

**BY-LAWS
OF THE
NEW YORK CRIMINAL BAR ASSOCIATION, INC.**

PREAMBLE

In 1972, the Honorable Robert Louis Cohen founded the New York Criminal Bar Association to enhance the stature of defense counsel so that the defense bar would not be ignored in the decision-making process with respect to court administrative matters and to improve the professionalism of the criminal bar in terms of support by colleagues, quality of representation, training, and working conditions.

**ARTICLE I
NAME, PURPOSES AND OBJECTIVES**

1. **Name.** The name of the corporation is New York Criminal Bar Association (hereinafter, the “NYCBA” or the “Association”).
2. **Purpose and Objectives.** The purposes and objectives of the NYCBA are:
 - (a) To support criminal defense lawyers and advocates, to aid and assist them;
 - (b) To protect the rights guaranteed by the New York and United States Constitutions, including, particularly the right to counsel, due process of law and the rule of law;
 - (c) To provide criminal defense lawyers and advocates fighting for their clients with the tools necessary to protect and preserve the rights of accused persons, including, but not limited to:
 - i) Providing timely, practical and engaging professional education to enhance legal and advocacy skills, in and out of the courtroom;
 - ii) Providing means of communication between criminal defense advocates to promote the exchange of practice experience, knowledge of legal precedent, and significant, cutting-edge research;
 - iii) Advocating for and supporting efforts to reform and improve criminal law and procedure, and conditions in and out of the courts and corrections system that affect our clients and their families;

- iv) Acting to ensure that criminal defenders are provided with the necessary resources, information and professional tools to fulfill (and indeed exceed) their constitutional mandate to provide their clients with effective assistance of counsel; and
- v) Acting to ensure that criminal defense attorneys and advocates are properly compensated for their work, and have parity of funding and resources with prosecutors and other similar actors within the criminal justice system;
- (d) To educate and enlighten the public regarding the work, significance and point of view of criminal defense attorneys and advocates;
- (e) To maintain the integrity and independence of criminal defense lawyers; and
- (f) To be a source of support, collegiality and friendship to criminal defense attorneys and advocates engaged in this difficult, but vitally important work.

ARTICLE II MEMBERSHIP

1. **Membership.** Attorney membership in the NYCBA shall be available to those attorneys of professional competence, integrity and good moral character who are actively engaged in the defense of criminal cases, and who subscribe to the principles of NYCBA.
2. **Method.** Applications for membership shall be made on a form prescribed by the Board of Directors. All applications shall be subject to approval by the President or the Board of Directors.
3. **Membership Categories.** The Board of Directors may, from time to time, create and define additional categories and associated voting rights, if any, for membership in the Association. Admission into each such category shall be subject to such eligibility requirements, admission procedures and other requirements as may be established by the Board of Directors for the category of membership created; but voting privileges shall be limited to attorneys who are members of the bar in good standing, or to past members who have voluntarily elected inactive or retired status.
4. **Annual Dues.** The annual dues for membership in the Association shall be an amount determined by the Board and payable during the month of January. A Member who fails to pay the annual dues within the time limits prescribed by the Board of Directors shall be notified in writing of such default by the Secretary. If the default continues for thirty days following notification, the Board shall discontinue such person from membership in the Association and shall give written notice thereof to such person, unless the Board determines that such membership will be continued because of special circumstances. Article II, sections 5 and 6 hereof are inapplicable to the provisions of this section, and a person may be reinstated to membership hereunder if the Board determines such action to be appropriate.

5. **Suspension and Expulsion.** A Member may be suspended for cause for a period or expelled when in violation of any of the By-laws of the Association or for unprofessional conduct as described in the Code of Professional Responsibility. Such order of suspension or expulsion shall be by a two-thirds vote of the entire Board, provided that a statement of the said charges shall have been sent by email to the Member charged, with a copy sent by registered mail to such member at the Member's last recorded physical address, at least thirty (30) days before action by the Board is taken. This statement shall be accompanied by a notice of the time and place of such intended action. The said member shall be given an opportunity to present a defense at the time and place mentioned in such notice.

6. **Appeal of Suspension or Expulsion.** A Member suspended or expelled may appeal such action to the general membership within thirty days after notification of his/her suspension or expulsion by so advising the Secretary of the Association by registered mail. After receiving such notice, the Secretary shall promptly notify the Board of the appeal and within a reasonable time the Board shall call a special meeting of the Association for such purpose, as provided in Article III, section 3 hereof.

7. **Resignation.** A Member may resign from the Association by giving written notice thereof to the Secretary.

ARTICLE III MEETINGS OF MEMBERS

1. **Annual Meeting.** The annual meeting of Members of the Association shall be held on a date, set by the Board, as early in each calendar year as shall be practicable, for the election of directors and officers of the Association and the transaction of other business.

2. **Special Meetings.** Special meetings of the Members may be called for any purpose by the Board of Directors or by a written request of 15 per cent of the Members in good standing made to the Secretary for the purposes stated in such request.

