

SECOND AMENDED AND RESTATED BYLAWS
OF
UTAH ASSOCIATION OF CRIMINAL DEFENSE LAWYERS
(2011)

ARTICLE I

NAME, MISSION AND PURPOSE

- A. Name. The name of the corporation is The Utah Association of Criminal Defense Lawyers.
- B. Mission. The Association is organized as a nonprofit corporation pursuant to the laws of the State of Utah for the following purposes:
1. Ensuring the fairness of the criminal justice system by educating and training its members on criminal defendants' fundamental rights and the fair adjudication of criminal cases; maintaining and fostering the integrity, independence, and expertise of criminal defense lawyers and their associates in protecting individual rights as guaranteed by the Utah and United States Constitutions; encouraging cooperation among defense lawyers and their associates through educational programs, public information, and other assistance that promote the study and research of criminal justice; disseminating educational materials that foster the advancement of civil liberties and knowledge of criminal justice, including amicus court filings; providing forums for defense lawyers and associates to promote collegiality and to exchange information regarding the fair administration of criminal justice, individual rights, and the improvement of the criminal justice system; and, monitoring and supporting legislation that affects

criminal justice and fundamental rights;

2. Functioning as a non-profit corporation under the Utah Nonprofit Corporation and Cooperative Association Act;

3. Raising and maintaining funds of real and/or personal property to promote charitable, scientific, literary, or educational purposes, subject to the restrictions and limitations of these bylaws. The corporation may accomplish these purposes by direct activity of the corporation or indirectly through “charitable” “qualifying” contributions to other tax exempt organizations as provided for under Sections 501(c)(3), 170(b)(1), and 4942(g) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of subsequent federal tax laws.

C. Purpose.

1. To foster, maintain, and encourage the integrity, independence, and expertise of the defense lawyer in criminal cases; to achieve justice and dignity for defense lawyers, defendants, and the criminal justice system itself; to protect and insure by rule of law those individual rights guaranteed by the Utah and United States Constitutions, to encourage cooperation among 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; to promote study and research in the criminal justice systems and the related disciplines; to disseminate by lectures, seminars, and publications, the advancement of knowledge of the law as it relates and is ancillary to the field of criminal

practice; to promote the proper administration of criminal justice; to foster periodic educational meetings of 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; and to draft and recommend legislation related to the criminal law and criminal justice.

2. The corporation is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

3. The corporation shall be a nonprofit corporation under Section 16-6-21 of the Utah Revised Nonprofit Corporation Act §16-6a-201 Act. The purposes for which the corporation is formed are exclusively to receive and administer funds for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended and, to that end, to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value; to sell, convey, or otherwise dispose of any such property and to invest, reinvest, or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation, or any laws applicable thereto; to do any other act or thing incidental to or connected with the foregoing purposes or in

advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers, except as permitted under the Utah Revised Nonprofit Corporation Act.

4. The corporation may solicit and receive contributions, purchase, own, and sell real and personal property, to make contracts, to invest corporate funds, to spend corporate funds for corporate purposes, and to engage in any activity “in furtherance of, incidental to, or connected with any of the other purposes.”

5. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall include the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization except from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

6. The corporation shall distribute its income for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed

by Section 4942 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

7. The corporation shall not engage in self-dealing defined in Section 4941(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

8. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

9. The corporation shall not make any investments in such manner so as to subject it to tax under Section 4944 of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

10. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, as amended, or corresponding provisions of any subsequent federal tax laws.

11. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code, as amended and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and its regulations as they now exist or as they may hereafter be amended.

12. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE II

OFFICES, BOOKS AND RECORDS

2.1 Principal Office. The principal office of the corporation shall be located in Salt Lake City, Utah. The corporation may have such other offices, either within or without the State of Utah, as the board of directors may designate or as the business of the corporation may require from time to time.

2.2 Registered Office. The registered office of the corporation to be maintained in the State of Utah may be, but need not be, identical with the principal office in the State of Utah, and the address of the registered office may be changed from time to time by the board of directors.

2.3 Registered Agent. The registered agent may be changed from time to time by the board of directors and shall be changed if such agent resigns, dies, or ceases to have business office identical with the registered office of the corporation.

2.4 Books and Records. The corporation shall keep at its registered office the following books and records:

- a. Its books and records of account.
- b. Its minutes of meetings of the Board of Directors and any committees.
- c. Its minutes of meetings of the shareholders.
- d. Its record of shareholders which shall give their names and addresses and the number and class of the shares held by each.
- e. Copies of its articles of incorporation and bylaws as originally executed and adopted together with all subsequent amendments thereto.

