

**BYLAWS OF
ASSOCIATION OF FEDERAL DEFENDERS
(A NONPROFIT CORPORATION)
The Association shall be classified a 501(c)(6)
Non-profit organization**

ARTICLE I

Name

The name of the Corporation is the Association of Federal Defenders (the “AFD”).

ARTICLE II

Principal Office

The principal office for the transaction of the business of the Association shall be the city and state of the business address of the President, or at such other location as may be determined by the Board of Directors.

ARTICLE III

Specific Purposes

The Association of Federal Defenders is an independent, voluntary association of persons employed in federal defender organizations created under the authority of the Criminal Justice Act and the Sixth Amendment of the United States Constitution. The Association has been formed to improve the quality and administration of justice for those persons entitled to counsel in federal criminal or habeas corpus cases who are unable to afford counsel.

The objectives and purposes of this organization shall be as follows:

- A. To protect and insure by rule of law those individual rights guaranteed by the Federal Constitution, and to resist efforts made to curtail such rights;
- B. To preserve and protect the ability of the federal defender organizations to attract and retain the best qualified persons for service in their organizations;
- C. To preserve and protect from intrusion, intimidation, coercion or domination from any source, the independence of the Right to Counsel of the Sixth Amendment of the United States Constitution;

- D. To encourage cooperation between others engaged in the furtherance of our objectives through publications, education, and mutual assistance; and
- E. To engage in all activities that will advance the purposes for which this organization is formed in order to promote justice and the common good of the citizens of the United States.

ARTICLE IV

Membership

Section 1. Persons Eligible.

The following persons are eligible for membership in the organization:

- A. Any attorney, paralegal, investigator or computer systems administrator who is employed by a federal defender organization funded in whole or part under the Criminal Justice Act or other federal law, including organizations operating as Successors to Post Conviction Defender Organizations and Resource Counsel projects. Persons who perform the work traditionally performed by attorneys, paralegals, investigators, or computer systems administrators, regardless of the current job classification within a federal defender organization may be members.
- B. The Board of Directors may establish non-voting membership categories for persons who previously served in an eligible capacity in a federal defender organization or for persons who perform a substantial amount of defense services under the Criminal Justice Act. Such membership categories shall be for such term of years as the Board may determine appropriate. The membership of any such person will terminate automatically upon the assumption by that person of employment in any law enforcement or judicial capacity.
- C. Questions regarding the eligibility of any person for membership will be determined by the Secretary of the Association subject to review by the Executive Committee and, in accordance with Section 2, appeal to the Board of Directors.

Section 2. Admission to Membership.

Any person desiring to become a member of the association shall file with the Secretary a written application for membership in such form as may be provided by the Board of Directors.

An applicant who qualifies for membership in accordance with Sections 1 shall be admitted to membership upon payment of appropriate dues. Questions regarding qualification for membership shall

be resolved initially by the Secretary, subject to review by a majority vote of the entire Executive Committee. Such decision of the Executive Committee may be appealed by the applicant at the next regular meeting of the Board of Directors who shall resolve any such disputes by a majority vote of those present and voting.

ARTICLE V

Dues - Membership

Section 1. Dues Structure.

Membership dues in an amount determined by the Board of Directors shall cover a period of one year and are due and payable each January, the beginning of the fiscal/membership year.

Section 2. Failure to Pay Dues.

If a member fails to pay annual dues within six months after the date they are due, the membership will be considered lapsed. Membership shall be reinstated only upon the payment of dues as if a new member.

Section 3. Rights of Members.

Each member of this Association with the exception of any nonvoting category established by the Board of Directors shall be entitled to one vote in all elections of officers and Directors or in any matter to be determined by a vote of the members in accordance with these Bylaws. The right of a member to vote shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation and such assets shall be distributed to a 501(c)(3) organization that is a public charity as selected by the Board of Directors.

Section 4. Annual Meetings.

In recognition of the need to minimize the imposition of financial burdens on the Association and its members, it is the policy of the Association that meeting of its committees and of the membership be kept to a minimum and that to the extent reasonable and possible maximum use be made of written and telephonic communications in the transaction of Association business, *provided* however, that in order to insure adequate opportunities for face-to-face meeting of its committees and membership essential to the free and open exchange of ideas and development of Association policy, the following meeting shall be held at the designated places and times:

- A. The Executive Committee shall meet at least twice annually at a time and location designated by the President at least 30 days in advance of the meeting.

