

BYLAWS

ARTICLE I

Name, Status and Offices

1. Name. The name of this organization is the Indian River County Association of Criminal Defense Lawyers (hereinafter “Chapter”).
2. Status. The Chapter shall be a not-for-profit organization. The organization is incorporated and organized under the laws of the State of Florida.
3. Offices. The principal office of the Chapter shall be in Vero Beach, Florida. Its precise location and the location of other Chapter offices shall be designated by the Board of Directors (hereinafter “Board”).

ARTICLE II

Purposes

The Chapter is formed exclusively for charitable, scientific and educational purposes including, without limitation, the following purposes:

1. To promote study and research in the criminal defense law and related disciplines;
2. To disseminate by lecture, seminars and publications, the advancement of knowledge of the law as it relates and is ancillary to the field of criminal defense practice;
3. To promote the proper administration of criminal justice;
4. To foster, maintain and encourage the integrity, independence and expertise of defense lawyers in criminal cases; and
5. To foster periodic educational meetings of defense lawyers and to provide a forum for material exchange of information regarding the administration of criminal justice and thereby concern itself with the protection of individual rights and the improvement of criminal law, its practice and procedures.

ARTICLE III

Membership

1. Application for membership.
 - (a) Membership in the Chapter shall be by application on a form prescribed by the Board.

- (b) Each application shall be submitted to the Board.
 - (c) All applications for membership must be accompanied by the payment of appropriate dues, if applicable.
 - (d) The Board shall have original jurisdiction to hear and decide charges against members, denial of membership, or revocation of membership pursuant to Article III, 5.
 - (e) All memberships, are for one year which begins January 1 and ends the following December 31. All current regular members in good standing who renew their membership by paying the appropriate membership fees shall be automatically reinstated to regular membership.
2. Regular membership. Regular membership in the Chapter shall be available to those members of the Florida Bar who are persons of professional competency, integrity and high ethical standards and who are actively engaged in the defense of criminal cases. Regular members shall include both private practitioners and public defenders. Regular members must have their primary place of business located in Indian River County, Florida. Public Defender members must be assigned to the XIX Judicial Circuit of Florida office located in Indian River County during some portion of the membership year.
 3. Honorary membership.
 - (a) Any person practicing law within the Nineteenth Judicial Circuit but who maintains their primary place of business outside of Indian River County or who is a member of another Chapter, and who is otherwise eligible for membership, shall be allowed to be an honorary member in the Indian River County Association of Criminal Defense Lawyers.
 - (b) Honorary members shall not be entitled to vote on chapter business or any other matters.
 - (c) Honorary members shall not be counted for purposes of calculating membership for FACDL.
 - (d) An affirmative vote of the majority of the Board shall be required to elect any honorary member.
 4. Voting. Regular members, in good standing, are entitled to vote in any of the Chapter's proceedings. Each such member shall be entitled to one (1) vote. Honorary members are not entitled to vote.
 5. Denial or revocation of membership. Membership of all classes may be terminated, suspended, or any members may be censured in the following manner:

(a) Resignation. A member, not in default of payment of dues and against whom no Chapter complaint is pending, may at any time file his resignation in writing with the Secretary of the Chapter and it shall become effective as of the date it was filed when accepted by the Chapter Board. Any resigned member may achieve reinstatement of membership status by reapplying pursuant to the provisions of these bylaws. Resignation from membership in the Florida Bar shall automatically result in the termination of voting membership in this Chapter.

(b) Failure to pay dues. Any member who fails to pay dues within 180 days following the beginning of the fiscal year of the Chapter shall automatically be terminated as a member of the Chapter. Membership status may again become available by complying with provisions of the bylaws.

(c) Termination, suspension or censure.

(1) Grounds. If any member is by a final order or judgment disbarred from the practice of law in Florida, such person's membership in this Chapter automatically shall be terminated. If any member is by a final order or judgment convicted of a felony anywhere or suspended from the practice in Florida, such person's membership in this Chapter may be terminated. Any violations of the law or the failure to meet (a) the membership qualifications, (b) the Florida Bar's Rules of Professional Conduct, if the member is an attorney or a law student, or (c) the ethical standards of the applicable profession of an affiliate member, may constitute cause for censure, suspension or termination.

(2) Board procedure.

(a) Any member of the Board may challenge a new applicant's request for membership or may request the termination, suspension or censure of a member by (a) making a motion in writing to the President, or (b) making an oral motion at any regularly scheduled meeting of the Board.