Any shareholder of record, upon written demand stating the purpose thereof, shall have the right to examine the same, in person, or by agent or attorney, at any reasonable time or times, for any proper purpose, and to make extracts therefrom.

ARTICLE III

MEMBERSHIP

3.1 Application for Membership. Membership in this Association shall be by the application made on a form prescribed by the Board of Directors.

3.2 Dues. Membership dues shall cover a period of one year, and are due and payable annually. The annual dues for each category of membership shall be fixed, or amended by the Board of Directors.

3.3 Eligibility. Any attorney admitted to practice before the Supreme Court of

Utah who is actively engaged in the defense of criminal cases, is eligible to apply for membership in the Association, as a Regular Member. Any attorney who holds or attains judicial or prosecutorial office is ineligible to become or remain a member of the Association.

3.4 Regular Member. Regular membership in the Association shall be available to those persons of professional competency, integrity and good moral character who are actively engaged in the defense of criminal cases.

3.5 Founding Member. A special and honorary title of “Founding Member” is bestowed upon all Regular Members who are also signatories upon the original Articles of Incorporation of the Association.

3.6 Life Member. The title of Life Member shall be conferred by the Board of Directors upon a Regular Member who, in lieu of payment of the annual established dues, makes payment to the Association in an amount set by the Board of Directors.

3.7 Sustaining Member. Any existing member who wishes to pay additional dues as established by the Board of Directors may become a Sustaining Member. The Board of Directors will recognize Sustaining Members annually in any manner they see fit.

3.8 Public Defender Member. Public Defender membership in the Association shall be available to those persons eligible for Regular membership, who are employed, full-time, by any organization which provides indigent criminal defense services.

3.9 Law Student Division Membership. Law Student Division Membership

shall be available to persons of integrity and good moral character who are students in a law school. A Law Student Member shall pay dues in an amount established by the Board of Directors. A Law Student Member may not vote at any general membership meeting, nor in any general membership election. Any law student who attains employment, clerkship, internship with any judicial or prosecutorial office is ineligible.

3.10 Voting. Each member in good standing shall be entitled to one (1) vote at the Association's proceedings, and shall be eligible to hold any office. No one but members in good standing shall have list serve access.

3.11 Revocation of Membership. Membership of all classes or categories may be revoked for cause by vote calling for such revocation by a three-quarters vote of the members of the Board of Directors; after notice and hearing, consistent with dues process of law.

ARTICLE IV

MEETINGS

4.1 Annual Meeting. The Annual Meeting of the membership for the transaction of such business as may be necessary or advisable shall be held in September of each year at a time and place set by the Board of Directors. At such meeting the results of the election of persons to fill the expiring terms of Directors shall be announced.

Notice of the time and place for such meeting shall be mailed to each member, at the postal or electronic address which appears on the books of the

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

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.

4.2 Special Membership Meetings. Special meetings of the membership may be held at any time on the call of the President, President-Elect, or by the order of a majority of the Board of Directors, or on the written request of one-fifth (1/5) of the membership of record.

4.3 Notice of Special Meetings. Notice of a special meeting, stating the time, place and purpose or purposes thereof, shall be served upon each member not less than five (5) nor more than forty (40) days before such meeting. Such notice shall be directed to each member at the member's postal or electronic address as it appears on the books or records of the corporation, unless the member shall have filed with the principal office of the corporation a written request that notices intended for the member be mailed to the address designated in such request.

4.4 Quorum. At any meeting of members of the corporation, those members present, in person or by written proxy, shall constitute a quorum for all purposes except

as

otherwise provided by law. The act of the majority of the 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 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.

4.5 General Voting at Meeting. At every meeting of the members of the Association, each member shall be entitled to vote in person, or by written proxy which bears a date not more than eleven (11) months prior to such meeting. Each member of the Association shall be entitled to one vote. Upon demand of any member, the vote upon any question before the meeting shall be by written ballot.

4.6 Waiver of Notice. Whenever under the provisions of any law or under the provisions of the Articles of Incorporation or By-laws of this Association, the Association or the Board of Directors or any committee thereof is authorized to act after notice to the members of the Association 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.

4.7 Inspection of Election. The Board of Directors may appoint two persons (who need not be members) to serve until and including the next annual meeting as inspectors of election, and if any inspector shall refuse to serve or shall not be present, the

Board of Directors may appoint a substitute inspector. The inspectors shall count the ballots and certify the results to the Secretary.