- B. The Board of Directors shall meet at least annually at a time and location determined by the Executive Committee, for which at least 30 days notice is provided.
- C. The annual meeting of the Corporation shall be held at the conclusion of the first day of the advanced assistant federal defender seminar generally held in the Spring of each year. Other membership meetings shall be held at such times and places as are designated by the Board of Directors or by petition signed by not less than ten percent of the active membership of the Association. At least 30 days but no more than two months notice shall be given to all active members of any Membership meeting.

Any meeting may be adjourned from time to time until its business is completed; and the members present at any meeting, if less than a quorum, may adjourn until a quorum is present.

Section 5. Quorum.

At any meeting of members of the Corporation, ten percent of those members eligible to vote present in person or by written proxy shall constitute a quorum for all purposes except as otherwise provided by law. The act of a majority of the voting members present at any meeting shall be the act of the full membership.

A meeting may be adjourned from time to time by vote of a majority of the voting members present in person or by written proxy which bears a date no more than eleven (11) months prior to such meeting. Each voting member of the Corporation shall be entitled to one vote. The vote for Directors and, upon demand of any voting member, the vote upon any question before the meeting, shall be by written ballot.

Section 6. Waiver of Notice.

Whenever under the provisions of any law or under the provisions of the Charter or Bylaws of this corporation, the Corporation or the Board of Directors or any committee thereof is authorized to act after notice to the members of the Corporation or after the lapse of a prescribed period of time, such action may be taken without notice and without the lapse of any period of time, if such requirements are waived in writing by the person or persons entitled to such notice.

Section 7. Action Without Meeting.

Any action which may be taken at a meeting of members may be taken without a meeting if authorized in writing signed by a majority of members who would be entitled to vote on such actions at a meeting.

Section 8. Compensation and Expenses.

Members shall not receive any compensation or other expenses for attendance at meetings of the membership.

The Board of Directors shall have the power in its discretion to contract for and to pay to members rendering unusual or special services to the Corporation, compensation appropriate to the value of such services rendered.

Section 9. Liabilities of Members.

No person who is now, or who later becomes, a member of this Corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this Corporation shall look only to the assets of this Corporation for payment.

ARTICLE VI

Board of Directors

Section 1. Size, Membership and Authority.

The business of the Corporation shall be managed by a Board of Directors and shall consist of no less than three (3) nor more than thirty (30) members, including fifteen (15) regular members, at least six (6) at-large members, the four officers of the Corporation and all Past Presidents, the latter subject to the provisions of Article VI, Section 2a. The fifteen (15) regular members shall consist of four (4) heads of federal defender organizations, six (6) staff attorneys, three (3) investigators, and two (2) paralegals. The six (or more) at-large members shall consist of equal numbers from each form of federal defender organization, currently federal public defender and federal community defender. The size of the Board of Directors may be increased or decreased by the Board of Directors. Vacancies in the Board of Directors, whether resulting from an increase in the number of Directors, the removal of Directors for or without cause, or otherwise, may be filled by a vote of a majority of the Directors then in office, although less than a quorum. Directors may be removed for cause by a vote of a majority of the remaining directors.

Subject to the limitations of the Charter, other sections of these Bylaws, and law, all powers of this Corporation shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- A. To remove and replace all other officers, agents, and employees of the Corporation, prescribe such powers and duties for them as may not be inconsistent with law, the

Charter, or Bylaws, fix their compensation, and require from them security for faithful service.

- B. To conduct, manage, and control the affairs and business of the Corporation, and to make rules and regulations not inconsistent with law, the Charter, or the Bylaws.
- C. To borrow money and incur indebtedness for the purposes of the Corporation, and for that purpose to cause to be executed and delivered, in the Corporation's name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidence of debt and securities as provided in the Charter.

Section 2. Election and Term of Office.