(b) Once a new application for membership is challenged, the President shall, within ten (10) days, appoint a committee of three (3) members of the Chapter chaired by the Vice-President, or next officer in line should Vice-President have a conflict of interest. This committee shall investigate the grounds alleged in the motion.

(c) The committee shall conclude its investigation within thirty (30) days. At the conclusion of the committee's investigation, the Vice-President shall, at the next regularly scheduled Board meeting, submit the recommendations of the committee's findings to the Board.

(d) At the conclusion of the committee's investigation, the Vice-President shall prepare a written summary of the committee's findings. Within ten

(10) days prior to the Board meeting at which the committee's findings will be presented, a copy of the President-Elect's recommendation shall be furnished to the Board members and to the member who is the subject of the motion to terminate, suspend or censure.

(e) The President of the Chapter shall also conduct an investigation independent of the committee. The President shall complete his/her investigation within thirty (30) days of receipt of the motion. The President shall report his/her findings to the Board at the next regularly scheduled Board meeting.

(f) At the conclusion of the President's investigation, the President's investigation, the President shall prepare a written summary of his/her findings. Within ten (10) days prior to the Board meeting at which the President's findings will be presented, a copy of the President's recommendation shall be furnished to the Board members and the sponsor of the person seeking membership or to the member who is the subject of the motion to terminate, suspend or censure.

(g) The member who is the subject of a motion to terminate, suspend or censure may be present, either in person or in writing, at the Board meeting in which the committee's and President's findings are presented to the Board, and may respond, either orally or in person, to the findings at the conclusion of the presentations.

(h) Failure to meet deadlines prescribed shall not divest the Board of the authority to either deny membership to an applicant or to terminate, suspend or censure a member.

(i) Any application for membership may be denied by a two-thirds vote of the Board members in good standing, present and voting following receipt by the Board of the committee's recommendation and the President's recommendation.

(j) A motion to terminate the membership, suspend the membership or censure a member may be granted by two-thirds vote of the Board members in good standing, present and voting following receipt by the Board of the committee's recommendation and the President's recommendation and a response, if any, from the member who is the subject of the motion to terminate, suspend or censure.

(k) The action of the Board shall be final.

(3) Reinstatement. Any member suspended or terminated from the rolls of the Chapter may be reinstated by the method prescribed by these bylaws for new

members.

ARTICLE IV

Chapter of FACDL

1. This Chapter is a local Charter of FACDL. Upon approval of the bylaws, they shall be forwarded to FACDL for filing.
2. Chapter Jurisdiction.

(a) This Chapter shall have such authority as provided in their bylaws. This Chapter shall keep a current copy of their bylaws on file with the Secretary of FACDL.

(b) This Chapter shall be authorized to conduct its own local meetings and to elect its own officers as it may deem appropriate. All members of this Chapter understand that the Chapter may issue press releases and statements of policy on matters of purely local concern. No Chapter member, however, shall have any authority to declare FACDL policy, to represent FACDL, or to issue any FACDL press release without the prior approval of the FACDL Board, or the FACDL President or, in the President's absence, the president-Elect, if the FACDL Board will not be meeting timely enough to consider the matter. Provided, however, that such approval shall not be necessary as to FACDL press releases or statements which reiterate already declared written FACDL policy.

(c) The President of the Chapter shall have until March 1 to file any objections to the number of members being credited to the Chapter by the Executive Director of FACDL with the Secretary of FACDL who shall make a final determination as to the members to be credited to the Chapter. The determination of the Secretary of FACDL is final. Before the Annual Meeting of FACDL each Chapter shall elect the appropriate number of directors and forward the election results to the Secretary of FACDL for announcement and swearing in at the Annual Meeting. Each Chapter director shall be a member of FACDL. The term of Chapter director(s) shall be for two (2) years.

ARTICLE V

Finances

1. Annual dues. The annual dues of all classes of membership shall be set by the Board. All dues shall be payable annually. Dues shall be collected by the Treasurer of the Chapter.
2. No later than December 31 each year the Board shall approve a budget for the coming year.

ARTICLE VI

Board of Directors

1. Powers.
 - (a) The business and affairs of this Chapter shall be managed by a Board of Directors.
 - (b) The Board shall have original jurisdiction to hear and decide charges against members.
 - (c) The Board shall supervise the election of officers and directors of the Chapter, and in the event of a vacancy in any office or directorship, shall fill that vacancy as provided by these bylaws.
2. Composition. The Board of Directors shall consist of the elected officers of the Chapter, the Chapter Representative (the outgoing Chapter President), any FACDL Director(s) or Officer(s), plus two (2) ad hoc Board members.
3. Election of the ad hoc Board members. The election of ad hoc Board members shall be conducted the same as the election of Officers..
4. Meetings. The Board shall meet as convened by the President, and should meet at least four (4) times per year. Three (3) of the members of the board shall constitute a quorum for the transaction of business at the Board meetings. The President shall be its presiding officer. The President shall determine the locations of the meetings.

