

The Columbus Bar Association Code of Regulations

Article I. Name and Location of Corporation

The name of this Corporation is The Columbus Bar Association, hereafter referred to as the "Association." Its principal office is located in Franklin County, Columbus, Ohio.

Article II. Purpose

The purposes of this corporation are:

- A. To uphold the Constitution of the United States and the Constitution of Ohio;
- B. To uphold high standards of integrity and honor in the legal profession;
- C. To encourage and assist lawyers in maintaining and improving their competence so that they can better serve their clients and the public;
- D. To assist in making legal services available to all in the Columbus area who need such services;
- E. To aid and educate the public with reference to law and the administration of justice;
- F. To exert the Association's influence in connection with issues involving the profession of law and the administration of justice to the end that it will enhance the quality of life in the community; and
- G. To cultivate a spirit of good fellowship among members of the legal profession.

Article III. Membership

Section 1. Membership. The Board of Governors ("the Board") shall establish classes of membership in the Association and shall determine and publish rules and criteria for eligibility for each such class. Classes shall be designated as "voting" or "non-voting." The Board shall have sole discretion to determine all matters involving admission to membership, withdrawal or suspension from membership and reinstatement to membership. The Board may make changes regarding such classes of membership, rules, and criteria from time to time at its discretion and shall, thereafter, notify the membership of the changes. All members of the association shall be bound by the Code of Regulations and Membership Rules of the Association.

Section 2. Election of New Members. Application for membership shall be in writing, and election to all classes of membership shall be by vote of a majority of the Board constituting a quorum at any regularly scheduled meeting of the Board or by means of Authorized Communication Devices as provided in Article X of these Regulations.

Section 3. Voting Rights. Each member in good standing of a class of membership designated as a "voting" class shall be entitled to one vote on each matter properly submitted for determination under the Code of Regulations.

Section 4. Termination, Suspension, and Expulsion of Members. The membership of any person may be terminated in accordance with any policy and rules

established by the Board and applicable to the entire membership or class of membership.

Section 5. Discipline of Lawyers. The Ohio Rules of Professional Conduct and Rules for the Government of the Bar adopted by the Supreme Court of Ohio govern the conduct of lawyers in Ohio. To administer these rules at the local level, a permanent committee of the Columbus Bar Association, the Professional Ethics Committee ("PEC Committee"), is established and empowered to seek and maintain recognition by the Board of Professional Conduct of the Supreme Court of Ohio (or any successor entity) as a Certified Grievance Committee. Members of the PEC shall be appointed by the President of the Association in accordance with the By-Laws of the PEC. The PEC shall investigate in the manner, and to the extent it believes reasonable, any grievance submitted to it, or situation identified by it suggesting ethical misconduct or mental illness on the part of an attorney or judge within its jurisdiction. The PECs shall have the final decision as to whether or not a formal complaint is to be filed with the Board of Professional Conduct, and, in the event a formal complaint is filed, the PEC shall have the responsibility of representing the Association and trying the case in accordance with established procedures.

Article IV. Board of Governors and Officers

Section 1. General. The Officers of the Association shall be the President, President-Elect, Secretary/Treasurer, and the Immediate Past President, all of whom shall hold their offices for a term of one year or until their successors are qualified and installed. In addition to such Officers, the Board of Governors shall include eleven (11) additional members of the Board, who shall serve terms of two (2) years or until their successors are qualified and installed. All persons serving in the positions of President-Elect, Secretary/Treasurer, and the other eleven (11) members of the Board shall be elected as provided in Article VI. Any voting member of the Association in good standing shall be eligible for nomination as a candidate for any elected position; provided, however, only current members of the Board who have been elected to at least one full term, shall be eligible for nomination or appointment as Secretary/Treasurer. Except for the Officers, no person may be elected to the Board of Governors for more than two consecutive two-year terms. The terms of all persons elected to positions shall commence at the next annual meeting following the date of their election. The terms of all persons appointed to vacancies shall be for the remainder of the unexpired term of those they have succeeded.