The business and property of the Corporation shall be managed and controlled by a Board of Directors, who shall be elected for a term of two years, except as otherwise provided in these sections, and shall take office immediately following adjournment of the meeting at which their election is announced, or if there is no meeting, five days following the receipt by the President of the announcement of election results by the Secretary.

The initial regular members of the Board of Directors shall be divided into two equal biennial classes for the purpose of establishing the tenure of each Director, and the term of office of one-half of the regular members of the Board of Directors shall expire each year.

At the completion of two consecutive terms, a director must retire from the Board for a period of at least one (1) year before he/she is eligible to be re-nominated. Directors elected to officer positions shall not be subject to this regulation during their tenure as officers. If a director is nominated and confirmed pursuant to Section 4 of this Article (Vacancies) to fill any portion of an unexpired initial two-year term, or serves an initial term of less than two years for any reason, that term shall not be considered the first of two consecutive two-year terms referred to above.

Section 2A. Past Presidents.

Past Presidents of the Corporation shall be considered life members of the Board Of Directors, but must indicate by January 1 of each year whether they will have "active" or "inactive" status. Active Past Presidents shall have the same powers, responsibilities and duties as other Directors, as enumerated in this Article and elsewhere, except that they shall not be counted for the purposes establishing the number needed for a quorum, or to meet a quorum for a Board meeting.

Section 3. Resignation.

A director may resign at any time by giving written notice of such resignation to the Board of

Directors. A regular or at-large member of the Board of Directors will be deemed to have resigned unless he or she attends at least one board meeting in each year, unless each absence is approved by a majority of those Directors present for any missed meetings. A director thus deemed to have resigned may request reinstatement by a majority vote of the Board at its next meeting.

Section 4. Vacancies.

Any vacancy in the Board of Directors shall be filled for the unexpired portion of the term upon Presidential nomination confirmed by a majority of the then existing Directors present and voting at its next regular meeting. Such replacement member shall be from the same job classification or office type as the member being replaced.

Section 5. Meetings.

A. The annual meetings of the Board of Directors shall be held in conjunction with the annual meeting of the membership, if any, or at a time and place selected by the Executive Committee.

B. Special meetings of the Board of Directors may be called by the President or President-Elect when acting on behalf of the President, or by the Executive Committee, and must be called on the written request of one-third of the members of the Board of Directors.

C. All meetings of the Board of Directors, except executive sessions, shall be open to the members of the Corporation.

Section 6. Quorum.

At all meetings of the Board of Directors, one-third plus one of the Directors (excluding for all purposes Past President Directors) shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 7. Powers.

All the corporate powers, except as otherwise provided in these Bylaws and in the Tennessee NonProfit Corporation Act, shall be vested in and exercised by the Board of Directors. The Board of Directors may by written consent delegate to the Executive or other committees or to officers of the Corporation such powers as are legally delegable.

All actions of the Board at a regular or special meeting shall be by majority vote of those governors present and voting unless specified otherwise herein or otherwise required by law.

Section 8. Action Without a Meeting.

Any action by the Board of Directors may be taken without a meeting by written consent if all members of the Board are given written notice of the proposed action, and three-fifths of the Board members consent to the action in writing. Such action shall be effective when the last director signs the consent. Such written consent shall be filed with the Minutes of the proceedings of the Board.

Section 9. Committees.

A. The Executive Committee shall consist of the officers of the Association, the immediate Past President and three members of the Board of Directors chosen by a majority of the regular and at-large members from among their number. The Executive Committee is authorized to act for the Association in all matters with the full authority of the Board of Directors, unless otherwise specifically provided by the Board, and subject to review, modification or confirmation of Executive Committee actions by the full Board. A majority of the Executive Committee shall constitute a quorum. Two-thirds of those members present in person, by electronic communication or written proxy are required for action by the Executive Committee.

B. There shall be a nominating committee, constituted and with such powers as are described in Article VII, Section 2 herein.

C. The Board may create such additional committees as may from time to time be appropriate. The President shall name the members and chair of each such committee, with the advice and consent of the Board, and shall be a voting, *ex officio*, member of each such committee. The President may create *ad hoc* committees of limited term, as are appropriate and select their members and chair.

