

National Association of Criminal Defense Lawyers

CODE OF CONDUCT

Adopted by the Board of Directors on August 2, 2008, in Milwaukee, Wisconsin

- A director, officer or employee of the National Association of Criminal Defense Lawyers (“NACDL”), when acting on behalf of NACDL, must comply with the law, act in an ethical manner, and avoid conflicts of interest or the appearance of conflicts of interest. Specific guidance applicable to financial matters and employees is contained in the Audit Committee Charter, the Employee Personnel Manual and the Policies and Procedures Manual.

This Code of Conduct applies to directors, officers and employees of NACDL.

Legal Obligations of Directors and Officers

The obligations of directors and officers to NACDL is governed by District of Columbia Not-for-Profit Corporation Law ("N-PCL") as well as precedents construing that law. The law establishes that the directors and officers owe a fiduciary duty to NACDL, including the duty of care and the duty of loyalty. Nothing in this Code of Conduct is intended to reduce the duties of disclosure as may be required by law.

The duty of care concerns a director's or officer's competence in performing his or her functions as a director or officer. A director or officer must exercise his or her responsibilities in good faith and with that degree of diligence, attention, care and skill that an ordinarily prudent person would exercise under similar circumstances in a like position.

The duty of loyalty owed by a director or officer to a non-profit organization requires that the director or officer act in a manner that does not harm the corporation. The duty of loyalty requires the faithful pursuit by the director or officer of the interests of the corporation rather than the financial or other interests of the director or another corporation he/she serves. It further requires a director or officer to avoid using his or her position to obtain improperly a personal benefit or advantage that might more properly belong to the corporation. To satisfy the duty of loyalty, the director or officer must act in good faith and in a manner he or she reasonably believes to be in the best interests of the corporation.

Conflicts of Interest

Except with disclosure of the conflict to and consent of NACDL, a director, officer or employee may not act in carrying out his or her NACDL responsibilities if he or she may be affected by a conflict of interest. A conflict of interest arises when a personal, business, financial, or, in the case of a lawyer, client interest of the director, officer or employee may affect the objectivity of the director's, officer's or employee's actions on behalf of NACDL

or conflicts with the interests of NACDL. A personal interest may arise from the director's, officer's or employee's association with another bar association or non-profit corporation. A business interest arises when the director, officer or employee is an employee or consultant to or has another business arrangement with, another public or private concern. A significant financial interest includes an ownership interest in the securities of a public or private concern. A concern in which a director or officer has a personal, business or financial interest is referred to in this Code of Conduct as an "Entity." For purposes of this Code of Conduct, a business or financial interest of the spouse or any family member who lives in the individual director's, officer's or employee's household is attributed to the individual. A business or financial interest of a partner, associate or employer, or a more remote relative, of an individual director, officer or employee, is not automatically attributed to the individual. However, as a matter of good practice, where the individual is aware of such a business or financial relationship that conflicts with the interests of NACDL, the individual should disclose it to and obtain the consent of NACDL in order to avoid the potential for subsequent embarrassment.

Situations in which a conflict of interest may arise include, but are not limited to, those where the individual:

1. Approves or recommends the purchase of major equipment, materials or other items for NACDL from an Entity.
2. Negotiates or influences the negotiation of contracts between NACDL and the Entity.
3. Accepts gifts, gratuities or special favors from any person or Entity that does or is attempting to do business with NACDL, other than gifts with a fair market value in any year of \$50 or less.
4. Uses his or her position or activities for NACDL to further the interests of a particular client or other person or Entity.
5. Espouses a position (by speaking or voting for the position) that the lawyer knows would benefit a particular client without disclosing such fact (but not necessarily the name of the client).

Recognizing that business relationships routinely exist between and among directors, such relationships do not constitute a conflict of interest, or the appearance thereof, unless such a relationship could impact a director's judgment on a matter affecting NACDL.

Misuse of Confidential Information of NACDL

Except with disclosure to and consent from NACDL or in furtherance of NACDL activities in which he or she is authorized to act, a director, officer or employee shall not reveal to any third person or use for his or her own purposes any of NACDL's proprietary business or financial information, records, results, work product or other information acquired in connection with the director's, officer's or employee's NACDL activities that is not generally available.

Preservation of Tax Exemption

Directors and officers should be aware that NACDL is a charitable organization and that, in order to maintain its federal tax exemption: (i) it must engage primarily in activities that accomplish one or more of its tax-exempt purposes, (ii) it may not allow a substantial part of its activities to consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Internal Revenue Code Section 501(h)), and (iii) it may not participate in or intervene in (including the publication or distribution of statements), any political campaign on behalf of (or in opposition to) any candidates for public office.

NACDL and its Board members shall not be bound by any political statements or activity of any director or officer. No director or officer who makes a political statement or engages in political activity shall state or imply that such statement or activity is on behalf of NACDL.

Restrictions on Representing NACDL

Each director, officer or employee when acting as a representative of NACDL shall conduct himself or herself consistent with the fiduciary duty of a Board member so as not to adversely affect NACDL's public image or credibility or hinder the accomplishment of its mission. In any interaction with the public, press or other entities, a director, officer or employee may not speak for NACDL other than to repeat explicitly stated Board positions. However, a director, officer or employee who is a member of an NACDL committee or section may state the views of the committee or section as authorized by the President or duly adopted policies.

A director, officer or employee of NACDL may not use NACDL stationery for personal correspondence or to conduct business or marketing on behalf of his/her law firm, employer or other organization.

Administration of Code of Conduct

Whenever this Code requires a director or officer to make disclosure to and obtain the consent of NACDL, such disclosure shall be to and such consent from the Board of Directors. Whenever this Code requires an employee to make disclosure to and obtain the consent of NACDL, such disclosure shall be to and such consent from the Executive Director. If a director, officer or employee has reason to believe that another director, officer or employee has an undisclosed conflict or potential conflict of interest or other violation of this Code, he/she should disclose the reason for such belief to the Chair of the Audit Committee, who will, in consultation with the Executive Director, advise the Board of Directors on the existence of a violation.

The Secretary, annually and at other times on request from any member of the Board, shall make available to the members of the Board and officers copies of this policy and forms for

disclosing conflicts. The Executive Director shall do the same with respect to the permanent staff.

Any officer, director or employee may request a determination from the Board as to the existence of a conflict of interest. The Board's decision, by majority vote, shall be determinative.

All officers, directors and employees shall be advised of this policy and must acknowledge in writing their willingness to abide by it as a condition of service as an officer or director or of employment.

Statement of Board Member/Employee

I hereby certify that I have read and understand NACDL's Code of Conduct and Conflict of Interest Policy. To the best of my knowledge and belief, I do not have any interest that would constitute a conflict of interest hereunder, nor will I knowingly take any action that would constitute or appear to constitute a conflict of interest except upon matters that I have disclosed hereunder, and for which I have received a clearance from the Board of Directors to proceed.

Date

Printed Name

Signature

DISCLOSURE
