

BY - LAWS
PUERTO RICO ASSOCIATION
OF CRIMINAL DEFENSE LAWYERS

ARTICLE I: NAME, SEAL, OFFICES

SECTION A: NAME

The name of this organization is the “Puerto Rico Association of Criminal Defense Lawyers.”

SECTION B: OFFICES

The Association may have offices at such places as the Board of Directors may from time to time appoint.

SECTION C: SEAL

The seal of this Association shall be that which is affixed to these Bylaws.

ARTICLE II: MISSION, PURPOSES AND OBJECTIVES

SECTION A: MISSION

PRACDL is a not-for profit voluntary organization affiliated with the National Association of Criminal Defense Lawyers. It aspires to a Puerto Rico in which the dignity and the human and civil rights of every person are respected in the context of a criminal justice system free of bias and prejudice of any kind.

Our mission includes working with partners, including the Federal Public Defender and the Sociedad de Asistencia Legal (“SAL”), to identify and eliminate inequities in the criminal justice system, while inspiring and equipping the criminal defense bar to provide the highest quality representation for persons accused of crime.

SECTION B: PURPOSES AND OBJECTIVES

The Association pursues its mission through the following activities, among others:

- (a) The promotion, study, and research in the field of criminal defense law and procedure, constitutional and comparative law;
- (b) The dissemination of information about developments in case law, theories, technologies and techniques across a variety of fields that contribute to the improvement of criminal defense

advocacy by means of seminars, electronic posting on members-only Listserv, and informal tertulias and conversation;

(c) The sponsorship of periodic meetings of the criminal defense bar; providing a forum for the exchange of information regarding the administration of criminal justice in Puerto Rico as part of systemic efforts to protect individual rights and improve the practice and procedures of criminal law;

(d) Representing the Association before the legislative, executive and judicial bodies which determine criminal justice policy for Puerto Rico and the United States in a manner that promotes the mission of the Association; and

(e) The preservation, protection, and defense of the adversary system of justice and the Constitution, and promoting the purposes of the organization to the public.

ARTICLE III: MEMBERSHIP

SECTION A: ADMISSION TO MEMBERSHIP

Any person desiring to become a member of the Association shall file with the Board of Directors a written application for membership in such form as may be prescribed by the Board of Directors. An applicant who qualifies for membership shall be admitted upon payment of the appropriate dues.

SECTION B: QUALIFICATIONS FOR MEMBERSHIP

Except as set forth in section C of this Article III, membership in the Association shall be open to:

(1) Any attorney admitted to practice and remains in good standing, before the Supreme Court of Puerto Rico, or the United States District Court for the District of Puerto Rico, and who practices criminal defense in Puerto Rico

(2) Any attorney practicing in the Federal Public Defenders' office for the District of Puerto Rico.

(3) Students enrolled in accredited law schools. Such membership shall be subject to the rules and regulations set by the Board of Directors. Such students shall demonstrate an interest in the practice of criminal defense law and shall not have the right to vote.

(4) Full-time law professors at accredited law schools, who provide substantial contributions and services to the defense of criminal cases.

(5) Emeritus member. An Emeritus Member is a person who has been a member of PRACDL for at least five years, and who, having attained the age of 65 or more, wishes to pass the torch, but

remain connected and informed. This status is available, upon application, for those who are on inactive, reduced caseload, or retired status. Upon request, an exception may be made by the Board for those who qualify for this category but are not yet 65 may apply for this status.

SECTION C: PERSONS NOT ELIGIBLE FOR MEMBERSHIP

Persons employed in the offices of prosecutors, including, but not limited to, United States Attorneys, Special Prosecutors, City Attorneys, District Attorneys or Attorneys General, and any persons employed in law enforcement, or by the executive branch of any government, including but not limited to police officers, marshals, correctional officers, parole officers and probation officers, are not eligible for membership in the organization. Further, persons engaged in a full-time judicial function, including any full-time judges, magistrate-judges, commissioners or referees, and their law clerks, are disqualified from membership.