D. There shall be an Advisory Council of experienced members of the Association, or non-member friends, who by virtue of their distinguished service to the federal defender program have demonstrated the value of their advice to the officers and directors on policy matters. Members of the Advisory Council shall be selected by the President, with the advice and consent of the Board and will serve during the term of the President. Persons on the Advisory Council may be re-designated by successive Presidents without limitation.

Section 10. Liaison with other Organizations.

The President may designate any member of the Board of Directors as liaison from the Board to any other organization whose purpose or activities bear sufficient nexus to the purpose and activities of this Association to make such designation appropriate.

ARTICLE VII

Officers

Section 1. Number.

Members in good standing shall elect a President, President-Elect, Treasurer and Secretary, and the Board may elect such other officers as it may deem appropriate with such powers and duties not inconsistent with these Bylaws and as may be appointed and determined by the Board of Directors. Persons may hold more than one office except that no person may serve as both President and Secretary. Officers shall have the authority and responsibilities given them by the Board of Directors, and each officer shall hold office until his/her successor is elected and qualified, unless a different term is specified by the Board of Directors.

The President-Elect shall assume the duties of President without any further vote of the membership. All other officers shall be subject to election by vote of the membership as provided by these Bylaws.

Section 2. Nominating Committee.

Each year, the President shall appoint a nominating committee consisting of at least five regular members of the Corporation, the majority of who must be members of the Board of Directors. The President and the immediate Past President shall be members of the committee. There shall be at least one attorney, one investigator and one paralegal and one person from each form of federal defender organization on the committee, although any member of the committee may satisfy more than one of these requirements. The committee shall review all nominations for officer or director positions, may propose additional nominees, determine the eligibility of each nominee for the position proposed and prepare a ballot including all eligible nominees. If there should be no nominees for any position to be filled by an election, the nominating committee shall propose the names of at least one candidate for each such position. All nominees must be members in good standing. The Nominating Committee shall notify the Board of Directors of its proposed nominations and the Board shall have fifteen (15) days from the date of mailing of such notice to respond to the Nominating Committee before their nominations become final. The Secretary shall notify the membership of the nominations no less than sixty (60) days prior to the date of the annual election.

Section 3. Voting and Ballots.

All elections shall be by written ballot by mail to the membership no less than ten days before the designated election day, which may coincide with the annual meeting, if any. To be valid, a completed ballot must be received at the principal office of the Corporation no less than ten (10) days before the annual meeting, or before the close of business of the designated election day. The Secretary shall report the results of the balloting at the annual meeting, or if no annual meeting is held, in the next issue of the newsletter of the organization. All nominees shall be notified of the outcome of the election by the Secretary in any appropriate manner as soon as practicable. Each regular paid-up member of the organization shall be entitled to one (1) vote by mail for each officer and one (1) vote by mail for each

elective membership position on the Board of Directors to be filled from the membership.

A statement provided by each candidate for an officer or regular member Board position, not to exceed one hundred (100) words, may be included with each ballot. If a candidate fails to submit a statement, the Secretary may provide a statement which sets forth the candidate's occupation, place of business, whether the candidate is an incumbent. Incumbents shall be identified as such on the ballot.

The method of distributing the ballots shall be determined by the Executive Committee.

Section 4. Votes to Elect.

Those receiving the highest number of votes for each category of Board position and officer positions shall be elected. In the event of a tie, a majority vote of the outgoing Board of Directors shall cast the deciding vote.

Section 5. Vacancy.

Any vacancy in an officer position other than the President shall be filled for the unexpired portion of the term upon Presidential nomination from the remaining officers or members of the Board of Directors, confirmed by a majority of the Board of Directors at its next meeting. In the event of a vacancy occurring in the office of President, the President-Elect will fill the office of President for the remainder of that term. If the President-Elect cannot serve, the Executive Committee, by majority vote and subject to confirmation by a majority of the Board of Directors at its next meeting, shall elect another member of the Executive Committee or a member of the Board of Directors to serve as President for the remainder of the term. Any person so selected shall immediately resign any other office held.

ARTICLE VIII

Duties of Officers and Staff

Section 1. President.