4.8 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 action at a meeting.

4.9 Liabilities of Members. No person who is not, or who later becomes a member of this Association shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of the Association shall look only to the assets of this Association for payment.

ARTICLE V

BOARD OF DIRECTORS

5.1 Number and Term. The Board of Directors shall consist of fifteen (15) members, who shall be elected to serve for terms of three (3) or more years. This number may be increased or decreased as determined by the Board. Any Director may be re-elected. Board members may be nominated and approved when their term expires or a vacancy exists. All Board members will serve without compensation. No more than five (5) members or 1/3 (one third) of the total number of directors from any law firm or public defender's office may serve at any time on the board.

5.2 Selection and Nomination. Selection of the Board shall occur at the annual meeting of members, in September of each year. Nominations for new Board members

shall be made by the members. Thereafter, ballots shall be emailed to each member no later than three (3) weeks prior to the annual meeting. Ballots shall be returned no later than (1) week prior to the annual meeting. Results will be announced, and the newly-elected Board Members installed at the annual meeting.

5.3 Geographical Board Members and Selection. Beginning with the 2007 annual seminar, three members shall be elected to represent three geographical areas: Northern Utah, Eastern Utah, and Southern Utah. The Northern Utah representative must maintain a physical office in either Tooele, Davis, Weber, Morgan, Box Elder, Cache, or Rich counties. The Eastern Utah representative must maintain a physical office in Summit, Wasatch, Uintah, Daggett, Carbon, Emery, Grand, or San Juan counties. The Southern Utah representative must maintain a physical office in Juab, Sanpete, Millard Sevier, Beaver, Piute, Wayne, Iron, Garfield, Washington, or Kane counties.

5.4 Duties and Powers. The Board shall have charge of the property and business of the Association, and shall develop and carry out plans for the financial administration of the Association. It shall hire an Executive Director, if and when such position is deemed necessary, authorize employment of additional staff, and establish personnel policies and practices as necessary.

The Board shall be charged with the development and maintenance of the policies and programs of the Association. It shall approve all chairs and members of committees of the Association, and shall have the power to create and designate such special committees, organizational units and programs as it may deem necessary. It shall

review and act upon all committee recommendations. It may modify or abolish committees, organizational units, or programs at its discretion except where prohibited by the By-laws.

5.5 Regular Meetings. The Board of Directors shall meet in regular session at least three (3) times a year at a time and place determined by the Board. Notices of all regular meetings shall be given to all members of the Board by the President, not less than five (5) days in advance of the meeting date, with the exception of emergency meetings. The notices for emergency meetings shall set forth the matters to be considered

at the meeting, except that additional matters may be brought up upon concurrence of the majority of the Board present at any meeting. No action taken at any regular Board meeting attended by a majority of the members of the Board shall be invalidated because of the failure of any member or members of the Board to receive any notice properly sent or because of any irregularity in any notice actually received.

5.6 Special Meetings. The Chair may call special meetings of the Board and shall call a special meeting upon the written request of three (3) members of the Board.

5.7 Quorum. A majority of members of the Board shall constitute a quorum and, when in attendance in any Board meeting, shall decide its action.

5.8 Attendance. Any member of the Board of Directors who misses two (2) regularly scheduled meetings in a year may be released from the Board with the unexpired term to be filled by the vote of the Board.

ARTICLE VI

OFFICERS

- 6.1 Designation. The officers of the Association shall consist of President, President-Elect, Secretary, Treasurer, and Immediate Past President.
- 6.2 Qualifications. Any Board Member may serve as an officer.
- 6.3 Election and Term of Office. The elected Officers of the Association, shall be elected by a majority of the Board of Directors at the annual Board retreat.
- 6.4 Removal. An Officer may be removed for cause by a vote calling for such removal by a majority vote of the Board of Directors at the next lawfully called meeting. The procedure to be used in removals for cause shall require notice and hearing consistent with due process.
- 6.5 Absence. An officer shall not accept office unless that person attends all Board and officers meetings except for illness, personal problems or official court business. In the event of anticipated absence, an officer shall request that he or she be officially excused by the President, or his or her designated representative, forty-eight (48) hours before their required attendance. Failure to be officially excused twice during that officer's term may be an automatic forfeiture of the office and the unexpired term shall be filled by majority vote of the Board of Directors at the next lawfully called meeting.
- 6.6 Duties of Officers. The duties and powers of the officers of the Association shall be as follows:
- a. President. The president shall be the Chief Executive Officer(C.E.O.) of the

Association. It shall be his or her responsibility to oversee and coordinate the activities of the Association and to preside at its meetings. The President shall be the spokesperson for the Association and whenever practicable shall appear publicly for the Association and promote its policies.