ARTICLE VII

Officers

1. Officers. The elected officers of the Chapter shall be President, who shall not be eligible to succeed himself, Secretary/Treasurer, and Director (also known as Chapter Representative)
2. Qualifications of Officers. Only voting members in good standing immediately preceding election shall be eligible to be officers or directors. An officer shall not hold more than one office during any term of office. Only those Chapter members that are members in good standing of FACDL shall be eligible to hold any office of the Chapter.
3. Election of Officers and Directors.
 - (a) The officers shall rotate as follows: Secretary/Treasurer shall become the President

and the President shall become the Director.

(b) At each Annual Meeting, the Chapter shall elect the next Secretary/Treasurer and fill any vacancies on the Board of Directors.

(c) There shall be a nominating committee consisting of three (3) board members, who shall be elected by the Board at the third Board meeting. The Chairman of the nominating committee shall be designated by the Board.

(d) No later than 60 days prior to the Annual Meeting in June, the nominating committee shall meet and consider nominations for officers. The nominating committee shall then deliver to the secretary the names of the persons nominated. The **Secretary/Treasurer** shall announce these nominations by letter or email to the general membership.

(e) Additional nominations for any office may be made by petition delivered to the Secretary/Treasurer of the Chapter no later than 30 days prior to the Annual Meeting and endorsed by five (5) voting members of the Chapter in good standing. Such a petition shall bear the acceptance of the person so nominated.

(f) No later than thirty (20) days prior to the Annual Meeting, the Secretary/Treasurer of the Chapter shall cause to be sent to all voting members of the Chapter in good standing, a list of offices to be elected at the next Annual Meeting together with the names of all candidates for each office. The candidates nominated by the nominating committee shall be listed first with a statement to that effect, and any candidates nominated by petition shall be listed thereafter in alphabetical order.

(g) At the Annual Meeting all nominees for offices which are uncontested shall automatically be elected. Any offices for which more than one candidate has been nominated shall be elected by all members in good standing registered at the Annual Meeting. The Secretary of the Chapter shall be responsible for tabulating the ballots and assuring that all those who voted are members in good standing.

(h) The results of the balloting shall be formally announced by the President, at the Annual Meeting, and the candidates receiving the highest number of votes for their respective offices shall be declared duly elected.

(i) In the event that there is a tie among the candidates receiving the highest number of votes necessary for election, the Board of Directors shall then determine the winner by majority vote.

(j) If membership in the Chapter exceeds fifty (50) members, i.e., for every fifty (50) Chapter members after the first fifty, the voting members of the Chapter shall elect an additional Director to represent the Chapter on the FACDL Board in compliance with the FACDL rules and bylaws.

4. Vacancies. If the office of the President becomes vacant by resignation or otherwise, the Secretary/Treasurer shall immediately become President for the unexpired term and for the next term. However, under such circumstances the President-Elect shall be allowed to succeed himself. Should any other elective office or at large directorship become vacant, by resignation or otherwise, during the term of office provided for herein, that office or directorship shall be temporarily filled by the Board until the next Annual Meeting of the Chapter.

5. Duties of Officers.

(a) The President of the Chapter shall be the Chapter's chief executive officer; shall be responsible to oversee and coordinate the activities of the Chapter; shall be the chief spokesperson for the Chapter and, whenever practicable, shall appear publicly for the Chapter and speak its policies; shall preside at the annual meeting of the Chapter, and at any other meetings of the general membership which he may call from time to time; shall preside at the meeting of the Board; shall be the representative and directive head in the general conduct of Chapter affairs; shall appoint the members and chairpersons of the standing committees; shall perform whatever other duties may be necessary to fulfill his responsibilities prescribed by duties may be necessary to fulfill his responsibilities prescribed by the bylaws; and shall be ex officio member of all committees.

(b) The Secretary/Treasurer of the Chapter shall record and permanently maintain the minutes of all general membership meetings as well as of all meetings of the Board; shall provide a copy of the minutes to the Board no more than 15 days after the meeting at which the minutes were taken; shall read such minutes at the next meeting of the particular body; shall maintain an inventory of Chapter property other than bank deposits and cash on hand; shall serve the Board in the procedure governing elections and amendments of bylaws shall send all the required notices to members; shall conduct whatever other correspondence the President, Board, or the Chapter may require; shall manage and distribute the publications of the Chapter; shall maintain a current mailing list of members and others designated to receive Chapter publications but shall not release said list to non-members without prior permission from the board; shall have general charge of the files of Chapter correspondence; and shall perform whatever other duties the bylaws may prescribe.