SECTION D: CATEGORIES OF MEMBERSHIP

1. **Regular Membership:** Attorneys engaged in the practice of criminal law and professors who qualify for membership in accordance with Sections B (1), (2), (4) or (5) of this Article.
2. **Law Student Membership:** As defined in Section B (3) of this Article.
3. **Emeritus members,** as defined in Section B(5) of this Article.

SECTION E: VOTING

At every meeting of members, each Regular Member present and eligible to vote, shall be entitled to one vote. The Treasurer, after verifying payment of annual dues, shall certify all members qualified to vote.

Eligibility: At every general meeting of members, each regular member present shall be qualified to exercise one vote. Student are not be eligible to vote. Absent a general emergency (public health/disaster) physical attendance is required at all annual meetings. PRACDL does not allow proxy voting.

SECTION F: DUES

- (1) Regular membership \$90.00, annually
- (2) Law Student membership \$25.00, annually
- (3) Attorneys employed by SAL shall be full members upon payment of reduced annual dues of \$75.00.

Dues shall be paid at or before the Annual Meeting for the following calendar year. Dues may be paid at any later time but will be required to be renewed at or before the next Annual Meeting, regardless of the date of payment (i.e., no credit for late payment).

SECTION G: RESIGNATION, SUSPENSION, DISCIPLINE OF MEMBERS

Any member may resign from the Association by delivering written notice to the Board of Directors. Membership expires automatically upon non-payment of annual dues, but may be renewed at any time by payment thereof. Notice of non-payment of dues and/or proposed elimination from the PRACDL list serve shall constitute notice of proposed suspension.

In addition, a member may be censured, suspended, or expelled from the organization for justifiable cause, after a hearing, by the affirmative vote of not less than two-thirds (2/3) of the total Board of Directors. Before any such action may be taken, written notice of the factual basis and reason for the proposed action, as well as the date, time and place of the hearing and the proposed sanction must be given to the member at least ten days before the hearing. The member charged shall have the right to be present at this informal hearing, to be heard and to present evidence in response to the charges.

ARTICLE IV: BOARD OF DIRECTORS

SECTION A: MEMBERS ELIGIBLE

All regular members as identified in section III (D)(1) above are eligible for the Board of Directors.

SECTION B: NUMBER OF DIRECTORS

The Board shall consist of nine (9) directors. One of the directors shall be the Federal Public Defender or a designee, provided that this person fulfils the requirements set forth in section III (D)(1) of these by-laws. The remaining eight (8) directors will be elected in staggered two-year terms as described in the following section C of this Article by the members eligible to vote at the annual meeting.

SECTION C: TERM OF OFFICE

The members of the Board of Directors shall be elected at the annual meeting of the Association. The President shall be elected for a two-year term in the first ballot in odd calendar years.

The remaining seven (7) members of the Board (excluding the FPD *ex officio* representative) shall be elected in the second ballot for staggered two-year terms, in which three (3) Directors, in addition to the President, shall be elected in odd calendar years (2023, 2025, 2027, etc.); and, four (4) Directors shall be elected in even calendar years (2024, 2026, 2028, etc.). The entire

Board of Directors, once elected, shall appoint its officers. The elected board members shall hold office until the expiration of their two-year terms and/or their successors are elected and qualified.

SECTION D: ELECTION

Eight (8) of the nine (9) Directors (i.e., all save the FPD or designee) of the Board shall be elected by majority vote of all members eligible to vote, as certified by the Treasurer at the Association's annual meeting. The annual meeting shall be notified in writing to all current members thirty (30) days prior to the meeting.

SECTION E: ABSENCE

A Director shall not accept office unless he or she intends to attend all meetings. A Director with more than two unexcused absences per year may be removed by a majority vote of the Board of Directors.

SECTION F: VACANCY

The unexpired term of a Board member shall be filled by a majority vote of the Board of Directors.

