

BYLAWS OF THE GEORGIA ASSOCIATION OF CRIMINAL DEFENSE LAWYERS, INC.

ARTICLE I: NAME AND STATUS

The name of this organization shall be the Georgia Association of Criminal Defense Lawyers, Inc. (the “Association”). It shall be a nonprofit corporation organized under the laws of the State of Georgia.

ARTICLE II: PURPOSES

The Association is formed exclusively for charitable, scientific, and educational purposes, including without limitation, the following:

(a) To protect and insure by rule of law those individual rights guaranteed by the Georgia and Federal Constitutions in criminal cases and to resist the efforts which are constantly being made to curtail such rights;

(b) To encourage cooperation between lawyers engaged in the furtherance of such objectives through educational programs and other assistance; and through such cooperation, education, and assistance to promote justice and the common good;

(c) To promote study and research in the field of criminal defense law and the related arts;

(d) To disseminate by lecture, seminars, electronic media, and publications the advancement of knowledge of the law as it relates and is ancillary to the field of criminal defense practice;

(e) To promote the proper administration of criminal justice;

(f) To establish and operate a computerized information system which will make available to criminal defense attorneys source information on forms, briefs, court and appellate decisions, and other desired subjects;

(g) To foster, maintain, and encourage the integrity, independence, and expertise of defense lawyers in criminal cases; and

(h) To foster periodic meetings of criminal defense lawyers and to provide a forum for material exchange of information regarding the administration of criminal justice and thereby concern itself with the protection of individual rights and the improvement of criminal law, its practice, and procedures.

ARTICLE III: MEMBERSHIP

Section 1. Application for Membership

(a) Membership in the Association (“**Membership**”) shall be by application made on a form prescribed, from time to time, by the Associations’ board of directors (the “**Board of Directors**” or the “**Board**”). Each applicant may be endorsed by one voting Member of the Association with the exception of applicants for Student and Associate Membership, who must be endorsed by an attorney Member.

(b) All applications for Membership must be accompanied by the payment of the appropriate dues.

(c) All Memberships, except as otherwise approved by the Board of Directors are on a fiscal year basis, which begins on December 1 and ends on the following November 30.

Section 2. Eligibility

(a) A member of the State Bar of Georgia who is or has been actively engaged in the defense of criminal cases is eligible to apply for Membership in the Association as a **"Regular Member."** A member of the State Bar of Georgia who is employed full-time as a public defender or a State Bar member whose nonprofit employer is engaged in direct or indirect representation of persons accused of crimes is eligible to apply for Membership in the Association as a **"Public Defender Member."**

(b) A member of the State Bar of Georgia who holds full-time judicial or prosecutorial office, is employed by a prosecutorial office, or who acts as a representative for a law enforcement agency or any agency associated with law enforcement is ineligible to become or remain a Member of the Association.

(c) A Member of the Association in good standing, who holds on a part-time basis a prosecutorial or judicial office, may remain a Member of the Association.

(d) From time to time, the Board of Directors may allow non-attorneys working full-time in ancillary criminal defense professions to become **"Associate Members"** of the Association. Such professionals must be sponsored by an attorney Member of the Association. Associate Members do not have voting rights and cannot hold office.

Section 3. Charter Membership

The **"Charter Members"** of the Association shall consist of those persons who joined the Association prior to December 1, 1974.

Section 4. Classes of Membership.

The Board may create separate classes of Membership with varying eligibility criteria, dues requirements, and benefits as the Board may determine in its discretion from time to time. Any changes to the eligibility criteria, dues requirements, and benefits of an attorney Membership Class shall not become effective until the fiscal year following adoption.

Section 5. Foreign Membership

An attorney in good standing who has been admitted to practice law in a jurisdiction other than Georgia, and who is otherwise eligible under the terms of these Bylaws for Membership, may upon presentation and approval of an application for Membership be admitted to a non-voting Membership by the payment of the dues as set by the Board of Directors and shall be designated a **"Foreign Member."**

Section 6. Student Membership

A person who is regularly enrolled in a school of law or who has graduated and is waiting to take the Bar Examination is eligible to apply to be a **"Student Member"** in the Association. A Student Member shall pay the amount set by the Board of Directors for such Membership. Student Members must be sponsored by an attorney Member of the Association, do not have voting rights, and cannot hold office.

