF DIRECTORS

Section 1 – Power and Duties

The Board of Directors of the Association shall manage and direct the business of the Association. Except in cases where these bylaws specifically give authority to other

officers or bodies of the Association, the Board of Directors may engage in any and all business of the Association in accord with all Federal, State, and Local Laws. Other than contracts related to seminars, Board of Directors approval is required for approval of any other contract agreed to by the DUIDLA.

Any formal action taken by the Board of Directors shall be called a "resolution". All resolutions of the Board must be in writing or transcribed verbatim by the Parliamentarian if made orally.

Section 2 – Composition

The voting members of the Board shall be composed of the following members:

1. The seven (7) officers of the Association as specified in Article IV.

2. All Past Presidents of the Association

3. Pursuant to Article VII of these bylaws, fifteen (15) elected members.

Section 3 – Eligibility

Only General, Charter, Sustaining, and Founding Members who are current with their dues and are in good standing with the Association are eligible to be on the Board of

Directors. Members must have been active in the Association for a minimum of three years prior to being eligible to be on the Board.

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

Section 4 – Board Meetings

4(a) Board Meeting Policy

The Board shall hold meetings from time to time to conduct the business of the Board. Unless otherwise specified in these bylaws, all Board meetings are open to all membership.

The President may call a special membership meeting at any time for any specified purpose.

4(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 President, and notice shall be given of that meeting at least 30 days in advance of the meeting. The agenda of these meetings shall be fixed by the President, provided that the agenda include time set aside for any Board Member to

bring new business before the Board.

Any member wishing to address the board or bring business to the Board shall notify the President, via email, at least 7 days in advance of the Board Meeting to reserve time on the agenda. The President has the sole discretion about whether to make any additions to the agenda. Unless the Board, by majority vote, proceeds into executive session for a specified agenda topic, all semi-annual board meetings are also general membership meetings and shall be open to all members.

4(c) Special Board Meetings

The President may call a special Board Meeting for any necessary reason by providing the Board a notice of the special Board Meeting as soon as practicable, but not sooner than three (3) days after issuing the notice of a special meeting. The Executive Committee may waive the three-day notice requirement in cases of exigency. The agenda at a special Board Meeting is to be set by the President. A special Board Meeting under this section may be in person or via video conferencing at the discretion of the President. Special Board meetings are open only to members of the Board unless otherwise specified by the President.

4(d) Special Board Meetings Called by the Board

A special Board Meeting may also be called by either of the

following:

1. A majority of all voting members of the Board;

2. Eight (8) of the fifteen elected members of the Board; or

3. A majority of past presidents on the Board.

A request for a special Board Meeting shall be made in writing to the President along with the names of the persons requesting the special board meeting. The request for a special meeting shall contain the topics to be discussed at the meeting and a proposed time and date of the Board Meeting. The President shall schedule the Board Meeting at the time and date requested, so long as the proposed time and date is not manifestly unreasonable. If the time and date proposed is manifestly unreasonable, the President shall schedule the special Board Meeting at a time and date calculated to garner the maximum attendance of the Board as close in time to the original proposal as reasonable. Special Board Meetings under this section shall be by videoconference. Special Board Meetings under this section are open only to voting members of the Board unless otherwise requested by the Board.

4(e) Quorum

A quorum is present for a Board Meeting when the both of the following conditions are satisfied:

1. There are at least eight elected members of the Board present; and

2. There is a majority of the officers of the Association present, or the President and at least two other officers present.

For purposes of this section, a person is present if they are either physically present or participating via videoconference. Once a quorum is reached, there is a deemed quorum until the meeting is adjourned.

4(f) Voting

Unless otherwise specified by these bylaws, the Board of Directors may take any action by majority vote. “Majority vote” is defined as greater than half of all members present and voting. The President shall have no vote on the Board unless needed to break a tie or is the deciding vote in establishing a higher majority. A member must be present in order to vote at any board meeting, either in person or via videoconference.

4(g) Meeting Procedure

Each meeting shall be commenced by the President or President-Elect in the President’s absence calling the meeting to order. The first order of business in every meeting shall be the call of the roll to determine whether there is a quorum present.

