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**PROPOSED, REVISED BYLAWS**

**MISSION STATEMENT**

The Public Defender Association of Pennsylvania is dedicated to securing a fair justice system and ensuring high quality legal representation for people facing loss of life, freedom, or family. Our mission is to provide tools, strategies, mutual support, training and information to Public Defender Offices in Pennsylvania; to be the voice of public defense in Pennsylvania; and to promote best practices in the leadership, management, and administration of justice in Pennsylvania.

**DIVERSITY, EQUITY AND INCLUSION STATEMENT**

This Association recognizes that diversity, equity, and inclusion are essential to achieving the highest standards of excellence in client-centered representation. PDAP is committed to fostering diversity, equity and inclusion in the public defense community. Diversity is an inclusive concept and encompasses race, ethnicity, sex, age, mental and physical ability, sexual orientation, gender identity and expression, religion, nationality, marital and parental status, and other characteristics and experiences. Diversity, equity and inclusion help ensure fair and just outcomes for our diverse client base.

The Association recognizes that inequity exists across systems and institutions and that it will require systemic interventions and training to change thinking, reduce disparities, and improve outcomes for all populations. The Association is committed to facilitating diversity, equality and inclusion in order to achieve the greatest benefit for our clients and recognizes that this requires our commitment to an ongoing process. We are also committed to upholding our values related to diversity, equity, and inclusion in our internal processes and to champion these values across the Pennsylvania’s Public Defender community.

**ARTICLE I – MEMBERSHIP**

**SECTION 1: CLASSES OF MEMBERSHIP.**

This Association shall consist of members classified as follows:

(a) Office members

(b) Individual members

(c) Honorary Lifetime members

(d) Associate members

**SECTION 2: OFFICE MEMBERS:**

Office Membership eligibility is limited to Chief Public Defenders in Pennsylvania. Specifically, the following people shall be eligible to become Office Members in this Association:

Anyone duly elected or appointed to the office of State Public Defender in Pennsylvania;

Anyone duly elected or appointed to the office of Federal Public Defender in Pennsylvania;

*Anyone duly elected or appointed to the office of Private Defender in Pennsylvania (what is this); and*

All persons designed as chief of any nonprofit organization that provides the primary indigent criminal defense service in a Pennsylvania Judicial District [e.g. Defender Association of Philadelphia]

Each individual Office Member shall exercise the rights, privileges, and responsibilities of Office Membership. Each Officer Member may delegate this exercise to any member of his office staff who is a member of this Association.

Such delegation shall be expressed in a writing signed by the Office Member who is delegating the rights, privileges, and responsibilities. The Office Member may delegate his rights, privileges, and responsibilities to different members of their office at different times. No other proxy voting is allowed. Each Office Member who is in attendance of this Association’s meetings shall be entitled to one vote.

**SECTION 3: INDIVIDUAL MEMBERS:**

Individual Membership shall include all Pennsylvania or Federal Deputy and Assistant Public Defenders belonging to offices holding Office Membership. All individual members who are in attendance at this Associations meeting shall be entitled to an advisory vote. Advisory votes are not binding but should be strongly considered by the Office Members.

Individual members who have been delegated the exercise of an Office Member shall not be permitted an advisory vote.

**SECTION 4: HONORARY LIFETIME MEMBERS.**

Honorary Members shall include any person, who, in the opinion of a majority of the active members of this Association, shall have made an outstanding contribution to the public and purposes of the Association and upon who a special honor is desired to be conferred may be elected as an Honorary Member of the Association. This may include any public or private defender exercising Office Membership, or any Individual Member who particularly distinguished I to the Association, or any person active within the Pennsylvania State or Federal Defender movement. For the purpose of this section, such outstanding contribution may antedate the incorporation of this Association.

Honorary Members who are in attendance at this Associations meeting shall be entitled to an advisory vote. Advisory votes are not binding but should be strongly considered by the Office Members.

**SECTION 5: ASSOCIATE MEMBERS.**

Shall include any attorneys, including attorneys who serve as conflict counsel, if the majority of their current practice is in the field of criminal defense for indigent persons. Associate Members who are in attendance at this Association’s meeting shall be entitled to an advisory vote. Advisory votes are not binding but should be strongly considered by the Office Members.

**SECTION 6: TERMS AND CONDITIONS OF MEMBERSHIP.**

OfficeMembership, and Associate Membership shall be contingent upon payment of annual dues in accordance with these by-laws.

**SECTION 7: DUES**

Annual dues are to be paid by each county’s Public Defender Office at a pro-rata rate by Class of County, set by statute. Where the statute does not control, the Association will set reasonable dues.