3. **Notice of Meetings.** Written or email notice of each annual meeting and special meeting of Members stating the date, time and place thereof, and as to a special meeting also stating the purpose and at whose request the meeting has been called, shall be given to all Members not less than ten nor more than thirty days before the meeting. Such notice of an annual or special meeting may be waived in writing by each member entitled to vote thereat.

4. **Quorum.** The presence in person, or virtually by means of (i) a conference telephone or similar communications equipment or (ii) an electronic video screen communication, through which all Members participating may simultaneously hear each other during the meeting, of not less than (i) the Members entitled to cast one hundred votes or (ii) one-tenth of the total number of votes entitled to be cast, whichever is lesser, shall constitute a quorum for the transaction of business at all annual and special meetings.

5. **Voting.** Each Member in good standing who is present at the meeting shall be entitled to one vote. Proxy voting shall be permitted under such procedures as shall be established by the Board.

ARTICLE IV BOARD OF DIRECTORS

1. **Authority and Number.** The affairs of the Association shall be managed by a Board of Directors, which shall constitute the Association's governing board. The Board shall consist of fifteen Members of the Association, elected as provided in section 2 hereof, plus (a) the four Officers of the Association, and (b) the Past Presidents of the Association, except for such period of time that he or she becomes a member of the judiciary or is employed in any other position creating a substantial conflict of interest. The Officers of the Association and the Past Presidents shall be *ex officio* members of the Board of Directors; and they shall have full voting privileges and may otherwise participate in meetings of the Board of Directors to the same extent as the elected members of the Board.

2. **Election and Term.**

(a) The Board or a Committee appointed by the Board for such purpose shall propose candidates from the membership for each Office and each membership on the Board to be filled at the ensuing annual meeting and shall send a list of such candidates to the entire membership in a timely manner. Other nominations (including self-nominations) may be made by filing a petition with the Secretary, who shall assure that the name(s) of such person(s) are included in the list of candidates sent to the entire membership. No member shall be nominated unless their consent in writing, which may be electronic, to such nomination has been obtained.

(b) The Secretary shall advise the general membership of the names of the candidates, by notice in writing at least ten (10) days before the annual election meeting.

(c) Election of Directors shall be by closed ballot. Each member present may cast one vote for each opening. Those candidates receiving the most votes of the Members present and voting at the meeting shall be deemed elected. In the event of a tie, a run-off or run-offs will be held using the same procedure.

(d) The term of office for the elected Directors shall be three years.

3. **Regular Meetings.** A regular meeting of the Board shall be held promptly after each annual meeting of Members at which the officers have been elected. The board may schedule the time and place of other regular meetings as it deems necessary and further notice shall not be required.

4. **Special Meetings.** Special meetings of the Board may be called by the President, or by the Secretary at the written request of four directors, on five (5) days' written notice to all

directors of the time and place of such meeting. A notice, or waiver of notice, of such meetings of the Board need not specify the purpose of such meetings.

5. **Quorum.**

(a) **Board of Directors.** The presence in person, or virtually by means of (i) a conference telephone or similar communications equipment or (ii) an electronic video screen communication such as Zoom, through which all members participating may hear each other during the meeting, of not less than five members plus one additional member for every ten members (or fraction thereof) in excess of fifteen shall constitute a quorum for the transaction of business.

(b) **Executive Committee.** The presence in person, or virtually by means of (i) a conference telephone or similar communications equipment or (ii) an electronic video screen communication such as Zoom, through which all members participating may hear each other during the meeting, of not less than one-half of the total number of members of the Executive Committee from time to time shall constitute a quorum for the transaction of business.

(c) **All other Committees.** Except as otherwise provided in these by-laws, or in the resolution of the Board adopted at the time of creation of any committee, the quorum for committees shall be at least one-third of the committee membership, but not less than two (2) members of any such committee.

6. **Vacancies.** Whenever a vacancy shall occur among the elected members of the Board, the same shall be filled within sixty days by a vote of a majority of the entire Board. Such newly elected Director shall serve until the next annual meeting of the Association at which the election of directors is held in the regular order of business and until a successor is elected and qualified. The Director so elected at the next annual meeting shall serve the unexpired term of the Director whose vacancy has been filled.

7. **Absence.** Any elected director (i) who has not attended fifty percent of the regular meetings of the Board in any calendar year, without good cause; or (ii) who has had more than three unexcused absences from Board meetings during the calendar year; or (iii) who has failed to become a member of, or participate in the activities of, at least one committee established by the Board in any calendar year, shall be deemed to have resigned from the Board. Good cause for non-attendance shall be determined by the President and recorded in the minutes. The Board may grant exemptions from the application of this rule, based upon extraordinary circumstances. The Past Presidents, who serve as *ex officio* Members of the Board, shall not be subject to any mandatory attendance requirements.

8. **Removal.** A Director of the Association may be removed for cause at any time by a resolution of two-thirds of the entire Board provided that, prior to the removal of such Director, he/she shall have received a copy of the charges delivered personally or by mail at such Director's address appearing on the records of the Association, at least ten days prior to the adoption of such resolution, and said Director shall have an opportunity to be heard on such charges at a meeting of the Board called for such purpose.

