

BYLAWS OF  
CALIFORNIA ATTORNEYS FOR CRIMINAL JUSTICE  
(A NONPROFIT CALIFORNIA CORPORATION)

As amended  
September 23, 2005 and  
December 14<sup>th</sup>, 2012

ARTICLE I

**NAME**

The name of the corporation is California Attorneys for Criminal Justice (hereinafter "CACJ").

ARTICLE II

**SEAL**

The seal of the corporation shall be circular in form and shall bear in its outer edge the words "California Attorneys for Criminal Justice" and in the center the word "California", with the date of incorporation inscribed thereon.

ARTICLE III

**PRINCIPAL OFFICE**

The principal office for the transaction of the business of the corporation shall be located within the state of California. The Board may change the location of the principal office from one location to another upon a vote of two-thirds (2/3) of the governors present and voting at any regular meeting of the Board.

ARTICLE IV

**SPECIFIC PURPOSES**

The specific purposes of CACJ are:

- to defend the rights of persons as guaranteed by the United States Constitution, the Constitution of the State of California and other applicable law;
- to preserve due process and equal protection of the law for the benefit of all persons;

— to enhance the ability of its members to discharge their professional responsibilities through educational programs, publications and mutual assistance; and

— to protect and foster the independence of the criminal defense lawyer and to improve the quality of the administration of criminal law.

## ARTICLE V

### **MEMBERSHIP**

Any person who supports the specific purposes of CACJ and is not ineligible under Section 5 of this Article is entitled to membership in CACJ.

#### **Section 1. Classifications of Membership**

General Member: any attorney admitted to the practice of law.

Student Member: any student enrolled in a program of study that qualifies toward admission to the practice of law.

Associate Member: any person employed in a profession associated with the administration of criminal justice.

Friend of CACJ: any person who does not qualify under any other classification.

#### **Section 2. Admission to Membership**

Any person desiring to become a member shall file with the executive director a written application for membership on a form prescribed by the Board. An applicant eligible for membership shall be admitted to membership upon payment of dues pursuant to a schedule established by the Board.

#### **Section 3. Patrons and Sustaining Members**

Any member may become a Patron or Sustaining Member upon payment of additional dues designated by the Board. Patrons and Sustaining Members shall be identified in the CACJ Membership Directory and shall receive additional benefits as may be established by the Board.

#### **Section 4. Rights of Members**

Each general member shall be entitled to one vote. A general member's right to vote shall cease upon lapse of membership for failure to pay dues as prescribed in Article XI or by resignation, suspension or expulsion as prescribed in Section 6 of this Article. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the corporation.

## **Section 5. Persons Ineligible for Membership**

Persons employed as public prosecutors or peace officers, and persons who hold compensated judicial positions are not eligible for membership in the organization. A challenge to a person's eligibility for membership may be made to the Executive Committee. Final decisions on membership challenges shall be made by the Board.

## **Section 6. Resignation, Expulsion and Censure**

Any member may resign by transmitting a written resignation to the principal office. After receiving notice and an opportunity to respond, any member may be expelled, suspended or censured by the affirmative vote of not less than two-thirds (2/3) of the entire Board.

## **Section 7. Limitation of Member Liability**

No person who is or later becomes a member of this corporation shall be liable personally 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 GOVERNORS**

### **Section 1. Number and Powers**

The Board of Directors (which shall be known as the Board of Governors) of this corporation shall consist of forty-five (45) regular members, the four (4) officers of the corporation and all Past Presidents.

All the corporate powers, except as otherwise provided in these Bylaws and in the general non-profit corporation law of the state of California, shall be vested in and exercised by the Board, which shall manage and control the business and property of the corporation and may by general resolution delegate to 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.

Subject to the limitations of the Articles of Incorporation, other sections of these Bylaws and California 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. Without limiting its general powers, the specific powers of the Board shall include:

**a.** to select and remove all other officers, agents and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation or the Bylaws, fix their compensation and require from them security for faithful services; and

**b.** to conduct, manage and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation or the Bylaws.

## **Section 2. Election and Term of Office**

Governors shall be elected for a term of three (3) years, and shall take office immediately following adjournment of the meeting at which their election is announced. The governors shall be divided into three equal triennial groups for the purpose of establishing the tenure of each governor, and the term of office of one-third (1/3) of the regular members of the Board shall expire each year.

At the completion of two (2) consecutive three-year terms, a regular member of the Board must retire for a period of at least one (1) year before s/he is eligible for renomination. Regular members of the Board elected to officer positions shall not be subject to this limitation during their tenure as officers. If a regular member of the Board is nominated and confirmed pursuant to Section 6 of this Article to fill any portion of an unexpired initial three-year term, that term shall be considered the first of the two (2) consecutive three-year terms.