**ARTICLE II – MEETINGS**

**SECTION I: REGULAR MEETINGS.**

One regular meeting of Office members shall be held during each fiscal year. The Board of Directors shall determine the place and time of the holding of such meeting, and upon such decision by the Board of Directors notice thereof shall be forthwith mailed to each Office member of the Association. This meeting shall also be broadcast simultaneously online. A person is not considered to be “in attendance” if they are watching online. A person who is not in attendance may not participate in these meetings; they may only observe.

The exact date and locations of regular meetings shall be mailed or sent by email or other equivalent method of electronic communication to all members by the Secretary, not less than twenty (20) days prior to the date such meeting shall commence.

In the event of a statewide emergency as determined by the Supreme Court or as determined by an unanimous vote of the Officers of the Association, any meeting of the Association can be held wholly by electronic communication.

**SECTION 2: SPECIAL MEETINGS.**

A special meeting of the Association shall be held when requested in writing by one quarter or more of the Office Members of the Association in good standing, or when call by a majority of the Board of Directors, but in either of such cases the request or call shall state the purposes for which a special meeting is desired and at any such special meeting no business shall be transacted except that stated in the call.

Notice of the time and place of any special meeting, and of the purposes for which such meeting is to be held, shall be mailed or sent by email or other equivalent method of electronic communication by the Secretary or Assistant Secretary to each Office member of the Association not later than fifteen (15) days before the time of such special meeting.

**SECTION 3: QUORUM OF MEMBERS.**

At all Office membership meetings, a quorum shall consist of either one-quarter of all Office Members in good standing or ten Office Members, whichever number shall be less. This number shall not include members who are viewing the broadcast online, as they are not in attendance.

**SECTION 4: VOTING: RIGHTS AND PRIVILEGES OF MEMBERS.**

All Office Members in attendance at a meeting and in good standing, shall be entitled to vote on all motions, resolutions and other business before such meeting and in each election for each office to be filled. A person is not considered to be “in attendance” for the purposes of voting if they are participating online.

Members of all classifications who are in attendance shall be entitled to participate in debate or discussion, may make and second motions, shall be entitled to participate in an advisory vote, and shall be recognized for such purposes at Office membership meetings.

**ARTICLE III – BOARD OF DIRECTORS, OFFICERS, DIRECTORS & EXECUTIVE DIRECTOR**

**SECTION l: General Duties.**

Management of the affairs of the Association shall be vested in its Board of Directors (“Board”) as said powers are delegated and defined hereafter in Article IV, Section 4.

 **SECTION 2: Number and Composition.**

The Association shall have a Board composed of six (6) officers of the Association (President, Vice President, Secretary, Assistant Secretary, Treasurer, and Assistant Treasurer), as well as at least six (6) other members who are to be elected as Directors by the membership. Thus, the governing body of the Association shall consist of a Board comprised of at least twelve (12) directors elected by the membership. In addition, Past Presidents as defined hereafter shall also be Directors Ex-officio.

 **SECTION 3: Duration of Terms.**

The elected directors shall hold their respective offices for a term of two (2) years or until successors are elected, whichever last occur. One half of the elected directors shall be elected each year.

**ARTICLE IV OFFICERS, DIRECTORS**

**SECTION 1: DEFINITION.**

The Officers of this Association shall consist of a President, Vice President, a Secretary, and Treasurer who shall be Office Members, or who shall have received delegated authority by the Chief Public Defender in their jurisdiction. In addition, is shall include the Assistant-Secretary, and Assistant-Treasurer who may be an Office Member.

**SECTION 2: TERMS.**

All Officers shall hold their respective offices for a term of one year, or until their successors are elected, whichever shall last occur The President, Vice President, and Assistant-Secretary may not succeed themselves in their respective offices more than once. The Secretary, Treasurer, and Assistant Treasurer may succeed themselves more than once.

**SECTION 3: SPECIAL DUTIES OF THE PRESIDENT AND VICE PRESIDENT.**

The Officers of the Association shall have such duties and obligations as are ordinarily and customarily associated with such respective offices and with membership on a Board of Directors, including but not limited to the foregoing:

 (a) President. The President shall be the chief executive of the Association and shall preside at all meetings of members and of the Board of Directors. They shall appoint committees of members and/or of directors as he may see fit or as may be established by voting members of the Board of Directors.

 (b) Vice President. The Vice President shall perform all duties of the office of the President during the latter’s absence or inability to act and shall succeed to such office during the period of any vacancy therein.

 I Both shall communicate regularly and promptly with the Executive Director as needed and be available to sign legal, financial, and other paperwork on behalf of the organization in a timely fashion, upon request.

