

CODE OF REGULATIONS
OF
THE AKRON BAR ASSOCIATION

ARTICLE I
NAME AND OBJECT

The name and object of The Akron Bar Association (the “Association”) shall be as set forth in the Articles of Incorporation (the “Articles”) filed with the Secretary of State of Ohio on the 24th day of June, 1991 (the “Effective Date”). The Association’s name in any letterhead or similar captions shall be followed by the phrase, “Serving all of Summit County.”

ARTICLE II
MEMBERS

Section 1. Voting Members. Any person who is admitted to the Bar of Ohio or of any state, the District of Columbia, or any foreign jurisdiction shall be eligible to become a Voting Member of the Association upon (i) approval by a majority vote of the Board of Directors and (ii) paying the dues for the then current year. Only Voting Members may vote at meetings of the Members of the Association. Attorneys admitted to practice in Ohio who reside or maintain a principal office in Cuyahoga, Geauga, Medina, Portage, Stark, Summit or Wayne County shall only be eligible to become Voting Members and shall not be eligible to become Attorney-Non-Voting Members as referred to in Section 2 below.

Section 2. Attorney-Non-Voting Members. Attorneys who fall within either of the categories listed below shall be eligible to become Attorney-Non-Voting Members upon (i) approval by a majority vote of the Board of Directors and (ii) paying the dues for the then current year. Any person in the following categories is eligible and encouraged to become a Voting Member:

- A. Non-Ohio Lawyers. Any person who, although not admitted to practice before the Bar of the State of Ohio, is admitted to practice before the Bar of another state, the District of Columbia, or a foreign jurisdiction.

- B. Non-Contiguous County Ohio Lawyers. Any member of the Bar of the State of Ohio who does not reside or maintain a principal office in Cuyahoga, Geauga, Medina, Portage, Stark, Summit, or Wayne County.

Section 3. Associate Members. Other persons falling within the categories listed in Subsections A, B, or C below shall be eligible to become Associate Members upon (i) obtaining any necessary sponsors and (ii) paying any required dues for the then current year. An Associate Member may not hold office, vote, or serve on the Board of Directors or on any of the following committees: Nominating, Judicial Evaluation, Unauthorized Practice of Law, Bar Applicants and Students, Investigative Subcommittee, and any other committee designated by the Board of Directors. An Associate Member shall otherwise enjoy the full benefits of membership in the Association. Associate Members are:

- A. Law Students. Any person who is enrolled in an accredited law school and maintains the standards set forth by such law school;
- B. Non-Attorney Associate. Any person who, although not admitted to practice law before the Bar of the State of Ohio, is a law librarian, a court bailiff, or holds another court-staff position or is employed by a lawyer, law firm, corporate legal department or government agency as a paralegal, legal assistant, legal secretary, legal administrator, or in another law-related capacity may apply to the Board of Directors for acceptance as an associate member of the Association. Each such applicant must be sponsored initially by two voting members of the Association who shall certify as to the above;
- C. Lay Persons. Any person who, although not admitted to practice law before the Bar of the State of Ohio, is appointed to serve on a Committee of the Association may be sponsored for Associate Membership by two Voting Members of the Association who shall certify such Committee appointment; and
- D. Business Affiliate. Any person who conducts business with attorneys and legal entities but, at the time of membership, is not admitted to practice law before the Bar of any State and is not employed by a law firm or legal department, may apply to the Board of Directors for acceptance as an associate member of the Association. Each such applicant must be sponsored at the time of application for membership by two voting members of the Association who shall certify as to the above.

ARTICLE III **OFFICERS**

Section 1. Officers. The Officers of the Association, who shall be Voting Members, shall be the President, the President-Elect, the Immediate Past President, the Vice-President of Membership, the Secretary, and the Treasurer. Officers shall be nominated and elected in accordance with the procedures set forth in Article VIII below. Upon the expiration of the President's term, the President-Elect shall succeed to the office of President for a full term.