Section 2. Duties of Officers and Board of Governors

2.1 President. The President shall serve as Chair of the Board of Governors, preside at all meetings, preserve order and cast a deciding vote in case of a tie vote. The

President shall, with the approval of the Board, direct and supervise the work of the Executive Director and direct the affairs of the Association. The President may call meetings of the Board, special meetings whenever deemed necessary, and may authorize votes to be conducted by Transmissions by Authorized Communication Devices. S/He shall call special meetings upon written request of at least ten (10) voting members of the Association who are in good standing.

2.2 President-Elect. The President-Elect shall, in the event of the resignation, removal or death of the President, succeed to and discharge the duties pertaining to the office of the President. Upon the expiration of the term of the President, the President-Elect, as long as s/he remains a member of the Association in good standing and is willing to serve, shall automatically assume the office of the President.

2.3 Secretary/Treasurer. The Secretary/Treasurer shall have oversight of the records of the Association, shall supervise the keeping of an accurate journal of the proceedings, a roster of the names and addresses of the members, and a full and complete inventory of property of the association; and perform such other duties as the President, President-Elect, or the Board may require. The Secretary/Treasurer shall have oversight of the record of funds of the Association keep a true and accurate account of the same. At each annual meeting, the Secretary/Treasurer shall submit to the Association a full statement of all Association money received and disbursements made during the preceding fiscal year, giving details of the condition of the Association and of the business which has been transacted; and on the expiration of the Secretary/Treasurer's term of office, shall deliver all monies of the Association to the incoming Secretary/Treasurer. The Secretary/Treasurer shall supervise the preparation of the annual budget of the Association.

The Secretary/Treasurer, as long as s/he remains a member of the Association in good standing and is willing to serve, shall automatically succeed to and discharge the duties pertaining to the office of the President-Elect.

2.4 Other Duties of Officers and Officers' Meetings.

The Officers of the Association may meet and discuss the business of the Association; set an agenda for the meetings of the Board of Governors; and conduct other business of the Association consistent with their responsibilities as set forth in Article IV Section 2. As set forth below, however, the Board is responsible for the administration of the affairs of the Association.

2.5 The Board of Governors. The Board shall appoint the Executive Director; approve and confirm all committee appointments made by the President; counsel and advise the President and other Officers; prepare and adopt the annual budget of the Association; fix the compensation to be paid to the Executive Director; authorize and approve expenditures made by the Officers and direct the activities of the Association in the interim between business meetings of the Association; determine questions of Association policy except as otherwise herein provided; fill Officer vacancies and

those occurring on the Board of Governors for the remainder of any unexpired term and determine when a vacancy may exist; provide such office accommodations for the Association as the Board may deem proper; and, with the President, direct and supervise the work of the Executive Director. The Board shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Association and may do all such acts and things as are not by law or by the Association's Articles of Incorporation or by this Code of Regulations directly to be exercised and done by members including, but not limited to, the power to borrow money; acquire grants or gifts; enter into contracts on behalf of the Association; or purchase, sell, mortgage, lease or otherwise acquire or dispose of property, real or personal. The Executive Director shall have such authority and perform such duties as may be assigned to that position from time to time by either the President or the Board.

The Board, as needed, shall appoint the Association's delegate to the American Bar Association's House of Delegates; shall determine classes of associate members; and shall determine upon whom honorary memberships shall be bestowed.

2.6 Removal of Officers and Board Members. In the event that any Officer or member of the Board becomes, for any reason, incompetent or unfit while in his/her term, the Board, upon making such finding, may remove the Officer or Board member from office by a vote of at least eight (8) members of the Board, at a regular or special meeting of the Board. Such Officer or Board member shall be given reasonable notice of the meeting and the fact that removal of that Officer or Board member will be considered at that meeting and shall be given a reasonable opportunity to be heard; however, s/he shall not be permitted to vote at the meeting. In the event that the Board removes an Officer or Board member from office pursuant to this section, the vacancy created thereby shall be filled for the unexpired portion of the term in accordance with other provisions of this Code of Regulations.