The President shall preside at all meetings of the members, the Board of Directors, and Executive Committee. The President shall have and exercise general charge and supervision of the affairs of the Corporation. Unless otherwise prescribed in these Bylaws, the President shall be responsible for the appointment of all committees and shall be an ex-officio member with voting privileges on all committees. At the annual meeting of the members, the President shall present a report of the activities of the Corporation during the preceding year.

Section 2. President-Elect.

The person elected President-Elect shall automatically assume the position of President at the conclusion of the preceding term, without further election. At the request of the President, or in the event

of the President's absence or disability, the President-Elect, shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law the President-Elect shall have such other powers and duties as the Board of Directors may determine.

In the event that both the President and the President-Elect are absent or disabled, the officer of greatest seniority or such other person chosen by majority vote of the Executive Committee shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law, such person shall have other powers and duties as the Board of Directors may determine.

Section 3. Secretary.

The Secretary shall have responsibility for maintaining such books, documents, and papers as the Board of Directors may determine and shall have the custody of the corporate seal. The Secretary shall attend and keep minutes of all meetings of the members, of the Board of Directors, and the Executive Committee. In the absence of the Secretary, the President or presiding officer shall designate a person to take minutes of the meetings. The Secretary shall keep a record, containing the names, alphabetically arranged, of all persons who are members of the Corporation, showing their places of residence. Such a record shall be open for inspection as prescribed by law. With the President, the Secretary may sign in the name and on behalf of the Corporation, any contracts or agreements authorized by the Board of Directors, and when authorized or ordered by the Board of Directors, the Secretary may affix the seal of the Corporation. The Secretary shall be responsible for distribution of ballots and any notice called for by these Bylaws and shall perform such other duties as may be assigned by the Board of Directors.

Section 4. The Treasurer.

The Treasurer shall be responsible for all funds, property, and securities of the Corporation subject to such regulations as may be imposed by the Board of Directors. The Treasurer may be required to give bond for the faithful performance of the Treasurer's duties, in such sum and with such securities as the Board of Directors may require. When necessary or proper, the Treasurer may endorse on behalf of the Corporation for collection of checks, notes, and other obligations, and shall deposit on behalf of the Corporation at such bank or depository as the Board of Directors may designate. The Treasurer shall be authorized to sign all receipts and vouchers and, together with such other officers or agents designated by the Board of Directors, the Treasurer shall be authorized to sign all checks of the Corporation and all bills of exchange and promissory notes issued by the Corporation, except in cases where the signing and executing thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Treasurer shall be responsible for regular entries on the books of the Corporation, which are to be kept for the full and accurate account of all monies and obligations received and paid or incurred on account of the Corporation, and shall exhibit such books at all reasonable times to any governor or member on application at the offices of the Corporation. The Treasurer shall in

general perform all the duties incident to the office of Treasurer, subject to the control of the Board of Directors.

Section 5. Payment to Officers.

Officers shall not receive any compensation for their services as officers or for attendance at either regular or special meetings of either the members or the Directors.

ARTICLE IX

Rules of Procedure

Except where inconsistent with these Bylaws or the Charter hereof, this Corporation shall conduct its meetings in conformity with Robert's Rules of Order.

ARTICLE X

Non-discrimination

The selection of members, governors, officers and staff shall be made without discrimination based on sex, color, race, religion, national origin, physical handicap, age or sexual preference.

ARTICLE XI

Agents and Representatives

The Board of Directors may appoint such agents and representatives of the Corporation to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, as may be consistent with these Bylaws and permitted by law.

ARTICLE XII

Contracts

The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance.

ARTICLE XIII

Amendments

Section 1. By Directors.

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Corporation by affirmative vote on two-thirds (2/3) of the Board represented either in person or by proxy, provided that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law. All Bylaws made by the Board of Directors may be altered, amended, or repealed by the members. Upon proper notice as specified herein, amendments to the Bylaws may be by written ballot.

Section 2. By Members.

The Bylaws may be altered, amended, or repealed at any meeting of the members of the Corporation by a two-thirds (2/3) vote of all the members, represented either in person or by proxy, provided that the proposed action is stated in the notice of such meeting.

Approved by unanimous vote of the Board of Directors at a called meeting, conducted by telephone conference call, on May 8, 1996.

ATTEST:

Melinda Ghilardi, Secretary