## **Section 3. Past Presidents**

Past Presidents of the corporation shall be considered life members of the Board unless they notify the President in writing to the contrary. Past Presidents shall have the same powers, responsibilities and duties as other governors. Past Presidents are expected to attend at least two (2) Board meetings during the calendar year.

## **Section 4. Governor Responsibilities**

Governors are expected to promote CACJ's specific purposes, attend and be prepared for Board meetings, participate in CACJ programs, solicit new members, and serve as an active member of one or more committees or perform tasks designated by the President or the Board.

## **Section 5. Resignation of Governor**

A governor may resign at any time by giving written notice of such resignation to the Board. Regular members of the Board will be deemed to have tendered their

resignations unless they attend at least two Board meetings in each calendar year. Such resignations will be acted upon at the next regular meeting of the Board.

## **Section 6. Vacancies**

Any vacancy on the Board shall be filled for the unexpired portion of the term upon nomination by the President and confirmation by a majority of the governors present and voting at the next regular meeting.

## **Section 7. Contracts and Services**

Except as otherwise restricted, the governors and officers of the corporation may be interested directly or indirectly in any contract relating to or incidental to the operation of the corporation, notwithstanding that they may also be acting as individuals, or as trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, governors, or otherwise; provided, however, that any contract, transaction or act on behalf of the corporation in a matter in which the governors or officers of the corporation are personally interested as stockholders, governors or otherwise, shall be at arm's length and not violate the proscriptions in the Articles of Incorporation or these Bylaws against the corporation's use or application of its funds for private benefit; provided further, that any such personal interest is disclosed to the Board; and provided further, that no contract, transaction or act is prohibited or would result in the denial or revocation of the corporation's tax exemption under Section 501(c)(6) or Section 504 of the Internal Revenue Code of 1954 or Section 2370(e) of the Revenue and Taxation Code of California as they now exist or as they may hereafter be amended.

## **Section 8. Restrictions on Corporation and Governors**

This corporation and the governors hereof shall have the following restrictions:

**a.** no part of the net earnings of the corporation shall inure to the benefit of any private person, member, governor or individual, and

— the corporation is organized to serve the public interest and therefore shall not be operated for the benefit of private interest, such as members, contributors, or persons controlled directly or indirectly by such interests.

## **Section 9. Executive Director**

The Board may employ an executive director, who need not be a member of the corporation, and such other personnel as may be deemed necessary. The Board may assign to the executive director and to such other personnel such duties as it determines. The Board shall fix the salary and term of office of the executive director and such other personnel.

## ARTICLE VII

### OFFICERS

#### **Section 1. Number**

The officers of the corporation shall be the President, the President-Elect, Vice President, Secretary and Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board.

The Vice-President shall assume the duties of President, without any further vote of the membership, at the conclusion of the annual meeting of the Board. All other officers shall be subject to election by vote of the membership as provided by these Bylaws.

Upon election, officers shall relinquish their regular membership positions on the Board.

#### **Section 2. President**

The President shall be the principal elective officer of the corporation, shall preside at meetings of the members, the Board of Governors and the Executive Committee, and shall be a member ex-officio, with right to vote, of all committees except the Nominating Committee, of which s/he is a designated member. The President shall see to the enforcement of the Bylaws and perform such other duties as are necessarily incident to the office of President or as may be prescribed by the Board. The President is not charged with executive administrative responsibilities in the management and continuing conduct of the corporation's affairs.

#### **Section 3. President-Elect and Vice President**

At the request of the President, or in the event of the President's absence or disability, the Vice-President shall perform the duties and possess and exercise the power of the President, and to the extent authorized by law, the Vice-President shall have such other powers and duties as the Board may determine. If the President and Vice-President are absent from a meeting of the members, Board or Executive Committee, the Treasurer shall preside.

In the event that both the President and the President-Elect are disabled, the Vice President shall perform the duties and possess and exercise the powers of the President, and to the extent authorized by law, the Vice President shall have such other powers and duties as the Board may determine.

#### **Section 4. Secretary**

The Secretary shall review the minutes of all meetings of the members, of the Board and of the Executive Committee. The Secretary shall serve on the Executive Committee, attend all Executive Committee meetings and become familiar with the organizational structure and finances in preparation for the subsequent service to the organization in an officer capacity.