2.7 Vacancies. Any vacancy on the Board shall be filled for the unexpired term by appointment of the Board in a manner consistent with this Code of Regulations. In the event of the absence or disability of the President, the President-elect shall discharge the duties of the President as the Acting President and upon the cessation of any such absence or disability during the President's term, the President shall resume the duties of that Office and the President-Elect shall resume the duties of that Office.

If the Secretary/Treasurer position becomes vacant, it shall be filled only by election by the CBA membership, either at the next regular election or by special election to be held in such a manner as the Board determines.

Section 3. Compensation. No Officer or member of the Board shall receive any compensation for serving in such position. However, such persons may be reimbursed for actual expenses incurred by them in the performance of their duties, as approved by the Board.

Article V. Committees

The President, with the advice and consent of the Board, shall appoint such committees as are necessary and proper to carry out the function of the Association. The duties of the committees shall be prescribed by the President and the Board.

Article VI. Nominations and Elections

Section 1. Nominations and Elections Committee.

Annually, on or before the first Friday in March, the President, with the advice and consent of the Board, shall appoint a Nominations and Elections Committee ("Nomination Committee"). The Nomination Committee shall consist of the Immediate Past-President, who shall be the Chair; the President-Elect; and five additional Association voting members in good standing not currently serving on the Board of Governors. In the event the Immediate Past-President or President-Elect is unable or declines to serve on the Committee, a substitute shall be appointed by the President with the advice and consent of the Board.

The Committee shall nominate one or more persons for the office of Secretary/Treasurer each year consistent with Article IV, Section 1. For positions on the Board, the Committee shall, in even-numbered years, nominate as few as nine (9) persons and as many as twelve (12), and in odd-numbered years as few as eight (8) persons and as many as ten (10).

Section 2. Notice to Voting Members. On or before the third Friday in March, the Association, pursuant to procedures established by the Board, shall communicate to all voting members of the Association, by written notice and/or by Authorized Communication Devices, the names of the members of the Nomination Committee, a summary of the nomination and election process provided in this Article, and the schedule of specific pertinent dates on which each event will occur in the Association's electoral process.

Section 3. Report to Board. On or before the second Friday in April, the Nomination Committee shall submit a final written report to the Board, which report shall include the following the names of all nominees, and certification that each person nominated meets all eligibility requirements as provided in Article IV and has agreed to serve if elected.

3.1 Upon being nominated, each nominee shall complete a biographical questionnaire, which has been reviewed and approved by the Nomination Committee.

Biographical data solicited from each nominee shall be limited to the type of information requested on a form approved by the Board of Governors.

Section 4. Additional Nominations. On the third Friday in April, the Association, pursuant to procedure established by the Board, shall mail or transmit by Authorized Communication Devices

to all voting members of the Association a notice containing the nominations reported by the Nomination Committee, and an explanation of the procedure by which additional nominations may be made as provided in this paragraph. After such notice is transmitted, additional eligible persons may be nominated for any

Board position by delivering to the Association's Executive Director a nominating petition signed by at least ten (10) voting members of the Association whose dues for the current fiscal year are paid. A nominating petition must be received at the Association office by not later than noon on the seventh day following the date on which the Association's notice is transmitted. Any timely petition shall be reviewed promptly by the Nomination Committee, and if all necessary eligibility and procedural requirements have been satisfied, that person shall be an additional candidate for the position indicated on the nominating petition. Any such candidate shall promptly deliver to the Association's office a completed biographical questionnaire in accordance with Section 3.2 of this article, which shall be reviewed for approval by the Nomination Committee.

Section 5. Ballots. On the first Wednesday in May, the Association, pursuant to procedures established by the Board, shall mail or transmit by Authorized Communication Devices a ballot to each voting member in good standing, together with a separate report of the approved biographical data on each candidate.