The President shall organize the annual meeting of the Association at the place designated by the Board of Directors. He or she shall have responsibility for all facets of said meeting upon asking and receiving the advice of the Board of Directors.

b. President-Elect. The President-Elect of the Association shall assist the President in the performance of his or her duties and also shall perform such other duties as may be prescribed for him or her by the Board of Directors.

At the end of the term of the President, the President-Elect shall automatically become President of the Association and shall serve as President for a period of one (1) year in addition to any period of time necessary to fulfill the unexpired term of his or her predecessor who may have died, resigned or been removed from office.

In the case of the death of the President or in the event of his or her resignation or removal from office, the powers and duties of the President shall devolve upon the President-Elect who shall conclude the term of office of the President in accordance with the provisions of these By-laws

c. Secretary. The Secretary shall attend and keep minutes of all Board and Membership meetings of the Association and shall have such other powers and perform such duties as are incident to the office of the Secretary or as may be assigned to him or

her from time to time by the Board of Directors or by the President.

d. Treasurer. The Treasurer shall oversee the funds, supervise the payment of obligations of the Association, and insure the safe and prudent management of the Associations finance as directed by the Board of Directors. The treasurer's term is one year.

e. Immediate Past President. The Immediate Past President shall serve for one year after his or her term as an officer of the association.

The Immediate Past President shall assist the President in the performance of his or her duties as prescribed by him or her. In the event of the death, resignation or removal of both President and President-Elect, the Immediate Past President shall act as C.E.O. for the unexpired term.

In the case of the absence of the President, the President-Elect shall act as C.E.O. of the Association, and if both President and President-Elect are absent the immediate past-President shall act as C.E.O..

ARTICLE VII

STAFF

7.1 Executive Director. An Executive Director may be hired by the Board. In such event, the Executive Director shall be the chief administrative officer of the Association, shall be responsible for maintaining the records of the Association, shall be responsible for carrying out the policies and programs of the Association under the direction of the

President, and shall perform such other functions as set forth by the Association.

The Executive Director shall have a salary, term of employment, and job responsibilities as set forth by an employment contract entered into between the Board and Executive Director.

Powers, Duties, and Responsibilities.

- a. The Executive Director, if employed will be hired, evaluated, and terminated by the Board.
- b. The Executive Director, if one there be, will be the chief administrator of the Association and is responsible for employing (with Board approval) and directing other staff and volunteers.
- c. The Executive Director shall give input into the financial planning of the Association, and shall be authorized to handle the day to day financial needs of the Board.
- d. The Executive Director will be responsible for carrying out policies as mandated by the Board and serves as a liaison and non-voting member to the Board.

ARTICLE VIII

FINANCES

8.1 Disposition of Funds. All bank accounts shall be in the name of the Association and in banks designated by the Board. All payments from Association funds shall be

made by check signed by any two of the following persons: the Executive Director (if any), the President, the President-Elect, Immediate Past-President, the Treasurer, or the Secretary, or such other person as may be designated in writing by the Board.

ARTICLE IX

AMENDMENTS

9.1 These By-Laws may be amended by two-thirds vote of a majority of Board members present at any regular or special meeting of the Board called for such a purpose, provided that a written or printed notice setting forth the proposed amendments shall be mailed or given to each Board member ten days prior to such meeting.

ARTICLE X

PROCEDURES

10.1 Roberts Rules of Order, revised edition, shall apply in all situations not specifically covered in the Articles of Incorporation or in the By-Laws.

ARTICLE XI

DISSOLUTION OF ASSETS

11.1 In the event the Association should dissolve, its physical assets shall be sold, and along with its liquid assets, shall be distributed to a charitable organization whose primary objectives are the furtherance of criminal justice. Said distribution shall be

determined by majority vote of the Board of Directors then in office.

ARTICLE XII

COMMITTEES

12.1 The board of directors may, by resolution, appoint committees which shall consist of not less than two directors and which shall have such powers and duties as shall be established by the board. The president shall be an ex officio member of each committee appointed by the board of directors. A majority of the members of any committee may fix its rules of procedure.