ARTICLE V OFFICERS

1. **Number.** The officers of this Association shall be a President, a Vice President, a Secretary and a Treasurer and such additional officers as the Board may determine.

2. **Election and Term.** The officers shall be elected for a term of two years by the Members of the Association at the annual meeting. The Board of Directors shall nominate candidates for each office, whose names shall be presented for election at the annual meeting of Members. Each officer shall hold office for such term and until a successor has been elected and qualified.

3. **Duties.** The duties and powers of the officers of the Association shall be as follows:

PRESIDENT

The President shall preside at all meetings of the Association and Board and shall perform such other duties as may be incident to the office of President.

VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President shall perform such other duties as may be incident to the office of Vice President

SECRETARY

The Secretary shall give notice of and keep a record of all meetings of the Board of Directors. The Secretary shall have charge of all correspondence of the Association as directed by the President and shall keep a list of the Members of the Association and shall perform such other duties as may be incident to the office of Secretary.

TREASURER

The Treasurer shall keep an account of all money received and expended for the use of the Association, shall deposit all sums received in a bank, or banks, or trust company approved by the Board and shall perform such other duties as may be incident to the office of Treasurer.

4. **Vacancies.** A vacancy in any office shall be filled in the same manner that applies herein to filling a vacancy for a director of the Association as prescribed in Article IV hereof.

ARTICLE VI COMMITTEES

1. The Board by resolution adopted by a majority of the Board may designate from among its members an executive committee and other standing committees, each consisting of three or more directors, each of whom to the extent provided in such resolution shall have all the authority of the Board except as prohibited by Section 712 of the New York Not-for-Profit Corporation Law.

2. **Executive Committee.**

(a) **Composition.** Unless and until changed by the Board of Directors, the Executive Committee shall consist of nine (9) members, as follows:

i) The four Officers of the Association;

ii) Two of the elected members of the Board of Directors, chosen annually by the Board of Directors at its first meeting following the annual elections; and

iii) Three of the *ex officio* members of the Past Presidents of the NYCBA, chosen annually by the President.

(b) **Powers and Duties.** Between meetings of the Board of Directors, the Executive Committee shall manage and direct the business, affairs and activities of the Association as permitted by law.

(c) **Minutes.** Minutes shall be kept of all Executive Committee meetings and shall be distributed to the Board of Directors promptly after any meeting of the Executive Committee

3. The Board shall have the power to create, eliminate and amend the name and jurisdiction of all standing and special committees of the Association's Members not expressly provided for in these by-laws. Such committees shall have only those powers delegated to them by the Board and in no case any powers not authorized for a standing committee.

4. Except as otherwise provided in these By-Laws, the President shall be an *ex officio* member of all committees.

5. All committees shall serve at the pleasure of the Board.

ARTICLE VII AMENDMENTS

1. **Amendments by the Members.**

These By-Laws may be amended or repealed by a majority of the Members who are eligible to vote at any meeting of the Members, provided that copies of each proposed amendment shall have been sent to all Members eligible to vote in advance of the Membership Meeting at which such action is proposed to be taken.

2. **Amendments by the Board.**

Any By-Law adopted by the Board may be amended or repealed by the Members in accordance with the procedures set forth in Section 1 above; and, unless otherwise provided in the Certificate of Incorporation or in any applicable Laws, any By-Law adopted by the Members may be amended or repealed by the Board.

The above copy of the By-Laws is hereby certified as a true and correct copy of the Amended and Restated By-Laws of the New York Criminal Bar Association, Inc. (the "NYCBA"), which were approved and adopted (a) first by a vote of the Board of Directors on the NYCBA duly called and held on Monday, September 9, 2024 and recommended for submission to, and approval by, the full Membership of said NYCBA at the next Annual Meeting of the Members, and (b) thereafter by a unanimous vote of the entire Membership of the NYCBA present and voting at the Annual Meeting of Members, duly called and held on Thursday, November 21, 2024.

Dated: November 22, 2024

s/ *Andrew H. Eibel*
Andrew H. Eibel
Retired President of the NYCBA

s/ *Jacob Barclay Mitchell*
Jacob Barclay Mitchell
Retired Secretary and incoming President of the NYCBA

The above copy of the By-Laws is hereby certified as a true and correct copy of the Amended and Restated By-Laws of the New York Criminal Bar Association, Inc. (the “NYCBA”), as further amended by the Executive Committee at a meeting duly called and held on December 19, 2024, (a) by amending Article VI, Section 2(a) of the By-Laws to increase the size of the Executive Committee from seven (7) members to nine (9) members, and (b) by amending Article VI, Section 2(a)(iii) of the By-Laws to increase the number of Past Presidents eligible to serve on the Executive Committee from one (1) to three (3) of the Past Presidents.

Dated: December 19, 2024

s/ *Jacob Barclay Mitchell*
Jacob Barclay Mitchell
President of the NYCBA

s/ *Gloria Keum*
Gloria Keum
Secretary of the NYCBA