

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

**ARTICLE I**

1. The name of the corporation is New York Criminal Bar Association.

**ARTICLE II  
MEMBERSHIP**

1. **Membership.** Any member of the bar in good standing who is not precluded from representing a criminal defendant may be eligible for membership in this Association.

2. **Method.** The Secretary of the Association shall provide a form to the applicant for membership, which shall be presented to the Membership Committee for approval. On approval, the applicant shall become a member upon payment of the annual dues.

3. **Honorary Members.** The Board of Directors ("Board") may elect honorary members by a resolution of a majority of the entire Board. Such honorary members shall be exempt from payment of any dues and shall be entitled to all the privileges of the Association, except the right to vote or hold office.

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 thirty days after the same become due shall be notified in writing of such default by the Secretary. If the default continues for thirty days following notification, it shall be reported to the Board. At its next meeting following such 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 for cause be suspended 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 mailed by registered mail to the member charged at his last recorded address at least fifteen 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, and such notice shall be presented to the Board by the Secretary at its next meeting. A member who resigns shall be required to fulfill all obligations of membership previously incurred.

### **ARTICLE III MEETINGS OF MEMBERS**

1. **Annual Meeting.** The annual meeting of members of the Association shall be held on a date in February to be set by the Board 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 made to the Secretary of 30 per cent of the members in good standing for the purposes stated in such request.

3. **Notice of Meetings.** Written 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 fifty 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 of not less than 20 per cent of all members entitled to vote 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. No proxy vote shall be permitted.

### **ARTICLE IV BOARD OF DIRECTORS**

1. **Authority and Number.** The affairs of the Association shall be managed by its Board of Directors. The Board shall consist of twelve members of the Association, elected as provided in section 2 hereof, and the four officers of the Association. In addition, each past-President shall automatically become a full member of the Board of

Directors, with full powers, 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.

2. **Election and Term.**

(a) The Board of Directors shall meet at least 60 days prior to the general membership meeting in February of each year and act as a Nominating Committee to nominate candidates to fill the vacancies on the Board of Directors.

(b) Candidates for any office may also be nominated by petition in writing, signed by at least twenty-five (25) members of the Association in good standing. The petition must be delivered to the Secretary of the Association not later than fifteen (15) days prior to the February meeting.

(c) 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 in February.

(d) Election 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. Voting by proxy is not permitted.

(e) The term of office for Directors is three years.

3. **Regular Meetings.** A regular meeting of the Board shall be held on the day of and immediately 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 days' written notice to all directors of the time, place and purpose of such meeting. Such meetings of the Board may be held without such notice provided waiver of notice is given by each director entitled to vote thereat.

5. **Quorum.** The presence in person of a majority of all elected directors entitled to vote shall constitute a quorum for the transaction of business. Except as herein provided, the vote of a majority of such directors present at the time of a vote, if a quorum is then present, shall be the act of the Board.

6. **Vacancies.** Whenever a vacancy shall occur among the Board, the same shall be filled within thirty 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. **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 such director shall have an opportunity to be heard on such charges at a meeting or the Board called for such purpose. It shall constitute cause for removal if a Director has had more than three unexcused absences from Board meetings during the calendar year.

## **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 in February. 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 are necessarily incident to the office of the 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.

### **SECRETARY**

The Secretary shall give notice of and attend all meetings of the Association and keep a record of such meetings; shall have charge of the corporate books and records; shall have custody of the seal of the Association; shall conduct all correspondence and carry into execution all orders, votes and resolutions not otherwise committed; shall keep a list of the members of the Association; shall collect the dues, fees and assessments of

the Association, and pay them over to the Treasurer; and shall perform all the duties 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 make a report at the annual meeting of members or when called upon by the President, and shall perform such other duties as may be incident to the office of the 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, Section 6 hereof.

### **ARTICLE VI COMMITTEES**

1. The Board by resolution adopted by a majority of the entire 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 Not-for-Profit Corporation Law.

2. The Board may also create special committees as may be deemed desirable. The President of the Association shall appoint the members of such special committees of the Board with the Board's consent. 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.

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

### **ARTICLE VII AMENDMENTS**

These By-laws may be amended or repealed by a vote of two-thirds of the entire Board or two-thirds of the members of the Association.