SECTION G: QUORUM

For meetings of the Board of Directors, quorum shall be constituted by five (5) members of the Board.

SECTION H: OFFICERS

The **President** shall have no greater powers than any other Director except to serve as spokesperson for the Board of Directors and to have ministerial authority subject to Board review.

The President of the Association shall serve as chairperson at meetings of the Board of Directors.

The President shall be responsible for setting Board meetings and circulating a draft agenda before for each meeting with sufficient time to permit additional items to be included.

The **Vice-President** shall assist the President in the performance of the President's duties and shall also perform such other duties as may be prescribed by the Board of Directors. In the case of the absence of the President, the Vice-President shall act as President. In the case of the death of the President or in the event of resignation or removal from office, the powers and duties of the President shall evolve upon the Vice-President, who shall conclude the term of office of the President in accordance with the provisions of these by-laws.

The **Secretary** shall attend and keep minutes of all meetings of the Association and shall have such other powers and perform such other duties as are incident to the office of Secretary or as may be assigned from time to time by the Board of Directors or by the President.

The Secretary shall be responsible for the correspondence delivered to the PRACDL Post Office Box and keep custody of the key, and for circulating any correspondence to the appropriate person or body within ten calendar days of receipt. The Secretary shall maintain a permanent official record of all Board and membership meetings, and deliver or make it accessible to the next elected successor.

The **Treasurer** shall maintain the funds, pay the obligations of the Association, and insure the safe and prudent management of the Association's finances as directed by the Board of Directors. The Treasurer shall prepare and submit an annual financial report to the members at the annual meeting.

The Treasurer shall ensure that all corporate, tax and any other responsibilities established by the government of Puerto Rico for the operation of not-for-profit corporations are fulfilled, and shall serve as the physical custodian of the checkbook and financial records of the Association.

SECTION I: POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board of Directors may appoint such officers, agents and committees as it may deem necessary. All such appointments shall serve at the pleasure of the Board. Absent extraordinary circumstances, any member elected or appointed shall serve *ad honorem*. Any compensation or reimbursement for services provided by non-members shall be determined or approved by the board.

The Board may also designate such committees as it may deem necessary, as set forth in Article V of these by-laws.

The Board of Directors shall have the power to designate the classes of information which are to be deemed confidential for the purpose of section G of Article II of these by-laws, and which categories of membership are eligible to have said information.

The Board of Directors shall organize all meetings of the membership as set forth in Article IV of these by-laws.

The Board of Directors as a body shall meet on a regular basis, but not less than five (5) times in any one year.

Furthermore, the Board of Directors shall have broad powers to carry out the purposes and objectives of the Puerto Rico Association of Criminal Defense Lawyers and to implement these bylaws.

SECTION J REMOVAL FROM THE BOARD OF DIRECTORS

In addition to the provisions of section III(G) of these Bylaws, a member of the Board of Directors may resign from the Board by giving written notice to the Board.

A member of the Board may be removed there from by a vote of 2/3 of its members upon a finding of violation or abandonment of duties and powers established under these Bylaws, violation of any fiduciary duty, or any grounds for expulsion from the organization.

In extraordinary circumstances, or should the Board itself cease to function, one or more officers may be expelled from the Board at by a vote of 3/4 of PRACDL members at a special or regular membership meeting.

In any case, a vote to remove a member from the Board shall be conducted by secret ballot.

Resignation or removal from the Board is distinct from membership in PRACDL, with its separate policies for expulsion, censure, established in Article III Section G of these Bylaws.

SECTION K: TERM LIMITS

Absent extraordinary circumstances and approval by at least 2/3 of those qualified to vote, no member of the Board of Directors shall serve as an officer thereof for more than two consecutive full terms (4 years). No member shall serve on the Board of Directors in any capacity for more than three consecutive full terms.