Section 7. Honorary Membership

A person who has made an outstanding contribution to the public welfare and aided in the achievement of the goals of this Association may be elected an “**Honorary Member**” of the Association by an affirmative vote of a majority of the Board of Directors, such election requiring an affirmative vote of two-thirds vote of the Board of Directors present at the meeting at which the designation is considered. Honorary Members shall not be obligated to pay dues and shall not be entitled to vote or hold elected office; however, if an Honorary Member elects to pay dues, such Honorary Member shall be entitled to vote. Notwithstanding the foregoing, Honorary Members may have their Membership revoked by an affirmative vote of a majority of the Board.

Section 8. Voting Privilege

All dues-paying Members, other than Student Members and Foreign Members, who are members of the State Bar of Georgia are entitled to vote in any of the Association's proceedings when Membership voting is taken. Voting at Board of Director meetings shall be as described in paragraph (b) of Section 7 of Article VI.

Section 9. Revocation of Membership

Membership may be terminated, suspended, or a Member may be censured in the following manner:

(a) Resignation: A Member may resign by submitting a written resignation to the President or Executive Director. Such resignation shall become effective on the day submitted provided the Member has satisfied all Membership obligations to the Association. No reimbursements of any dues for the remainder of any fiscal year shall be made upon such resignation. Such resigned Member may achieve reinstatement of Membership status, by reapplying pursuant to the provisions of these Bylaws. Unless a Member qualifies for a Membership class wherein membership in the State Bar of Georgia is not required, resignation from the State Bar of Georgia shall automatically result in termination of Association Membership.

(b) Failure to Pay Dues: Any Member who fails to pay dues within 60 days following the beginning of the fiscal year of the Association shall automatically be terminated as a Member of the Association. Membership status may again become available by complying with the provisions of these Bylaws.

(c) Expulsion or Suspension

(1) Upon actual knowledge by the Association staff of an order of disbarment or suspension of a Member by the Supreme Court of Georgia, such person's Membership in the Association shall automatically terminate or be suspended, as the case may be. The Board shall consider each such action at the next occurring Board meeting following such termination or suspension in order to ratify such action. The Member may request reinstatement pursuant to clause 12(d) below.

(2) Upon actual knowledge by the Association staff of an order of disbarment or suspension of a Member by any other State Bar or Federal Bar, such person's Membership in the Association shall be automatically terminated or be suspended, as the case may be. The Board shall consider each such termination or suspension in order to ratify such action at the next occurring Board meeting following such action in order to ratify the termination. The Member may request reinstatement pursuant to clause 12(d) below.

(3) Members who act in violation of the Bylaws of this Association may be terminated from Membership by a two-thirds vote of Directors present at a duly called meeting of the Board of Directors. Prior to the termination action being taken, the Member shall be notified in writing thirty (30) days in advance of the meeting of the Board of Directors and shall be given information regarding possible

termination. Said Member shall be notified of the date, time, and place of such meeting and the Member may be present at the meeting of the Board of Directors for the purpose of avoiding termination of Membership.

(d) Reinstatement of Membership: If any person's Membership has been terminated or suspended by reason of this section, and the basis for termination or suspension has been removed, such person may reapply for Membership pursuant to these Bylaws.

(e) Censure: A Member may be censured for unethical conduct, misconduct, or the commission of any acts in violation of the Bylaws of this Association by a two-thirds vote of the Directors present at a Board of Directors meeting or Members present at an Executive Committee meeting. Prior to any such censure action being taken, the Member shall be notified of the date, time, and place of such meeting, in writing, thirty (30) days in advance of the meeting before the Board of Directors or the Executive Committee and shall be given information regarding possible censure. Said Member may be present at the meeting of the Board of Directors or the Executive Committee meeting for the purpose of avoiding censure.

Section 13. Membership Areas

The Board shall establish Membership Areas of the State of Georgia for the ease of administration or for such other purposes as the Board may elect from time to time in its sole discretion. Any changes to the Membership Areas or officers of such Membership Areas shall not take effect until the fiscal year following adoption.

ARTICLE IV: FINANCES

Section 1. Annual Dues

Annual Dues shall be set by the Board of Directors for the various categories of Memberships. All dues shall be paid annually on the first day of December, unless the Member has paid via autorenewal on a different date.

ARTICLE V: MEETINGS

Section 1. Annual Meeting

The annual meeting of the Association shall be held in connection with the annual Winter Seminar unless a different time and place is determined by the Board of Directors.