Section 2. Terms. The President and President-Elect shall take office on the first day of July following their respective elections and shall hold their respective offices for one year and until their successors are elected and take office. The Immediate Past President shall take office on the first of July immediately following the election of the President and President-Elect and shall hold office for one year. The Vice-President of Membership, Secretary, and Treasurer shall be nominated and elected in alternate years and shall take office on the first day of July following their respective elections and shall hold their respective offices for two years and until their successors are elected and take office. A person who has been installed as President for a full term shall not be eligible to succeed himself or herself.

Section 3. Vacancies.

- A. President. If the office of President becomes vacant during his or her term, the President-Elect shall succeed to that office for the unexpired term and shall thereafter serve a full term.
- B. President-Elect. If the office of President-Elect (or both President and President-Elect) becomes vacant during his or her term, the Nominating Committee shall select nominees for the vacant office or offices, and a special election shall be held under such procedures as may be specified by the Board of Directors, not inconsistent with the provisions of this Code of Regulations with respect to elections under Article VIII. In the interim prior to such election, the Treasurer or the Vice-President of Membership (whichever has been in office longer) shall serve as Chief Executive Officer of the Association.
- C. Other Vacancies. If there is a vacancy in the office of Vice-President of Membership, Secretary, Treasurer, or in any position on the Board of Directors, the Nominating Committee shall select nominees for the vacant office or position for the unexpired term of the office or position for election at the next Annual Meeting of the Association. Pending the election of the nominee for the unexpired term at the Annual Meeting, the President shall have the authority to fill the vacancy on an interim basis, with the consent and approval of the Board of Directors, until the next Annual Meeting.

ARTICLE IV **DUTIES OF OFFICERS**

Section 1. Expectations.

- A. General Expectations of All Officers. All Officers are expected to ensure the legal and ethical integrity of the Association, serve the needs of the members of the Association with diligence, commitment, and enthusiasm, and maintain working knowledge of the Association and its mission.
- B. Specific Expectations. In addition to the above General Expectations, the Association expects the following of each Officer:
 - 1. President. Leads the Association in a meaningful fashion.
 - 2. President-Elect. Leads the Association in a meaningful fashion.
 - 3. Vice-President of Membership. Supports leadership of the Association membership functions in a meaningful fashion.
 - 4. Secretary. Leads the Association in a meaningful fashion.
 - 5. Treasurer. Supports leadership of the Association financial functions in a meaningful fashion.
 - 6. Immediate Past President. Supports leadership of the Association in a meaningful fashion.

Section 2. Responsibilities

A. General Responsibilities of All Officers.

1. Determine, monitor, and strengthen the Association's mission, organization, planning, programs, and services.
2. Regularly attend the Akron Bar Association's Board of Directors meetings.
3. Regularly attend the Association's Executive Committee meetings.
4. Regularly attend and participate in Association functions and events including but not limited to:
 - the Association's Annual Meeting and the Board of Directors and Officer swearing-in ceremony,
 - Board of Directors Retreat,
 - Section/Committee Chair Orientation,
 - Professionalism Dinner,
 - Akron Bar Foundation Gala,
 - Law Week Activities, including Red Mass and Law Week Luncheon,
 - Joint events with related bar associations and other organizations,
 - CLE programming and seminars,
 - All other Special Events.
5. Perform additional duties as needed, or as requested by the President.

B. Specific Responsibilities. In addition to the above General Responsibilities, each Office has the following Specific Responsibilities:

1. President.
 - Serves as the Chief Executive Officer of the Association,
 - Presides at all meetings,
 - Serves as the Chair of the Board of Directors,
 - Serves as a voting member of all sections and committees of the Association, except the Commission on Judicial Candidates, the Grievance Committee and any of its subcommittees including but not limited to the Investigative Subcommittee,
 - Attends as many section and/or committee meetings as possible,
 - Serves as a voting member of the Akron Bar Foundation Board of Governors and the Executive Committee of the Akron Bar Foundation,
 - Represents the Association to the public and at public functions,
 - Attends and participates in the Staff Annual Retreat,
 - Attends and participates in the Section/Committee Chair Orientation,
 - Actively assists with member recruitment and retention efforts of the Association.
2. President-Elect.
 - Performs duties at the direction of or in the absence of the President,