ARTICLE V: MEETINGS

SECTION A: TIME AND PLACE

The Association shall hold an annual meeting of all the members at a time and place as may be fixed by the Board of Directors, and may hold such other meetings of all members when necessary.

SECTION B: SPECIAL MEETINGS

The Board of Directors may convene special meetings of the entire Association or of particular members and directors when it may deem it necessary for carrying out the purposes of the Association.

SECTION C: QUORUM

For members' meetings quorum shall be constituted by twenty-five percent (25%) of all eligible voting members.

ARTICLE VI: COMMITTEES

SECTION A: STANDING COMMITTEES

The Association shall have the following standing committees:

1. CLE
2. Liaison: USA/Court/SAL/BOP/USMS
3. Ethics Advisory/Strike Force
4. Membership and outreach
5. Special and ad hoc Committees as created by the Board

SECTION C: COMMITTEE CHAIRPERSONS

Chairpersons of committees *shall* be either chosen by members of the committee or appointed annually by the majority vote of the Board of Directors as it determines soon after the annual election as may be practicable, and shall continue in office until successors are appointed after the next annual meeting. The Board's failure to do so will constitute its delegation of this responsibility to the committee.

SECTION D: VACANCIES

The Board of Directors shall have the power to fill vacancies in any committee chair by majority vote.

SECTION E: COMMITTEE REPORTS AND ACTION

All committees shall report their findings, activities and recommendations to the Board. The power to act on committee findings and recommendations rests solely with the Board of Directors. Each committee shall also submit a report to the membership at the annual meeting. Such reports shall not include any confidential information, including, but not limited to non-public information concerning the activities of the Strike Force.

ARTICLE VII: DISSOLUTION OF ASSETS

In the event this Association should dissolve, its assets shall be liquidated and distributed to charitable organizations with similar objectives and purposes to those of the Association, as described in section D of Article I of these by-laws. Said distribution shall be determined by a majority vote of the Board of Directors then in office.

ARTICLE VIII: AMENDMENTS TO THE BY-LAWS

SECTION A: BY-LAWS COMMITTEE

These Bylaws may be amended from time to time to reflect developments in the law, technology, and membership as follows;

1. The President shall identify an Amendment Committee.
2. The Committee shall submit proposed Amended Bylaws to the Board, which shall review, modify, accept or reject a draft for circulation to the membership
3. The approved version shall be circulated to the membership no less than 21 days before a special meeting convened to discuss the proposal.

SECTION B: NOTICE TO MEMBERS AND APPROVAL OF AMENDMENTS

1. A vote shall be taken at the special meeting at which the quorum will be established in the same manner as the annual meeting. If the special meeting is held virtually, good standing will be reviewed by the Treasurer before admitting any member to the meeting. Amended Bylaws must be approved by at least 2/3 of those attending the special meeting. Voting may be viva voce or by secret ballot, as determined and announced prior to the meeting. Only those attending the special meeting may vote on the amendments.

2. In order to establish the agenda for the special meeting, any member proposing discussion of an amendment must submit a notice in writing to the Board at least seven calendar days before the special meeting identifying (a) the amendment to be discussed and (b) the proposed action regarding that amendment. The agenda for the special meeting reflecting these issues shall be circulated to the members qualified to vote no less than three calendar days before the special meeting. The amendments submitted for comment will be separately discussed and voted on motion of any member attending the meeting. Any request for separate discussion or vote must specifically identify the article and section at issue.

SECTION C: WAIVER

Failure to comply with the requirement to comply with section 2(a) and (b) above shall constitute a waiver of objection to an amendment. Failure to object to any procedural error prior to the special meeting shall constitute a waiver of that objection.

SECTION D: PUBLICATION

In the event the by-laws are amended, the Secretary shall publish the amended bylaws, in their entirety, via the PRACDL List Serve to all current members within ten calendar days of their

approval. In addition, the current bylaws shall remain on file with the Association, available upon request from the Secretary at any time, and shall be published on the PRACDL public website.