Section 2. Special Meetings

Special meetings of the Members of the Association may be held as the Board of Directors deems necessary.

Section 3. Notice of Meetings

(a) Notice of the annual meeting shall be given to each Member at least 30 days in advance of the meeting via an Association postal mailing or electronic announcement.

(b) Written notice of a special meeting shall be given electronically or by postal mail to each Member at least 14 days in advance of the meeting.

Section 4. Quorum

A quorum for the transaction of business shall be ten percent of the voting Members of the Association present.

Section 5. Reports

Committee chairpersons and Members with additional items for report shall electronically submit a written report to the Executive Director of the Association at least two weeks prior to any regularly scheduled meeting of the Board of Directors. Committee chairpersons with additional items for report may, in addition to the written report, address the Board of Directors at regularly scheduled meetings.

Section 6. Member Requests

Any Member desiring to have items placed on the Board of Directors meeting agenda shall notify the President or Executive Director in writing sufficiently in advance of any meeting of the Board of Directors.

ARTICLE VI: BOARD OF DIRECTORS

Section 1. Powers and Membership

(a) The business and affairs of this Association shall be managed by a Board of Directors or by the Executive Committee on behalf of the Board of Directors in between regularly scheduled Board of Directors meetings. The Board of Directors shall consist of the elected officers of the Association, the immediate past President of the Association, and all Life Members prior to December 1, 2004 unless such Life Member has resigned their seat on the Board of Directors as provided in Article III, Section 7 or been removed in accordance with the terms of these Bylaws.

(b) There shall be an Area Vice President for each of the Membership Areas designated by the Board of Directors.

Section 2. Regular Meetings

The Board of Directors shall hold meetings at such time and place designated by the President. Board meetings will normally be held in conjunction with seminars scheduled in the Fall, Winter, and Spring.

Section 3. Special Meetings

The Board of Directors shall hold such special meetings as may be called by the President or upon written request of at least eight Directors of the Board of Directors.

Section 4. Notice

The Executive Director of the Association shall notify the Board of Directors of each regular and special meeting by notice given at least seven days in advance of the date of the meeting along with a proposed agenda.

Section 5. Quorum

A quorum for the transaction of business of the Board of Directors shall be a majority of the elected officers of the Association.

Section 6. Organization

The President of the Association shall serve as chairperson of the meetings of the Board of Directors. In the absence of the President, the President-elect shall serve as chairperson.

Section 7. Procedure

(a) The Board of Directors may act at meetings or by electronic communication.

(b) Any Director may vote at a Board of Directors meeting.

(c) In the event that an Area Vice President cannot attend a regularly scheduled meeting of the Board of Directors due to illness, personal issues, business reasons, or official court proceedings, such officer shall obtain an official excuse or allowance to participate by electronic means from the President, or the President's designee.

(d) Meetings will be held in person. However, considering the importance of attaining a quorum for the transaction of GACDL business, the President may elect to allow up to three members of the Board of Directors to attend electronically.

Section 8. Vacancies

In the event of the death, resignation, or removal of an officer of the Association other than the President, the vacancy may be filled to complete the remainder of such officer's term by appointment by the President, subject to confirmation by the Board of Directors. Confirmation shall be by a majority vote of the Board of Directors. The President may authorize voting to occur by electronic mail. If voting is by electronic mail, a failure to respond to the call for votes within five days shall be counted as a vote to confirm.

Section 9. Removal

An elected officer or member of the Board of Directors of the Association may be removed from office as follows:

(a) For cause, by a vote calling for such removal by three-quarters of the members of the Board of Directors of the Association, after being notified in writing of such action thirty (30) days in advance of the meeting to consider such action; or

(b) Upon the failure of such officer or director to attend two consecutive meetings of the Board of Directors or more than fifty percent of the meetings in any year without an officially excused absence. Vacancies caused by removal of an officer shall be filled in accordance with Section 8 of this Article.

(c) In addition, any officer or member of the Board of Directors whose Membership is revoked in accordance with the terms of these Bylaws shall simultaneously be removed as an officer and/or Director.

Section 10. Executive Committee

The President of the Association, subject to the approval of the Board of Directors, shall appoint an Executive Committee, which shall include the President-Elect, Immediate Past President, Executive Vice President, Secretary, Treasurer, Parliamentarian, and no more than five other Association Members the President deems to include. The President shall serve as chairperson of the Executive Committee. The Executive Committee shall have such powers and duties as may be prescribed by the Board of Directors and these Bylaws. The Executive Committee may meet and transact business in person or by electronic means.