- Serves as a voting member of all sections and committees of the Association, except the Commission on Judicial Candidates, the Grievance Committee, and any of its subcommittees including but not limited to the Investigative Subcommittee,
 - Attends and participates in the Staff Annual Retreat,
 - Attends as many section and/or committee meetings as possible to develop awareness of business of sections and committees and related issues.
3. Vice-President of Membership.
- Oversees the membership recruitment and retention efforts of the Association,
 - Provides a monthly membership report at each Board of Directors meeting,
 - Serves as Chair of the Membership Committee of the Association's Board of Directors.
4. Secretary.
- Serves as the corporate secretary of the Association,
 - Maintains the records of the proceedings of the Association,
 - Coordinates the Association's strategic planning activities,
 - Oversees the implementation of the Strategic Plan of the Association,
 - Provides a regular report to the other members of the Executive Committee, as well as to the Board of Directors, with a regularly-scheduled report at each Board meeting,
 - Actively assists with member recruitment and retention efforts of the Association.
5. Treasurer.
- Oversees the financial records of the Association, including overseeing the accounting, disbursement, collection, and financial reporting of the Association's revenues, expenditures, and investments,
 - Provides a monthly financial report at each Board of Directors meeting,
 - Serves as the chair of the Finance Committee of the Association's Board of Directors.
 - Reviews monthly financial statements and other financial records of the Association.
 - Oversees the preparation of the annual budget of the Association.
 - Ensures the accurate and timely compilation and distribution of the audited financial statements of the Association.
 - Ensures the accurate and timely filing of the annual income tax return of the Association.

6. Immediate Past President.
 - Serves as the Chair of the Nominating Committee of the Association's Board of Directors,
 - Attends and participates in the Staff Annual Retreat.

Section 3. Qualifications . All Officers must be Voting Members in good standing of the Association. In addition:

A. President.

1. Required Qualifications. Previous and current involvement in Association sections and/or committees. Outstanding leadership, communication, and interpersonal skills. Ability to successfully manage a variety of tasks with all constituencies of the Association.
2. Preferred Qualifications. One term of office as President-Elect of the Association and prior service as an officer or member of the Board of Directors of the Association.

B. President-Elect.

1. Required Qualifications. Previous and current involvement in the Association's sections and/or committees, including prior leadership of a committee or section. Outstanding leadership, communication, and interpersonal skills. Ability to successfully manage a variety of tasks with all constituencies of the Association.
2. Preferred Qualifications. Prior service as an officer or a member of the Board of Directors of the Association.

C. Vice-President of Membership.

Preferred Qualifications. Previous and current involvement in the Association's sections and/or committees, including prior leadership of a section or committee of the Association.

D. Secretary

Preferred Qualifications. Previous and current involvement in the Association's sections and/or committees.

E. Treasurer.

Preferred Qualifications. Previous and current involvement in the Association's sections and/or committees, including prior leadership of a committee or section.

F. Immediate Past President.

Required Qualifications. Service as President of the Association in the year immediately preceding his or her term as Immediate Past President.

ARTICLE V **BOARD OF DIRECTORS**

Section 1. Members. There shall be a Board of Directors ("Board of Directors" or "Board") composed of the President, President-Elect, Vice-President of Membership, Secretary, Treasurer, Immediate Past President, and nine other Voting Members who are nominated and elected in accordance with the provisions of Article VIII hereof. The Board of Directors also shall include the following ex-officio, non-voting members:

- a. the District 11 representative on the Ohio State Bar Association Board of Governors, provided he or she is a Voting Member of the Association;
- b. a representative from the faculty or administration of the University of Akron School of Law, who shall be recommended by the Dean of the School of Law and appointed annually by the President Association subject to Article VIII, Section 4, provided he or she is a Voting Member of the Association;
- c. a student representative from the University of Akron School of Law, who shall be recommended by the Dean of the School of Law, and appointed annually by the President of the Association, provided he or she is an Associate Member of the Association;
- d. the Chair of the New Lawyers Section, or such other member of the New Lawyers Section as may be appointed by the President of the Association;
- e. a representative from and selected by the Past-Presidents of the Bar Association, provided he or she is a Voting Member of the Association; and
- f. a representative from and selected by the Akron-Canton Barristers, provided he or she is a Voting Member of the Association.