ARTICLE XIII

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

13.1 Contracts. The board of directors may authorize any officer, agent or agents, 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 specific instances.

13.2 Loans. No loan or advances shall be contracted on behalf of the corporation, no negotiable paper or other evidence of its obligation under any loan or advance shall be issued in its name, and no property of the corporation shall be mortgaged, pledged, hypothecated, or transferred as security for the payment of any loan, advance, indebtedness or liability of the corporation unless authorized by the board of directors. Any such authorization may be general or confined to specific instances.

13.3 Deposits. All funds of the corporation not otherwise employed shall be deposited in the name of the corporation in such banks, trust companies, or other depositories as the board of directors may select or as may be selected by an officer or agent authorized to do so by the board of directors.

13.4 Checks and Drafts. All notes, drafts, acceptances, checks, endorsements, and evidences of indebtedness of the corporation shall be signed by the officer or officers or agent of the corporation designed by the board of directors. Endorsements for deposit to the credit of the corporation in any of its duly authorized depositories shall be made in a manner designated by the board of directors.

13.5 Bonds and Debentures. Every bond or debenture issued by the corporation shall be evidenced by an appropriate instrument which shall be signed by the president or vice-president and by the treasurer or secretary and sealed with the seal of the corporation. The seal may be facsimile, engraved, or printed. Where such bond or debenture is authenticated with the manual signature of an authorized officer of the corporation or other directors designated by the indenture of trust or other agreement under which such security is issued, the signature of any of the corporation's officers named thereon may be facsimile. In case any officer who signed, or whose facsimile signature has been used on any bond or debenture, shall cease to be an officer of the corporation for any reason before the same has been delivered by the corporation, such bond or debenture may nevertheless be adopted by the corporation and issued and delivered as though the person

who signed it or whose facsimile signature has been used thereon had not ceased to be such officer.

ARTICLE XIV

INDEMNIFICATION

14.1 Indemnification. No officer or director shall be personally liable for any obligations of the corporation or for any duties or obligations arising out of any acts or conduct of said officer or director performed in good faith and the officer or director reasonably believed that his/her conduct was in, or not opposed to, the corporation's best interest. The corporation shall indemnify and hold harmless each person and his/her heirs and personal representatives who shall serve at any time as the director or officer of the corporation from and against any and all claims, judgments, and liabilities to which such person shall become subject by reason of having been a director or officer of the corporation, or by reason of any good faith action alleged to have been taken or omitted as such director or officer. The corporation shall reimburse each such person for all suits and claims as provided for under the provisions of the Utah Revised Business Corporation Act; provided, that no such person shall be indemnified against, or be reimbursed for, an expense incurred in connection with any claim or liability arising out of willful misconduct. The rights accruing to any person under the foregoing provisions of this section shall not exclude any other right to which such person may lawfully be entitled, nor shall anything herein contained restrict the right of the corporation to

indemnify or reimburse such person in any proper case, even though not specifically provided for herein.

14.2 Other Indemnification. The indemnification herein provided shall not affect any of the rights of those seeking indemnification which they may be entitled to under bylaw, resolution, or otherwise.

14.3 Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, or employee of the corporation against liability asserted against him/her and incurred in or arising out of any such capacity, whether or not the corporation would have the power to indemnify him/her against liability under the provisions of this section provided the same is consistent with Utah law.

14.4 Settlement by Corporation. The right of any person to be indemnified shall be subject to the right of the corporation, in lieu of such indemnity, to settle any claim, action, suit or proceeding at the expense of the corporation by the payment of the amount of settlement and the costs and expenses incurred in connection therewith.

ARTICLE XV

FISCAL YEAR

15.1 The fiscal year of the corporation shall commence on the 1st day of January and end on the 31st day of December and commence and end on the same dates every year thereafter.

CONSENT OF DIRECTORS

OF

THE UTAH ASSOCIATION OF CRIMINAL DEFENSE LAWYERS

The undersigned being all the directors of the above named corporation, do hereby consent to the adoption of the foregoing bylaws, pursuant to Paragraph 16-10a-821 of the Utah Revised Business Corporation Act.

DATED this ____ day of _____, 2011.

President

President Elect

Vice President

Secretary

Treasurer

N. Utah Representative

S. Utah Representative

E. Utah Representative

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Board Member

Executive Director

REGISTERED AGENT:

The appointment of the undersigned as the registered agent of the Corporation is hereby accepted.

Kent Hart