#### **Section 5. Treasurer**

The Treasurer shall be the chief financial officer of the corporation and shall have general supervision of the financial affairs of the corporation, including the power to (i) disburse such funds of the corporation as shall be required in the conduct of its affairs and the carrying on of its activities; (ii) sign any check, draft, or other order of the corporation for the payment of money, unless otherwise ordered by resolution of the Board; (iii) provide for custody and safekeeping of all securities of the corporation, subject to such custody arrangements as the Board may approve; and (iv) provide for the maintenance of regular books of account of all monies received and paid or incurred on account of the corporation. The Treasurer may delegate any of these duties to the executive director.

#### **Section 6. Suspension and Removal of Officers**

The officers of the corporation have authority to suspend officers. Any officer proposed for suspension shall be entitled to written notice of the meeting of the Executive Committee at which such suspension is to be considered. Any officer proposed for suspension shall be provided an opportunity to respond. Suspension shall require a vote of three officers. The removal of the suspended officer will be calendared at the next meeting of the Board. The suspended officer shall be provided written notice of that meeting and an opportunity to respond. Upon a vote of three-fourths (3/4) of those governors present at the Board meeting, the officer shall be removed.

### **ARTICLE VIII**

### **COMMITTEES**

#### **Section I. Executive Committee**

The Executive Committee shall consist of the four (4) elected officers and the immediate Past President, and the chairs of the Budget, Legislative, Seminars, Membership, Death Penalty, Finance/Fundraising and Public Information committees, who shall be appointed by the President subject to the approval of the Board. The Executive Committee shall exercise such powers and duties of the Board as are

delegated by the Board, except where federal and/or state statutes require action by the Board. All actions of the Executive Committee shall be reported to the Board at its next regular meeting.

Six (6) members of the Executive Committee shall constitute a quorum. Each committee represented on the Executive Committee shall constitute one position for the purpose of determining a quorum and in the event co-chairs of committees have been appointed, each committee shall be limited to one vote.

The Executive Committee shall meet at the request of the President or of any four (4) members of the Executive Committee. Proper notice shall be by telephone, first class mail or telefax or email to the home or office of each committee member stating the time and place of the meeting. Meetings of the Executive Committee shall be open to the entire Board.

The Executive Committee may participate in a meeting by means of a conference telephone or similar communications equipment through which all members participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at the meeting.

The transaction of any business conducted at a meeting of the Executive Committee at which a quorum is present shall be valid, regardless of the time or place it is held or whether notice thereof was given, if each member not present at the meeting signs either a waiver of notice to hold such meeting or an approval of the minutes thereof. Such waiver of notice may be made by telefax or email.

## **Section 2. Other Committees**

In addition to the Executive Committee, the corporation shall have the following committees: Budget, Legislative, Nominating, Amicus Curiae, Seminars, Publications, Membership, Death Penalty and Public Information. Each committee shall have at least three (3) members, at least one of whom shall be a member of the Board. The chairs of the Budget Committee shall be the Treasurer and another person appointed by the President. The President or Board may establish other committees as needed.

The President shall appoint committees annually as soon after the annual meeting as practicable. Committee members will serve until their successors are appointed after the next annual meeting.

All committees shall report their findings and recommendations to the Board and President. With the exception of the recommendations of the Nominating Committee described in Article X, the power to act on a committee's findings or recommendations rests with the Board; a committee shall not make commitments on behalf of CACJ without the Board's approval. If action is required before the next Board meeting, the Executive Committee has the power to act on a committee's findings or recommendations.



### **Section 3. Committee Vacancies**

The President shall have the power to fill vacancies in any committee.

## **ARTICLE IX**

### **MEETINGS**

#### **Section 1. Meetings of the General Members**

An annual meeting of the general members is not required.

Special meetings of the general members may be held at any time on the call of the President and either the Vice President or Treasurer, or by order of a majority of the Board or on the written request of one-fifth (1/5) of the general members.

Notice of the time and place for any special meetings shall be mailed or emailed to each member not less than ten (10) nor more than forty (40) days before the meeting, in such manner as the Board may order. Such notice shall be directed to each member at the member's address as it appears on the books of the corporation unless the member shall have filed with the principal office a written request that notices intended for the member be mailed to a designated address.

A meeting may be adjourned from time to time until its business is completed by vote of a majority of the members present in person or by written proxy, without notice other than by announcement at the meeting and without further notice to any absent member; and the members present at any meeting, if less than a quorum, may adjourn until a quorum is present.

At every meeting of general members, each member shall be entitled to one vote which may be cast in person or by written proxy which bears a date no more than eleven (11) months prior to such meeting. Upon demand of any member in attendance, the vote upon any question before the meeting shall be by written ballot.

Any action which may be taken at a meeting of general members may be taken without a meeting, if authorized in writing signed by five hundred (500) members, and a majority of those voting approve the action being proposed in the written ballot.