Section 11. Board of Advisors.

In addition to the Board of Directors, the Association may empanel a Board of Advisors. The composition of the Board of Advisors shall be composed of such individuals as the Board may select and shall serve at the discretion of the Board of Directors. The Board of Advisors shall be entitled to such benefits and privileges as the Board of Directors may designate from time to time.

ARTICLE VII: OFFICERS

Section 1. Officers

The officers of the Association shall consist of the following:

- (a) President
- (b) President-Elect
- (c) Executive Vice President
- (d) Secretary
- (e) Treasurer
- (f) Parliamentarian
- (g) One Area Vice President for each Membership Area designated by the Board of Directors.

Section 2. Appointment of Executive Director

Upon recommendation of the Executive Committee, the Board of Directors may appoint an Executive Director. If appointed, the Executive Director shall serve at the pleasure of the Board of Directors and be paid such salary and provided such benefits as are established by the Board of Directors.

Section 3. Duties of the President

The President is the Chief Executive Officer of the Association and is responsible to effectively supervise, coordinate, and help carry out the activities and programs of the Association and to preside at its meetings. The President shall also preside at meetings of the Board of Directors.

Section 4. Duties of the President-Elect

The President-Elect shall perform such duties as the President may delegate and such duties as the Board of Directors may assign. Generally, the President-Elect shall assist the President in performing the duties of the President's office and shall fully inform the President of the activities of the Association. In the event of the absence or disability of the President, the President-Elect shall preside at all meetings of the Association and of the Board of Directors and shall perform all other duties of the President. The President-Elect shall take an active part in the affairs of the Association. The President shall utilize the services of the President-Elect, and the President-Elect shall join the President in carrying out an effective program. The President-Elect shall coordinate the Long-Range Planning of the Association. In the event of the death or resignation of the President, the

President-Elect shall automatically become President of the Association and shall hold such office during the remainder of such vacated term and during the following one-year term.

Section 5. Duties of the Executive Vice President

The Executive Vice President shall assist the President and President-Elect in the performance of their duties and shall perform such other duties as may be prescribed by the Board of Directors. In the case of the absence or disability of the President and the President-Elect, the Executive Vice President shall preside at all meetings of the Association and of the Board of Directors and shall perform all other duties of the President and President-Elect. In the case of the death or resignation of the President and the President-Elect, the Executive Vice President shall become President and hold office until the President's and President-Elect's successors are elected and qualified. The Executive Vice President shall coordinate activities of the Area Vice Presidents as outlined Section 9 of this Article.

Section 6. Duties of the Secretary

The Secretary of the Association shall attend the meetings of the Association and shall be responsible for taking the minutes of these meetings; provided, however, that when the Secretary must speak or is not present for the meeting, the President shall designate an individual to take minutes during the meeting. The Secretary shall also perform such other duties as may be assigned by the Board of Directors.

Section 7. Duties of the Treasurer

The Treasurer shall oversee the collection of monies due the Association and the payment of the obligations of the Association in accordance with the procedures prescribed by the Board of Directors. The Executive Director is the functioning agent of the Treasurer.

Section 8. Duties of the Parliamentarian

The Parliamentarian of the Association shall attend the meetings of the Association and shall be responsible for questions of procedure and conduct according to Article XII of these Bylaws. The Parliamentarian shall also perform such other duties as may be assigned by the Board of Directors.

Section 9. Duties of the Area Vice Presidents

An Area Vice President shall be elected from each of the areas designated by the Board of Directors. Area Vice Presidents shall serve in a liaison capacity between the Association and:

- (1) Members of the Association in the Area Vice President's area;
- (2) Other criminal defense lawyers in the Area Vice President's area;
- (3) The judiciary in the Area Vice President's area; and
- (4) The State and Federal legislators in the Area Vice President's area.

Each Area Vice President shall promptly and personally contact all new Members of the Association hailing from the Area Vice President's Area. Further, the Area Vice Presidents shall encourage all new Members of the Association to participate in the activities of the Association, including but not limited to committee involvement.