The President shall chair all meetings and may place any reasonable time or manner limitations on the meeting as the President, in his or her sole discretion, believes is appropriate.

The meetings shall be run in accordance with the most recent edition of Robert's Rules of Order. Any questions of procedure are to be directed to the Parliamentarian for determination. In the case of any dispute over the rules, the Parliamentarian shall recommend a ruling to the President. Any recommendation of the Parliamentarian which is adopted by the President may only be overturned by a 2/3 vote of the Board.

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.

Section 5 – Removal and Absences

A Board Member may be removed for good cause shown, as determined by the Board of Directors, upon the approval of 3/4 of the Board.

All officers and elected members of the Board of Directors are expected to personally 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, if such absence request is made in writing prior to the Seminar. Such request shall be made to the President.

Any unexcused absence, or two consecutive absences whether excused or not, renders that Board seat presumptively vacated. The President, in his or her sole discretion, may declare that Board Seat vacant after consultation with the absent member. If the seat is declared vacant, the absent member may appeal that decision to the Board, requesting reinstatement for good cause shown. The Board may reinstate the person by majority vote. Such a vote shall be held by secret ballot.

Section 6 – Vacancies

A vacancy of an elected seat 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 Executive Committee. The President shall appoint a member for a vacant seat within thirty days of the seat becoming vacant, and the nominated replacement shall serve out the remainder of the term of office of the vacated seat.

ARTICLE VI – EXECUTIVE COMMITTEE

Section 1 – Composition

The Executive Committee voting membership shall consist of the President Emeritus, President, President-Elect, the three Vice Presidents, and the Parliamentarian.

The Executive Director is a non-voting member of the Executive Committee.

All past presidents shall be non-voting, *ex officio* members of the Executive Committee.

Section 2 – Duties and Authority

The Executive Committee shall run the day-to-day business of the Organization in consultation with the Executive Director. Subject to Section 3 of this Article, the Executive Committee has authority to carry out all actions specified in these bylaws and any additional authority grated to it by the Board.

Section 3 – Extraordinary Authority

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 determines that the matter is urgent and cannot be delayed until the next Board Meeting. 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.

Section 4 – Meetings

The President or any three members of the Executive Committee may call a meeting with a minimum of 24-hour notice, unless a different timeline is specified by these bylaws. The President, or in his or her absence the President-Elect, shall chair the meeting.

Section 5 – Quorum

Five (5) members of the Executive Committee are required for a quorum, except that a quorum cannot be established in the absence of both the President and President-Elect. Once a quorum is established, it remains for the remained of the meeting prior to adjournment.

ARTICLE VII – NOMINATIONS AND ELECTIONS

Section 1 – Elective Offices

Offices that shall be filled by election are:

- President-Elect
- Three (3) Vice Presidents
- Parliamentarian
- Five (5) Group A Board Members
- Five (5) Group B Board Members
- Five (5) Group C Board Members

Section 2 – Term of Office of Board Members

All elected Board Members serve three-year terms.

Group A Board Members' term expires Dec. 31, 2023

Group B Board Members' term expires Dec. 31, 2024

Group C Board Members' term expires Dec. 31, 2025

Section 3 – Nominating Committee

3(a) Composition and Vacancies

The Nominating Committee shall consist of three voting members and one non-voting member. The voting members are the President, President-Emeritus, and the President-Elect. The Executive Director shall be a non-voting member of the committee.

In the case of the unavailability or unwillingness for any specified member to serve on the nominating committee, the President, or if the President is unavailable or unwilling, the President-Elect, may appoint any Past President as a replacement member on the Committee.

3(b) Duties

The Nominating Committee shall be assigned the task of recommending candidates to all offices that are scheduled to become vacant at the end of the calendar year. This includes five (5) Board seats and the offices of Parliamentarian, the three (3) Vice Presidents, and the President-Elect.

3(c) Meetings

The President may call a meeting of the Nominating Committee at any time with notice of at least three days. All three voting members are required to establish a quorum.

3(d) Nominating Procedure

In order to nominate a candidate for office, that candidate must receive an absolute majority in favor (two votes) from the Committee. Nominations must be made and transmitted to the Executive Director no later than October 1 of any year.