General members shall not receive any compensation or other expenses for attendance at membership meetings.

## **Section 2. Meetings of Board of Governors**

The annual meeting of the Board shall be held in the fourth quarter of every year at a time and place selected by the President. The election results shall be announced at the meeting.

Regular meetings of the Board shall be held at such times and places as the President shall designate. All meetings of the Board, except executive sessions, shall be open to the members of the corporation. The Board shall hold a minimum of four (4) meetings each year. Any business of the corporation may be transacted at any Board meeting.

Special meetings of the Board may be called by the President, the Vice-President or the Vice President and must be called on the written request of one-third (1/3) of the Board.

The Board of Governors may participate in a meeting by means of a conference telephone or similar communications equipment through which all members participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at the meeting.

Notice of all meetings of the Board, except as herein otherwise provided, shall be given by mail at least ten (10) days or by tele-fax or email at least three (3) days before the meeting to the usual business or residence address of the governors. Such notice may be waived by a governor.

## **Section 3. Determination of Quorum**

At any meeting of members of the corporation, five hundred (500) members present in person or by written proxy shall constitute a quorum for all purposes. The act of a majority of the members present at any meeting shall be the act of the full membership.

At all meetings of the Board, one-fifth (1/5) of the governors shall be necessary and sufficient to constitute a quorum for the transaction of business.

## **Section 4. Rules of Procedure**

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

## **Section 5. Waiver of Notice**

Whenever under the provisions of any law or under the provisions of the Articles of Incorporation or Bylaws of this corporation, the corporation or the Board 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.

## ARTICLE X

### ELECTIONS

#### **Section 1. Eligibility for Office**

The nominee for President must be the Vice-President unless the Vice-President is unavailable, in which case the Nominating Committee shall nominate a member of the Board to serve as President. Nominations for all other officer positions must be made from current or previous members of the Board. Nominees to the Board shall be general members of the corporation.

#### **Section 2. Duties of Nominating Committee**

No later than January 1st of each year, the President shall appoint a Nominating Committee consisting of at least five general members of the corporation, the majority of whom must be members of the Board. The President and the immediate Past President shall be members of the committee. All other appointments to the committee shall be subject to the approval of the Board. The committee shall propose the names of at least one (i) candidate for each officer position and at least fifteen (15) names for the elective positions on the Board. The committee shall notify the Board of its proposed nominations and the Board shall have fifteen (15) days from the date of mailing of such notice to respond to the committee before the nominations are final. The Secretary shall notify the membership of the nominations by mailing such notice not less than ninety (90) days prior to the date of the annual meeting of the Board. Each member who accepts nomination to the Board shall sign a formal acknowledgment of the Board member responsibilities prescribed in Article VI, Section 4 as a condition of being placed on the ballot.

#### **Section 3. Nomination by Petition**

In addition to the names proposed by the Nominating Committee, members of the Board may be nominated for an officer position other than President and any general member may be nominated for the Board by the written petition of at least fifteen (15) general members received by the Secretary at the CACJ office at least seventy-five (75) days before the annual meeting. Such nominations shall be included on the ballot mailed to the membership. Each member who successfully petitions for the Board shall sign a formal acknowledgment of the Board member responsibilities prescribed in Article VI, Section 4 as a prerequisite to inclusion on the ballot.

#### **Section 4. Voting and Ballots**

All elections shall be conducted by written ballot by mail to the membership not less than sixty (60) days before the annual meeting. The method of distributing the ballots shall be determined by the Executive Committee. To be valid, a completed ballot must be received at the principal office of the corporation not less than thirty (30) days before the annual meeting of the Board. The Secretary shall report the results of the balloting at the annual meeting. Each general member of the corporation shall be entitled to one (1) vote by mail for each officer position and one (1) vote by mail for each elective Board member position to be filled from the membership.

A statement provided by each candidate for an officer or governor position, not to exceed forty (40) words, shall be included with each ballot. If a candidate fails to submit a statement, the Secretary shall provide a statement which sets forth the candidate's occupation, place of business, whether the candidate is an incumbent and whether the candidate's name was placed on the ballot by the Nominating Committee or by petition. Incumbents and members nominated by the Nominating Committee shall be identified as such on the ballot.