(c) The Secretary/Treasurer of the Chapter shall collect the dues, assessments and other monies payable to the Chapter; shall maintain all the financial records of the Chapter; shall promptly record all Chapter receipts and shall deposit same within one month or receipt in a banking institution approved by the Board; shall issue and sign checks for the withdrawal of said receipts in payment of Chapter obligations; shall endorse checks for deposit only in the bank account of the Chapter; shall maintain a current record of the standing of all members in respect to the payment of dues and shall report to the Board the names of those persons who have been notified of their delinquency in the payment of dues in excess of three (3) months; at the Board meeting held in September each year shall submit a proposed budget for the coming year to the Board; shall cause to be prepared financial statements of the Chapter for the immediately preceding fiscal year to the membership at the annual meeting

of the Chapter; shall maintain the financial statements and make them available to all members upon request; shall submit a report to the Board on the financial condition of the Chapter whenever requested by that Board; and shall perform whatever other duties the bylaws may prescribe.

(d) The Director(s) of the Chapter shall serve on the Board and participate therein in the management of the Chapter. The Director(s) of the Chapter shall represent the Chapter on the Florida Association of Criminal Defense Lawyers (FACDL) Board. The Director shall comply with the requirements of FACDL rules and bylaws.

(e) Per FACDL rules and bylaws, any Director/ Chapter Representative who is absent without excuse from two (2) FACDL Board meetings within a twelve (12) month period, shall be removed as a Director/Chapter Representative of FACDL and as Director of the Chapter.

6. Term. Each officer and director shall serve for two (2) year terms.

ARTICLE VIII

Meetings

1. Annual meeting. There shall be an Annual Meeting of the Chapter in June of each year. The business transacted at this Annual Meeting shall include, together with whatever other matters the Board may deem appropriate, the following: (a) the election of officers; (b) the installation of all officers and directors; c) the annual membership report; (d) the annual fiscal report; and (e) the annual reports of the standing committees.
2. Special meetings. Upon not less than fifteen (15) days written notice to the membership, the President may call special meetings of the Chapter; and, on petition signed by not less than one-third (1/3) of the Board, setting forth the need thereof and the special business to be transacted, the President shall call a special meeting of the Chapter. The written notice of the special meeting shall contain a statement of the specific matters to be considered at such special meeting.
3. Quorum. One third (1/3) of the voting members of the Chapter in good standing shall be sufficient to constitute a quorum to transact business at the Annual Meeting of the Chapter. The presiding officer at these meetings may vote only to break a tie.
4. Resolutions, motions and other action generally. Resolutions, motions and other action shall be deemed approved by the affirmative vote of the majority of the valid votes cast in all instances except where it may be otherwise specifically prescribed by these bylaws.
5. Meeting procedures. Except as otherwise provided by these bylaws, meetings of general membership, the Board, and all committees shall be conducted in accordance with

ARTICLE IX

Committees

1. Standing Committees. For the purpose of realizing the objectives for which this Chapter was created, standing committees may be established by the Board.
2. Appointments. Each standing committee shall have a membership of no less than three (3) voting members in good standing. Unless excepted below, the members of the standing committees shall be appointed by the President to serve for the ensuing year and until their respective successors are appointed by the succeeding President. The President shall designate the chairperson, again unless excepted below, and notify the members of the committee of their appointment.
3. Special Committees. President shall appoint and designate the members and chairperson of all special committees created by the President for specific purposes and duration, but not to exceed the term of the appointing president.
4. Functions of Committees. All standing committees shall report at the annual meeting of the Chapter in their progress and accomplishment for the preceding year. All standing and special committees shall report to the Board as to their activities whenever requested by the Board. The specific duties of the standing committee(s) shall be determined by the Board at its inception.

ARTICLE X

Adoption and Amendment of Bylaws

1. Method. The bylaws may be adopted, amended or rescinded at any meeting of the Board of Directors of the Chapter by an affirmative vote of 2/3 of the board members in good standing present and voting; provided that notice of the proposed action may be filed by one (1) or more voting members of the Board of Directors of the Chapter with the Secretary, and shall have been given by said Secretary to the voting members of the Chapter in writing, at least thirty (30) days before the meeting at which such action is proposed to be taken.
2. Effective Date. These bylaws and all amendments thereto shall take effect immediately upon adoption by the Chapter unless otherwise specifically so provided.