3(e) Nomination by Petition

The President or Executive Director shall cause the names of the nominated candidates to be distributed to the general membership no later than Oct. 15 of any year. Any eligible member in good standing who is not nominated for office may choose to run for any office upon the filing of a petition. Such petition will contain the name of the person, the office for which the person is running, and the names of no less than fifty (50) members who believe the member is qualified for such office.

The petition shall be transmitted to the President and Executive Director not later than October 31 of any given year. The President and Executive Director shall verify the petition meets the standards outlined herein. If the petition is valid, then the President or Executive Director shall certify that person as a candidate for office and schedule a contested election.

3(f) Non-Contested Election

If no valid petition for an office is received by the deadline, the candidates recommended by the nominating committee for each uncontested office shall be deemed elected as of November 1 of any given year.

3(g) Contested Election

If there is a contested election for any office, an election shall be scheduled by the President. Such election shall happen no earlier than November 15 and no later than November 30 of any year.

All members in good standing, except affiliate, law school, paralegal, and student members are entitled to vote in a contested election.

All contested elections shall be held by secret ballot. The Executive Committee, by majority vote, may promulgate any additional rules for a contested election that do not conflict with these bylaws, so long as those rules are disseminated to all members by November 14 of a given year.

The Executive Director shall create the official ballot for any contested election. The President or Executive Director shall take care to ensure that the voting is done by reliable, accessible means including electronic voting.

For purposes of this section, a contested election means that there are six or more candidates for the five Board Seats. In cases of contested elections for the Board, all members will be instructed to vote for five (5) members of the board and the top five vote-getters shall be elected.

3(f) Campaigning

In the case of a contested election, the use of the DUIDLA

list serve by any person to advocate for or against any candidate is prohibited. Subject to the collegiality requirements in division (g) of this article, each candidate for the contested office shall be given a reasonable and equal opportunity to communicate their positions, written or by video, to the membership by means of the list serve, website, or direct email to membership prior to the election. The nature of that opportunity shall be at the discretion of the President.

3(g) Conduct During Contested Elections

The Association is a collegial organization of DUI lawyers designed to advance the quality of DUI representation and education throughout the nation. As such, it is incumbent on all members to always act with collegiality and respect towards all other members. Public disparagement of any other member in connection with any contested election is prohibited.

3(h) Campaign Violations

During a contested election, a campaign violations committee shall be established, consisting of the President Emeritus, the President, and the President-Elect.

In the event that a violation of any procedure regulating a contested election is alleged, or sua sponte, the campaign violations committee shall promptly meet to investigate and consider the alleged violation. In conducting the

investigation, the committee may, but need not, collect evidence and invite any witnesses to appear before the Committee. The committee shall allow the accused violator an opportunity to present evidence in written format subject to any deadlines imposed by the committee.

If the committee, by majority vote, finds that a violation occurred, the committee shall issue a public reprimand identifying and condemning the violation. The committee may, in its discretion, also suspend the candidate or any other member from the list serve for the duration of the election. The decision of the committee under this paragraph is final.

In the case of persistent and willful violations of this division, the 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 stripped from the ballot under this paragraph, the member 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 during the next year.

In the event that the Board timely convenes but is unable to meet prior to the election, the Board may still take any action that was authorized under this section. A vote to strip a candidate from the ballot that occurs after the election

shall be construed as a motion to revoke the election of the candidate, if such candidate was the winner of the election.

ARTICLE VIII – COMMITTEES

Section 1 – Standing Committees

Except as otherwise provided in these bylaws, there shall exist the following standing committees of the Association:

1. CLE Committee
2. Amicus Committee
3. Board Certification Committee
4. Awards Committee
5. Membership Committee

Section 2 – Ad Hoc Committees

The President may, at any time, establish one or more 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 renewed by the incoming President.

Section 3 – Committee Composition

The President shall appoint the Chair(s) of each of the Standing Committees. The Chair(s) must be a Board

Member or Executive Committee Member.

The Chair of the Committee shall select between 2 and 6 additional members to serve on the Committee, provided that the Committee shall always have an odd number of members. Any member in good standing may be appointed to a committee.