Section 6. Voting. Each ballot shall instruct the voter to vote for not more than one candidate for the office Secretary/Treasurer, and for all other positions on the Board, not more than six (6) candidates in even-numbered years and not more than five (5) candidates in odd-numbered years. Any ballot marked with an excessive number of votes will be disqualified.

Section 7. Determination of Winners. All ballots transmitted by mail or by Authorized Communication Devices arriving at the Association office prior to noon on the second Friday in May will be tallied by the Nomination Committee (or that Committee's designee), and the results will be reported promptly in writing to the President by the Committee's designee.

Article VII. Meetings of the Association

Section 1. Association Meetings. The Annual Meeting of the Association will be held in June as the Board of Governors determine. Other meetings will be held at such time as the President, or the Board of Governors provide.

Section 2. Officers and Board Meetings. Meetings of the Officers and meetings of the Board will be held at such times as the President or Board provide.

Section 3. Quorum. At all regular and special meetings of the Association and its Committees, those Association voting members present shall constitute a quorum for conducting business. At all meetings of the Board or for purposes of Board votes transmitted by mail or by Authorized Communication Devices, a quorum will be a majority of the total number of Officers and other members of the Board.

Article VIII. Dues

Section 1. Fiscal Year. The fiscal year of the Association will commence on the first day of July annually and end on the last day of June of the following year. All dues are payable in advance on or before the beginning of the fiscal year.

Section 2. Dues Structure to be Set by Board of Governors. The Board of Governors will establish, by a vote of at least ten (10) of its members, the dues structure for each membership class of the Association. Any new dues structure will become effective thirty (30) calendar days after publication unless the procedure specified in Section 3 of this Article is invoked.

Section 3. Petition Objecting to Published Dues Structure. Within thirty (30) days of the first publication of a notice of a proposed new dues structure established by the Board, a written petition, signed by not less than one hundred (100) Association voting members, may be filed in objection to the proposed dues structure. The petition must be addressed to the President and filed at the Association's offices with the Association's Executive Director. Unless withdrawn by the Board, upon the proper and timely filing of such a petition, the published dues structure, with any modifications the Board may deem appropriate, will be submitted to a vote of the membership, and become effective only upon the affirmative vote of two-thirds of the eligible Association members who cast a ballot. The Association's existing dues structure will remain in effect until modified in accordance with this Article.

Section 4. Waiver of Dues. The Board may, in its discretion, relieve individuals of dues obligations in consideration of active military service, recent admission to the bar, distinguished disability, hardship or other reason it deems appropriate. The Board may make rules respecting default in payment of dues, reinstatement fees and dues for periods less than a full year.

Article IX. Amendments and By-laws

Section 1. By-laws. The Board may, from time to time, adopt bylaws for the government and regulation of the

Association which are not inconsistent with this Code of Regulations. Such bylaws will remain in effect until they are amended or repealed by the Board.

Section 2. Amendments. This Code of Regulations may be altered, amended or repealed by a two-thirds vote of the Association's voting members present at any annual meeting of the Association or any special meeting the Association calls for that purpose; provided, however, that proposed amendments must be proposed by the Board or by ten (10) Association voting members, and that written notice or notice by Authorized Communication Devices of the time and place of voting thereon, together with a copy of such proposed amendments must be provided to all members of the Association at least thirty (30) days prior to any such meeting.

Article X. Notice and Voting by Authorized Communication

Devices Whenever specifically permitted for use in this Code of Regulations and pursuant to Ohio Revised Code Chapter 1702, "Authorized Communication Devices" shall include, but are not limited to, telephone, video conference, facsimile (fax), electronic mail, or any other means by which it can be determined that the transmission was authorized by and accurately reflects the intention of the sender and which enables the sender to contemporaneously communicate with other persons involved in the notice, discussion or vote. The Board may, at its sole discretion, adopt procedures regarding verification of the authenticity of any transmittal by an Authorized Communication Devices or the eligibility of the sender using such devices to participate in any Association vote or activity.