

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 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 of Governors shall have sole discretion to determine all matters involving admission to membership, withdrawal or suspension from membership and reinstatement to membership in various classes. The Board of Governors 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 of Governors constituting a quorum at any regularly scheduled meeting of the Board or by means of Authorized Communication Equipment 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 policy and rules established by the Board of Governors and applicable to the entire membership or class of membership.

Section 5. Discipline of Lawyers. The Ohio Rules of Professional Conduct and Rules of 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 and Grievance Committee ("Ethics Committee"), is established and empowered to seek recognition by the Board of Commissioners on Grievances and Discipline of the Supreme Court of Ohio as a Certified Grievance Committee. Members of the Ethics Committee shall be appointed by the President of the Association in accordance with the Bylaws of the Ethics Committee. The Ethics Committee 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. The Ethics Committee shall have the final decision as to whether or not a formal complaint is to be filed with the Board of Commissioners on Grievances and Discipline, and, in the event a formal complaint is filed, the Ethics Committee shall have the responsibility of representing the Association and trying the case in accordance with the established procedures.

Article IV. Board of Governors and Officers

Section 1. General. The Officers of the Association shall be the President, President-Elect, and the Secretary/Treasurer, 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) members of the Board, who shall serve terms of two (2) years or until their successors are qualified and installed, and the Immediate Past-President, who shall be a member of the Board with full voting rights and privileges for one year immediately following the expiration of such person's term as President. All persons serving in the positions of President-Elect, Secretary/Treasurer, and the eleven (11) members of the Board shall be elected as provided in Article VI. The President-Elect, as long as s/he remains a voting member of the Association in good standing and is willing to serve, shall succeed automatically to the office of President upon such office becoming vacant at the end of each term. Similarly, the Secretary/Treasurer, as long as s/he

remains a voting member of the Association in good standing and is willing to serve, shall succeed automatically to the office of President-Elect upon such office becoming vacant at the end of each term. Any voting member in good standing shall be eligible for nomination as a candidate for any elected position; provided, however, only members who have been elected to at least one full term, and are serving currently on the Board of Governors 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 such positions.

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 of Governors, direct and supervise the work of the Executive Director and direct the affairs of the Association as its chief executive officer. The President may call all meetings of the Board of Governors, special meetings whenever deemed necessary, and votes to be conducted by Transmissions by Authorized Communication Equipment as provided in Article X. 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 absence, disability, 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 be the supervisor of the custodian of the records of the Association, shall supervise keeping an accurate journal of the proceedings, a roster of the names and addresses of the members, a full and complete inventory of property of the association, and shall perform such other duties as the President, President-Elect, or the Board of Governors may require. The Secretary/Treasurer shall keep a record of the death of all voting members of the Association and shall report the same to the President or appropriate committee.

The Secretary/Treasurer shall have charge of funds of the Association; shall collect and distribute all money and 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 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 term of office, shall deliver all monies of the Association to the incoming Secretary/Treasurer or to the Board of Governors. 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 be nominated and 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 of Governors of the Association is responsible for the administration of the affairs of the Association.

2.5 The Board of Governors. The Board of Governors 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 and determine questions of policy except as otherwise herein provided; fill vacancies in office and on the Board of Governors for an 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 of Governors 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 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; 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 of Governors.

The Board of Governors, 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 of Governors becomes for any reason incompetent or unfit while in his/her term the Board of Governors, upon making such finding, may remove the Officer or Board of Governors 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 purpose thereof, 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 of Governors 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.

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

Article V. Committees

The President, with the advice and consent of the Board of Governors, 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 of Governors.

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 of Governors, 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 seven additional voting members in good standing who are 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.

In addition to the nomination provided in Article IV, Section 2.3, the Committee may nominate one or more persons for the office of Secretary/Treasurer each year consistent with Article IV, Section 1. For the other elected positions on the Board of Governors, the Committee shall nominate a total of as few as nine (9) persons and as many as twelve (12) in even-numbered years and as few as eight (8) and as many as ten (10) persons in odd-numbered years.

Section 2. Notice to Voting Members. On or before the third Friday in March, the Association, pursuant to procedures established by the Board of Governors, shall communicate to all voting members of the Association by written notice or by Authorized Communication Equipment as provided in Article X, 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 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 of Governors, which report shall include the following:

3.1 The names of all nominees, and the certification that each person nominated meets all eligibility requirements as provided in Article IV and has agreed to serve if elected.

3.2 A biographical questionnaire completed by each nominee, 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 of Governors, shall mail or transmit by Authorized Communication Equipment as provided in Article X 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 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 petition received by such date shall be reviewed promptly by the Nomination Committee, and shall be approved if all necessary eligibility and procedural requirements have been satisfied. If approved, any candidate so nominated 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 of Governors, shall mail or transmit by Authorized Communication Equipment as provided in Article X, to each voting member in good standing a ballot, 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 offices of President-Elect and Secretary/Treasurer, and for all other positions on the Board of Governors, not more than six (6) candidates in even-numbered years and five (5) candidates in odd-numbered years. Any ballot marked with an excessive number of votes shall be disqualified in so far as it violates this section.

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

Article VII. Meetings of the Association

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

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

Section 3. Quorum. At all regular and special meetings of the Association and its Committees, those voting members present shall constitute a quorum for conducting business. At all meetings of the Board of Governors or for purposes of Board votes transmitted by

mail or by Authorized Communication Equipment, a quorum shall 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 shall commence on the first day of July annually and shall end on the last day of June of the following year.

Section 2. Dues Structure to be Set by Board of Governors. The Board of Governors shall 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 shall 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 of Governors, a written petition, signed by not less than one hundred (100) of the voting members of the Association, may be filed in objection to the proposed dues structure. The petition shall be addressed to the President and filed at the Association's offices. Upon the filing of a timely and properly executed petition, the published dues structure, with any modifications the Board of Governors may deem appropriate, shall be submitted to a vote of the membership and shall become effective only upon the affirmative vote of two-thirds of the eligible members who cast a ballot.

Section 4. Waiver of Dues. The Board of Governors shall have discretion to relieve individuals of dues obligations in consideration of active military service, recent admission to the bar, distinguished disability, hardship or other appropriate reason. The Board shall also have authority to 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 of Governors may from time to time adopt such bylaws for the government and regulation of the Association as may be necessary and not inconsistent with this Code of Regulations. Such bylaws shall be and remain in effect until they are amended or repealed by the Board of Governors.

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

Article X. Notice and Voting by Authorized Communication Devices

Whenever specifically permitted for use in these 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 under 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 of Governors may, at their sole discretion, adopt regulations regarding verification of the authenticity of any transmittal by an Authorized Communication Device or the eligibility of the sender to participate.