The Area Vice Presidents shall assist the Judicial Recommendation Committee with any judiciary appointments in the Area Vice President's Area, including representing the Association as prescribed by the President. The Area Vice Presidents shall also perform such additional duties as are assigned to them by the Board of Directors.

Section 10. Duties of the Executive Director

The Executive Director shall act as the recording secretary of the Association and shall be the custodian of the records of the Association. The Executive Director shall also perform all duties required of an Executive Director and such other duties as may be assigned to him or her by the President or Board of Directors.

ARTICLE VIII: ELECTIONS

Preamble

The officers shall take office immediately after adjournment of the annual meeting. The officers shall serve for a term of one year or until a successor takes office; however, the President-Elect after having served one year in that capacity shall automatically become President of the Association and shall serve in that capacity for one year. In no event shall Area Vice Presidents be re-elected to such position after three consecutive, one-year terms within one year of completion of said service; provided, however, that when a Vice President vacancy exists in an Area, Area Vice President shall serve until a successor is appointed.

Section 1. Nominating Committee

At the beginning of a President's term the President shall appoint a Nominating Committee of at least three Members of the Association, and shall designate the chairperson of such Nominating Committee. The Nominating Committee may select and shall approve candidates for each of the available offices of the Association, whose names shall be placed on the slate of nominees and the ballot.

Section 2. Slate of Nominees

No fewer than eight weeks prior to the annual meeting of the Association, the Executive Director shall, electronically or by postal mail, send to the Membership a slate of nominees which shall designate the persons approved by the Nominating Committee and the Board of Directors to be elected as the officers of the Association. The slate of nominees shall designate the name of each nominee as well as the office for which such nominees have been selected. Further, the slate of nominees shall have additional spaces wherein Members of the Association may enter the names of qualified alternate candidates for such offices.

Section 3. Additional Nominations

A voting Member may submit the name of a qualified Member of the Association for office by placing the name of said proposed nominee in the appropriate space on the slate of nominees, and returning such amended slate of nominees to the Executive Director of the Association no less than five weeks immediately preceding the annual meeting of the Association. In the event that five or more voting Members propose the name of a nominee for a particular office, said nominee's name shall be placed on the ballot for such office in accordance with the provisions of paragraph (b) of Section 4 of this Article.

Section 4. Voting Procedures

(a) Mailing of Ballots: If additional nominations are submitted as provided in Section 3 of this Article, no less than three weeks immediately preceding the annual meeting of the Association, the Executive Director shall electronically or by United States mail, send to the Members of the Association a ballot of candidates for office. If no additional nominations are submitted, the slate of nominees shall serve as the ballot of officers for the Association.

(b) Form of Ballots: The ballot shall contain the names of the candidates approved by the Nominating Committee and the Board of Directors as well as the additional nominees for offices as selected by the Membership.

(c) Failure to Return Ballot by Annual Meeting: Any ballot or slate of nominees ballot which is not received by the Executive Director of the Association seven days prior to the annual meeting of the Association shall be null and void; the Member having been deemed to have abstained from voting in such election.

(d) Elections: The ballots, whether returned to the Executive Director by mail or electronically shall be tallied by the Executive Director or the Nominating Committee of the Association, and the results of the voting shall be announced at the annual meeting of the Association. Each of the officers elected shall take office immediately after the adjournment of the annual meeting and shall hold office until the next annual meeting of the Association.

(e) Majority Vote: Elections shall be by majority vote of the voting Members who submit a ballot in accordance with these Bylaws.

Section 5. Eligibility to Vote for Officers

A voting Member shall be eligible to vote for the President-Elect, Executive Vice President, Secretary, Treasurer, and Parliamentarian, of the Association, and shall vote for the Vice President from such Member's Membership Area.

ARTICLE IX: POLICIES OF THE ASSOCIATION AND POLLING OF THE MEMBERSHIP

Section 1. Pronouncement or Declaration of Policy

No Member of the Association shall officially make any pronouncement or declaration on a question of policy until it has been authorized by the Board of Directors except as provided in Section 2 of this Article.

Section 2. Special Circumstances

When the President determines that it is necessary to make a pronouncement or declaration of policy and the circumstances do not permit a meeting or poll of the Board of Directors, the President or President's designee may, after obtaining the consent of a majority of the Executive Committee, make the pronouncement or declaration. The chairperson of the Media Relations committee shall be authorized to make a statement to the media on behalf of the Association after consultation with the President. The chairperson of the Legislative committee shall be authorized to make or have the Association's policy advocate make a statement on behalf of the Association after consultation with the President.