Section 4 – CLE Committee

The President shall appoint, with consultation with the CLE Chair(s), Course Directors for DUIDLA seminars. The CLE Committee shall oversee planning of all DUIDLA seminars, and consult with the Board and Executive Committee on all business related to the Seminars.

Section 5 – Amicus Committee

The Amicus Committee shall be responsible for evaluating and reviewing requests for the DUIDLA to participate in *amicus* briefing before any State or Federal Court on behalf of the Organization. The Committee may recommend approval of any amicus effort to the Executive Committee, who may approve such request by majority vote.

The Executive Committee may approve any expenditure related to amicus briefing in the amount of $5000 or less. Board approval is required for any expenditure greater than $5000.

Section 6 – Board Certification Committee

The Board Certification committee shall oversee the Board Certification process, including written documents governing eligibility, review of eligibility by applicants, preparation, administration, and grading of the exam, and all other tasks associated with the Board Certification process.

Any changes to the written standards for eligibility to the exam must be approved by the Board of Directors.

Section 7 – Awards Committee

The Awards committee shall be tasked with evaluating and selecting any recipient of an award authorized by the DUIDLA.

Section 8 – Membership Committee

The Membership committee shall review and recommend categories of memberships and the rate of dues for all classes of membership to the Board. If such program is authorized by the board, the Committee shall also supervise the State Ambassador program and develop initiatives to build and maintain membership.

In cases of disputes as to eligibility of membership, the committee shall investigate a person's eligibility for membership and make recommendations as outlined in

Article II of these bylaws.

ARTICLE IX – EXECUTIVE DIRECTOR

Section 1 – Authority

The Board of Directors may establish the position of Executive Director of the Association. The Board may further determine the minimum qualifications required of the Executive Director.

Section 2 – Duties

The Executive Director shall be the custodian of records for the Association. The Executive Director shall perform all duties usually required of an executive director and any other such duties as may be assigned by the President or the Board of Directors.

Section 3 – Hiring

The Executive Committee is authorized, on behalf of the Association, to select and hire any qualified candidate for the position of Executive Director. The Executive Committee may also determine the terms and conditions of his or her employment, so long as those terms and conditions do not conflict with any provision of these bylaws.

Section 4 – Nature of Employment

At all times, the Executive Director shall be an at-will employee and subject to termination as outlined in section 5 or 6.

Section 5 – Termination of Employment by Executive Committee

Upon motion of any two officers of the organization, the voting members of the Executive Committee shall meet, with a minimum 72-hour notice, to determine the matter of termination of employment of the Executive Director. An absolute majority (four votes) is required to terminate the Executive Director.

Section 6 – Termination of Employment by Board

Upon the written request of at least eight (8) members of the Board of Directors, the President shall convene a Board of Directors meeting to consider the termination of the Executive Director. Unless a special meeting for this purpose is called pursuant to Article V, Section 4, the meeting shall occur at the next regularly scheduled semi-annual meeting. The agenda for that meeting must conspicuously announce that a binding vote on the termination of the Executive Director shall occur at that meeting. A 2/3 majority of the Board is required to terminate the Executive Director.

ARTICLE X —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 for all categories of Membership.

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. Expenditures

4(a) Limitations on Expenditures

No Association funds may be used to cover the cost of travel, hotel, or entertainment for any Officer or Director of the organization except as provided in section 4(b) of this Article.

4(b) Approved Expenditures

The Association may cover hotel or travel expenses for an Officer or Director who is a speaker at a seminar at the same rate and under the same terms as other speaker. The Association may also cover hotel and travel for staff and Course Directors. The Executive Committee may also approve reasonable travel and hotel expenses for the President at both semi-annual seminars. The Finance Director may also approve expenditures to cover the costs associated with holding a Board Meeting and a reasonable sum for food at such meeting.

Section 5 Finance Director – Approval of Expenditures

The Vice President for Financial Matters shall also hold the role of Finance Director. Any expenditure in excess of $500 shall be approved by either the Finance Director or the Executive Director. Any extraordinary expenditure not routinely incurred in the normal course of business by the Association in excess of $1000 shall be approved by the Board of Directors. This does not include seminar-related expenses.

