

**San Antonio Criminal Defense Lawyers Association  
Conflict of Interest Policy**

WHEREAS, the San Antonio Criminal Defense Lawyers Association (sometimes referred to herein as "SACDLA") is organized to promote, assist and educate its membership in the protection of individual rights guaranteed by the Texas and United States Constitutions, the preservation of the citizenry's and court system's commitment to those rights, and the promotion of competent and ethical representation of persons accused of a crime. SACDLA's membership is comprised primarily of attorneys engaged in the defense of criminal cases in Bexar County and surrounding counties and/or in federal courts in the Western District of Texas and elsewhere. SACDLA is an organization created pursuant to the Texas Non-Profit Corporation Act for the benefit of the members of SACDLA, and, by extension, the individuals represented by the SACDLA's members.

WHEREAS, there exists between the Association and its officers, board members, directors, committee chairs and employees (collectively referred to herein as the "SACDLA OFFICERS") a fiduciary duty, which carries with it a broad and unbending duty of loyalty and fidelity to SACDLA, its members, and the individuals represented by SACDLA's members.

WHEREAS, Conflicts of interest may arise from time to time as a direct or indirect result of relationships between one or more SACDLA OFFICERS and any of the following third parties:

1. Non-SACDLA service or educational organizations which focus on any area of the practice of law, and which may compete with SACDLA in any respect;
2. Offices charged with the prosecution of criminal cases;
3. Offices charged with the investigation of suspected or charged criminal cases;
4. Judges or members of court staffs;
5. Other government offices which could affect the operation or mission of the SACDLA.

ACCORDINGLY, for and in consideration of the recitals described above, the Board of Directors of the SACDLA deems it necessary and appropriate to adopt and pass the following policy with respect to potential or actual conflicts of interests:

1. SACDLA OFFICERS shall administer the affairs of SACDLA honestly and prudently, and exercise the utmost good faith and ordinary care in all transactions and actions involved in the carrying out of their duties. "Ordinary care" means the care that an ordinarily prudent person in a similar position would exercise under similar circumstances.
2. SACDLA OFFICERS shall not use their positions with SACDLA or knowledge gained therefrom for their personal benefit, if such use conflicts with the operation and/or mission of SACDLA.
3. SACDLA OFFICERS shall not take any action nor participate in any financial transaction that is contrary to the best interest of SACDLA, or in any way conflicts, opposes, or undermines the financial interests, policies and/or purposes of SACDLA.
4. It shall be the continuing responsibility of SACDLA OFFICERS to scrutinize their actions, transactions, outside professional and personal interests for potential conflicts and to immediately make disclosure to SACDLA, as provided below, if an actual or potential conflict of interest arises.
5. The facts of any action or transaction shall be considered in determining whether such action or transaction conflicts with the best interest of SACDLA. The areas of actual or potential conflicting interest shall be interpreted broadly. A conflicting interest may include, but not be limited to, any of the following situations:
  - a. An SACDLA OFFICER is a member or officer in an organization whose interests compete with SACDLA;
  - b. An SACDLA OFFICER acts in such a way that does not promote a good and favorable image of SACDLA;
  - c. An SACDLA OFFICER's personal interest interferes with SACDLA's interests and purposes.
6. The SACDLA OFFICER has the obligation to disclose and report to the SACDLA Executive

Committee all actual and potential conflicts of interest, whether financial or otherwise, at the time such actual or potential conflict arises or when the SACDLA OFFICER becomes aware of the actual or potential conflict. The SACDLA OFFICER shall be given an opportunity to appear before the SACDLA Executive Committee to explain the circumstances surrounding the actual or potential conflict of interest. At such time, the SACDLA OFFICER shall have the burden of proving to the SACDLA Executive Committee that the action or transaction at issue is fair and in the best interest of SACDLA, and is not contrary to the best interest or purposes of SACDLA. A conflict of interest inquiry can be raised by any general member or officer.

7. Resolution of any actual or potential conflict of interest shall be made in the following manner:
  - a. The SACDLA Executive Committee shall make an initial determination whether a conflict exists, and attempt to resolve the matter informally with the SACDLA OFFICER. This process shall be confidential to the extent possible. In the event the Executive Committee determines there is an existing conflict, the Executive Committee shall then determine whether and in what manner the SACDLA OFFICER shall be given an opportunity to cure such conflict. If the Executive Committee and the SACDLA OFFICER agree to the informal resolution, no further action need be taken.
  - b. In the event the Executive Committee and the SACDLA OFFICER are not in agreement as to the resolution of the issue, the matter shall be referred to the SACDLA Board of Directors for a hearing. The SACDLA OFFICER shall be given a minimum of ten (10) days prior notice of the hearing, and shall be given the opportunity to appear in person and/or in writing. Resolution of the issue shall be by majority vote of those Directors physically present at the hearing, in accordance

with the procedures outlined in the SACDLA Bylaws. The SACDLA OFFICER suspected of having the conflict of interest shall have no vote in the resolution of the issue.

- c. The SACDLA Board of Directors shall have the right to resolve the issue in any manner it chooses to be in the best interest of SACDLA in its sole discretion. Sanction for the actual or potential conflict may be any and all action necessary to correct a conflict of interest and to protect the interests, purposes and integrity of SACDLA, to include removal of the SACDLA OFFICER from his/her position in SACDLA and/or membership in SACDLA.

The foregoing Conflict of Interest Policy was adopted by the SACDLA Board of Directors on December 7, 2016.

Attested to and certified by:

CORPORATE SEAL

Patricia Jay  
President, SACDLA