Section 3. Polling Procedure

The Executive Director, upon consultation with the Board of Directors or President, may poll the Membership of the Association on any question.

ARTICLE X: COMMITTEES

Section 1. Standing Committees

The Association shall have such standing committees as the Board of Directors shall empanel from time to time.

Section 2. Special Committees

There shall be such special or study committees as determined necessary by the President or the Board of Directors.

Section 3. Appointments

The President shall appoint the membership of each committee and designate the Chairperson of each committee. The Chairperson of each committee shall designate Vice Chairperson, with the specific intent that such Vice Chairperson will succeed the Chairperson in committee leadership upon the vacancy of the chairmanship for any reason. Each Chairperson shall serve a term as appointed by the President and in no event shall a committee Chairperson serve more than three consecutive one-year terms without at least one year of not serving as Chairperson of the same committee.

Section 4. Committee Meetings

Every Standing Committee of the Association shall hold no less than one regularly scheduled meeting per year. The President may request a Standing Committee to hold a meeting.

ARTICLE XI: AMENDMENT

These Bylaws may be amended at any regular, annual, or special meeting of the Board of the Directors, provided copies of the proposed amendment or amendments are sent electronically or by mail to the Board of Directors at least 15 days prior to the meeting, and provided a majority of the Board of Directors present vote in favor of the amendment or amendments.

ARTICLE XII: PARLIAMENTARY PROCEDURE

The current edition of ROBERT'S RULES OF ORDER shall be rules of order for the transaction of all business before any body of this Association.

ARTICLE XIII: SERVICE MARK

Section 1. Registration

A Service mark, class 8, was registered under the laws of the State of Georgia in January 2024 for a ten-year period to Georgia Association of Criminal Defense Lawyers, Inc., herein after referred to as the Association. The Service mark is described in the certificate of registration issued by the Georgia Secretary of State.

Section 2. Exclusive Use

The registered service mark can only be used by the Association. The Service mark is the exclusive property of the Association and no Member, individual, group, organization, or entity may use the Service mark for any purpose. Any use of the Service mark by any such person or entity is prohibited. the Association reserves all rights, title, and interest in and to its Service mark and all other marks, slogans, and intellectual properties developed by the Association .

Section 3. Notice

At least once each year Association staff_will notify Members and the public that use of the Service mark is prohibited and any use of a GACDL mark is not an endorsement of, or guarantee by, the Association on behalf of any Member, individual, group or entity.

Section 4. Member Mark

The Association has created a Member Mark and any Member in good standing of the Association may display the Member Mark as proof of their membership in the Association if the Member enters into the GACDL Member Mark Agreement provided by the Association. The Member Mark must appear in full and in the form provided by the Association, through the Executive Director or Association staff, without any modification to the mark. The use of the Member Mark must reflect favorably on the Member and the Association. The mark must be used by a Member in good standing and only in the Membership year indicated on the mark. The Association reserves the sole and exclusive right to require any Member to cease and desist from further use of the Member Mark. Use of any other Association mark, slogan, or other intellectual property of the Association is not authorized or allowed. The Association reserves all rights, title, and interest in and to the Member Mark and all other Association marks, slogans, and intellectual properties. The Member must agree that the use of the Member Mark is not an endorsement of, or guarantee by, the Association on behalf of the Member, but merely an indication of membership in the Association for the year stated on the mark.

Article XIII INDEMNIFICATION AND INSURANCE

Section 1. Indemnification.

The Association shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “**Proceeding**”), by reason of the fact that such person, or a such Covered person for whom such person or a such Covered Person is the legal representative, is or was a director or officer of the Association or, while a director or officer of the Association, is or was serving at the request of

the Association as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Association shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

Section 2. Advancement of Expenses.

The Board of Directors may but need not authorize the Association to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 1 of Article XIII of these by-laws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Association, subject to such terms and conditions as the Association in its discretion deems appropriate.

Section 3. Insurance.

The Association may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under Georgia law.

Section 4. Repeal, Amendment, or Modification.

Any amendment, repeal, or modification of this Article XIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE XIV: REVISION DATE OF BYLAWS

These Bylaws were last revised on January 27, 2024.

Signed and Certified:



Secretary of the Georgia Association of Criminal Defense Lawyers

Dated:

January 27, 2024