#### **Section 5. Votes to Elect**

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

#### **Section 6. Vacancies**

Any vacancy in an officer position, other than President, shall be filled for the unexpired portion of the term upon nomination by the President of one of the remaining officers or members of the Board subject to confirmation by a majority of the Board at its next meeting. In the event a vacancy occurs in the office of President, the Vice-President will complete the remainder of the President's term. If the Vice-President cannot serve, the Treasurer will complete the remainder of the President's term. If neither the Vice-President nor Treasurer can serve, the Executive Committee, by majority vote and subject to confirmation by a majority of the Board at its next meeting, shall elect a member of the Executive Committee or a member of the Board to complete the President's term. The person selected to be President shall immediately vacate the Executive Committee position or regular membership on the Board.

#### **Section 7. Rules on Campaigning**

The Board shall create regulations relating to campaigns for office.

## ARTICLE XI

### **DUES**

#### **Section 1. Establishment of Dues**

Annual dues for general, student and associate members and friends of CACJ shall be fixed by the Board.

#### **Section 2. Dues Structure**

Membership dues shall cover a period of one year and are due and payable each July, or at such time as may be fixed by the Board.

#### **Section 3. Failure to Pay Dues**

Failure to pay annual dues within three months after the due date will result in a lapse of membership which can be reinstated only upon payment of dues as a new member.

## ARTICLE XII

### **NON-DISCRIMINATION**

The selection of members, governors, officers, employee representatives shall be made without discrimination based on disability, gender, national origin, race, religion or sexual orientation.

## ARTICLE XIII

### **INDEMNIFICATION**

The corporation shall provide for indemnification by the corporation of its governors, officers, committee members, employees and agents and of its former governors, officers, committee members, employees and agents to the full extent permitted and in accordance with the procedures set forth in Section 7237 of the California Nonprofit Mutual Benefit Corporation Law or any successor provision of California law.

## ARTICLE XIV

### **CONTRACTS**

The Board, 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 limited to a specific instance.

## ARTICLE XV

### **CHARTER CHAPTERS**

The Board may establish the policy and procedures governing charter chapters and shall determine the amount of dues and assessments to be paid by such chapters and their members.

## ARTICLE XVI

### **PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS**

No member, employee or other person connected with the corporation, or any other private person, shall receive any of the earnings or pecuniary profit from the operations of the corporation, provided that the payment to any person of such reasonable compensation for services rendered to or for the corporation in effecting any of its purposes may be fixed by the Board. No officer or member of the Board shall be compensated by the corporation for efforts expended on behalf of the corporation except as follows: (i) for services actually rendered on behalf of the corporation in addition to service as an officer or a governor; (ii) for reimbursement for travel as previously authorized by the Executive Committee or the Board and; (iii) as otherwise authorized by the Executive Committee or the Board. General members shall not receive compensation or reimbursement for expenses for attendance at membership meetings. No person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the corporation. Upon the dissolution or winding up of the Corporation, its assets remaining, after payment of or provision for payment of all debts and liabilities of the corporation, shall be distributed to any nonprofit organization selected by the Board, whose purposes are consistent with and supportive of the purposes of the corporation, provided that no such distribution shall be made to a member of the corporation.

## ARTICLE XVII

### **INVESTMENTS**

The corporation shall have the right to retain all or part of the securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board, without being restricted to the class of investments which a governor is or may hereafter be permitted by law to make or any similar restrictions; provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction or would result in the denial or

revocation of the corporation's tax exemption under Section 501(c)(6) of the Internal Revenue Code of 1954 or Section 2370(e) of the Revenue and Taxation Code of California as they now exist or as they may hereafter be amended.

## ARTICLE XVIII

### **ANNUAL FINANCIAL REPORT**

An annual financial report shall be prepared within 120 days after the close of the corporation's fiscal year, and notice thereof shall be provided to the members, in accordance with the provisions of Sections 8321 and 5016 of the California Mutual Benefit Corporation Law. The report shall contain a balance sheet, income statement, statement of changes in financial position, information regarding any insider transactions, and the location where the names and addresses of current members of the corporation are located. Each member of the corporation shall have the right to receive a copy of the financial report upon request.

## ARTICLE XIX

### **CALIFORNIA ATTORNEYS FOR CRIMINAL JUSTICE FOUNDATION**

The corporation shall provide for the establishment and maintenance of a charitable organization to be known as California Attorneys for Criminal Justice Foundation ("Foundation").

The Foundation may use the name of the corporation for as long as it carries out charitable and educational activities which are consistent with the goals and purposes of the corporation.

The Foundation shall have one class of members, which shall consist solely of the immediate Past President of California Attorneys for Criminal Justice and four others selected by him/her.

## ARTICLE XX

### **AMENDMENTS**

#### **Section 1. By Board**

The Board shall have the power to make, alter and repeal the Bylaws of the corporation by affirmative vote of two-thirds (2/3) of the Board, 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

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, provided that the proposed action is stated in the notice of such meeting.