Section 6 – Board Shall Adopt Financial Authorization Plan

Within 180 days of the adoption of these bylaws, the Board

shall adopt a financial authorization plan that sets forth the following:

The members with authority to make or sign demands for money, notes, or checks, and the members with authorization to obtain or use corporate credit cards and access corporate investment accounts.

From time to time, the Board shall authorize the creation of a Corporate Resolution as necessary to carry out the business of the Association.

The Board shall also, by resolution, adopt procedures for making payments or expenditures in accordance with these bylaws.

Section 7 – Indemnification

7(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.

7(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.

7(c) Advance of 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.

7(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.

7(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 XI—LIST SERVE

Section 1 – List Serve

The DUIDLA shall maintain a list serve promoted to the exchange of ideas and furtherance of DUI Defense.

Section 2 – Participation

All members in good standing are eligible to participate in the list serve. Upon cessation of membership or good standing, the person shall be immediately removed from the list serve.

Section 3 – Rules and Moderation

The Board may, by resolution, establish rules of conduct

for participation on the listserve. Such rules may establish a moderation policy and limitations on acceptable content and conduct on the listserv.

Section 4 – Limitation and Expulsion from the Listserve

The Board may, by resolution, establish a process whereby an offending member be limited from posting to the listserv, require preapproval for posts, or be expelled from the listserv. Expulsion of a member from the listserve is to be reserved for significant, persistent, or egregious violations of the listserv policy. Such resolution must provide for a multimember decision-making committee and an opportunity to be heard before a vote for expulsion is permissible.

Section 5 – Limitations on Liability

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 XII—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:

- One or more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

- Counsel, independent accountants or other persons as to matters which the director believes to be within such person's professional or expert competence; or

- 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" in Article X, Section 7, 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:

"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.

"Financial Interest" - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

3. 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

<u>1. Duty To Disclose</u>

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.

2. 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.

3. 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:

a. 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.

b. The Chairperson of the Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. 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.

d. 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 XIII—POLICIES OF THE CORPORATION

Section 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.

Section 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.

Section 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 XIV—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 XV—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 XVI—BYLAW AMENDMENT

Section 1 – Proposal of Amendment

1(a) – Proposal by Executive Committee

The Executive Committee may recommend any changes to the bylaws. The Executive Committee, by majority vote, may formally propose an amendment or amendments to the bylaws to be considered by the Board.

1(b) – Proposal by Board

Any member of the Board may make a motion to propose an amendment to the bylaws at any semi-annual Board Meeting. The Board shall debate such motion and shall vote as to whether or not formally propose such amendment by majority vote. If the amendment is formally proposed by the Board, it shall be considered at the next regularly-scheduled semi-annual meeting unless ¾ of the Board votes to waive that requirement, according to section 3 of this Article, and proceed to immediate consideration of adoption of the amendment.

Section 2 – Notice

Any amendment proposed pursuant to Section 1 of this Article must be distributed in writing to the Board at least thirty days prior to any vote on the amendment, subject to the waiver provision in Section 3 of this article.

Section 3 – Voting

(a) Any amendment to the bylaws proposed under Section 1 of this Article shall be voted on by the Board at its next meeting. Any proposed bylaw amendment requires a two-thirds majority of all members 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 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 a seventy-five percent vote (75%) of the Board.

ARTICLE XVII – RULES OF ORDER

Section 1 – Robert's Rules of Order

When not in conflict with these bylaws or validly adopted regulations, Roberts Rules of Order shall govern at all functions of the Association.

Section 2 – Bylaw Disputes

2(a) – Rules Committee

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 formed to consider the dispute. The Rules and Regulations Committee shall consist of the Parliamentarian, President-Elect, President, and two past presidents selected by the President. If any member of the Rules and Regulations Committee recuses from participation, the President may select any Past President 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.

2(b) – Decision and Appeal

As soon as practicable, but in no circumstances later than thirty 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 include any appeal based upon the nature of the remedy, if any, issued under division (c) of this section. In the event the Board sustains the appeal, the Board shall cause the matter to be remanded to the Committee for consideration of the proper remedy.

2(c) – Remedy

In the event that the Rules and Regulations Committee finds that a bylaw violation has occurred, or the Board finds a violation and remands the case pursuant to division 2(b) of this section, the Committee is authorized to craft an equitable remedy that strives to place the Association 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.