**SECTION 4: DUTIES OF OFFICERS.**

The officers of the Association shall have such duties and obligations as are ordinarily and customarily associated with such respective offices and with membership on a Board of Directors, including but not limited to the foregoing:

* 1. President. The President shall be the chief executive of the Association and shall preside at all meetings of members and of the Board of Directors. They shall appoint committees of members and/or of directors as he may see fit or as may be established by voting members of the Board of Directors.
	2. Vice President. The Vice President shall perform all duties of the office of the President during the latter’s absence or inability to act and shall succeed to such office during the period of any vacancy therein.
	3. Secretary. The Secretary shall:
		1. Receive and answer communications addressed to them or submitted to them for such purpose by other officers.
		2. Make, keep, copy, and disseminate to all members of the Board of Directors and Office Members of the Association a full report of the proceedings of each Office membership meeting, prior to the next such meeting. These minutes shall be archived on a secure section of the organization’s website.
		3. Make, keep, copy and disseminate to all members of the Board of Directors a full report of the proceedings of each meeting of such Board of Directors prior to the next such general meeting.
	4. Assistant Secretary. The Assistant-Secretary shall perform all the duties of the office of Secretary during the latter’s absence or inability to act, and shall assist said Secretary in the performance of their duties.
	5. Treasurer. The Treasurer shall:

(i). Receive and collect all monies from dues and other sources, and pay all orders drawn upon them by vote of the Association or of the Board of Directors, when countersigned as directed by the Board of Directors;

1. Ensure that the Association maintains fiduciary insurance at an amount to be determined by the Board of Directors, sufficient to cover the financial accounts of the institution, as well as Directors and Officer’s insurance;
2. Deliver all monies, books, records, and other property of the Association to his or her successor in office or whomever the Association shall appoint to receive the same.
3. Keep a calendar and record of all tax filings and filing requirements.
4. Ensure all tax filings as required by the IRS, including Form 990, are completed and filed annually in a timely manner.

(f) Assistant Treasurer. The Assistant-Treasurer shall perform all the duties of the office of the Treasurer during the latter’s absence or inability to act and shall assist said Treasurer in the performance of his duties.

**SECTION 5: ELECTIONS.**

Elections of Officers shall occur at the place and time to be determined by the Board of Directors and officers thus elected shall take office immediately after election. Election of directors (other than officers and past presidents) May take place electronically through a secure online voting platform, in which each office member shall enter his or her vote on a ballot sent to them by the secretary. Elections of officers shall be for two years; one half of the directors being voted upon each year. Election of officers to serve for this remainder of terms of office may occur at regular or special office member meetings of the association where such office is vacant and has not been previously filled by action of the Board of Directors.

**SECTION 6- QUORUM OF BOARD OF DIRECTORS**

At all Meetings of the Board of Directors, a majority of the board shall constitute a quorum.

**SECTION 7- GENERAL MEETINGS OF DIRECTORS**

At least one meeting per year Shall be held by the Board of Directors, one of which said meetings shall occur immediately following the election of and taking office by association officers at an office membership meeting. Other general meeting shall be held as directed time to time by the said board. Regular meetings of the Board of Directors may be conducted virtually or through a conference telephone call.

**SECTION 8- SPECIAL MEETINGS OF DIRECTORS**

Special meetings of the board of directors may be called at any time on the order of the president or on the written order of members of the board. Reasonable notice under the prevailing circumstances of all such meetings shall be given to all members of the board who can be contacted with due diligence by those ordering the call of such meeting. Special meetings of the board of directors, or meetings of committees thereof, may be held by electronic communications.

**ARTICLE V: EXECUTIVE DIRECTOR**.

**SECTION 1: GENERAL RESPONSIBILITIES.**

The Executive Director is hired by the Board. The Executive Director has day-to-day responsibility for the Association, including carrying out the Association’s goals and Board policy. The Executive Director will attend all Board meetings, report on the progress of the Association, answer questions of Board members and carry out the duties described in the job description. The Board can designate other duties as necessary.

**SECTION 2: HIRING AND SUPERVISION**.

It is the responsibility of Officers of the Board to hire and supervise the Executive Director. It is the responsibility of the Executive Director to hire and supervise any other staff as needed.

**ARTICLE VI AMENDMENTS**

**SECTION 1: AMENDMENTS TO BY-LAWS.**

The By-Laws of this Association may be amended, altered, or rescinded by a majority vote of Office members present and eligible to vote at any regularly or specially called Office Membership Meeting provided that written notice of the proposed By-Law changes are sent to all Office members as least twenty­ one (21) days prior to the meeting where the changes will be considered. Amendments to the by-laws may be considered upon a proposal in writing to the Board of Directors by any member in good standing of the Association, provided, however, that such proposed amendment must be received by the Secretary on behalf of such Board not less than sixty (60) days prior to such meeting at which such amendment is to be considered. It shall be the duty, jointly and severally, of the proponent(s) of the amendment, the Secretary, and in the case of Special Meetings, those requesting or calling same, to ensure that the notice to members required herein is duly and properly given.

The Board of Directors shall give its recommendations regarding all proposed amendments to the membership of the Association at the meeting at which such amendments are considered.