The President, President-Elect, Immediate Past President, Vice-President of Membership, Secretary, and Treasurer shall be elected for the terms set forth in Article III, section 2 above. The nine other voting members of the Board of Directors shall be elected to three (3) year, staggered terms, so that three positions shall become vacant each year. If any member of the Board of Directors shall for any reason fail to complete his or her term of office, such vacancy shall be filled in accordance with the provisions of Article III, Section 3C above.

Section 2. Powers. The Board of Directors shall determine the policies of the Association and manage its affairs, subject to the provisions of the Articles and this Code of Regulations. In particular, and without limitation, all appropriation of funds of the Association shall be made by the Board of Directors; and, from time to time, the Board of Directors shall review and approve the annual financial statements and monthly financial reports of the Treasurer.

Section 3. Dismissal. Any non-officer Director missing three (3) or more consecutive, regularly-scheduled meetings without cause may be removed by majority vote of the Board of Directors at any duly called meeting. The Director in question shall not take part in such voting.

Section 4. Quorum and Other Matters. A quorum for the transaction of any business of the Board of Directors shall be constituted by at least a majority of the voting Directors. The Board shall meet at regularly-scheduled, monthly meetings on dates and at times determined by the President. Special meetings of the Board may be called by the President for a purpose or purposes specified in the notice and shall be called by the President at the request of five voting Directors. In each case, the date and time of the special meeting shall be determined by the President, except that a special meeting called at the request of five voting Trustees shall be held within seven days of the President's receipt of such request. Notices of all meetings shall be given by mail or any authorized communications equipment (as defined in Ohio Revised Code Section 1701.02 (Q)), at least three business days in advance of the day of the meeting. At a special meeting, no business shall be transacted except as has been specified in the notice. All actions of the Board of Directors shall be taken by a majority vote of the voting Directors present at a duly called meeting at which a quorum is present either in person or by means of any authorized communications equipment that allows all persons in the meeting to communicate contemporaneously with each other. All meetings of the Board of Directors shall be conducted pursuant to the procedure specified in Article XIV hereof. The Board of Directors may enact bylaws governing the Board's activities and operation.

Expectations

1. Ensures the legal and ethical integrity of the Association.
2. Serves the needs of the members of the Association with diligence, commitment, and enthusiasm.
3. Develops and maintains working knowledge of the Association and its mission.
4. Participates in a meaningful fashion.

Responsibilities

1. Determines, monitors, and strengthens the Association's mission, organization, planning, programs, and services.
2. Regularly attends and participates in Board of Directors meetings.
3. Serves as Board Liaison to and voting member of a minimum of three (3) Association sections and/or committees and regularly attends such section/committee meetings.
4. Regularly attends Association functions and events including but not limited to:
 - The Association's Annual Meeting and the Board of Directors and Officer swearing-in ceremony;
 - Board of Directors Annual Retreat;
 - Professionalism Dinner;
 - Akron Bar Foundation Gala;
 - Law Week Activities, including Red Mass and Law Week Luncheon;
 - Joint events with related bar associations and other organizations;
 - CLE programming and seminars; and

- All other Special Events.
5. Assists with member recruitment and retention efforts of the Association.
 6. Performs additional duties as requested by the President.

Required Qualifications. A Voting Member in good standing of the Association

Preferred Qualifications. Previous and current involvement in the Association's sections and/or committees.

ARTICLE VI **EXECUTIVE DIRECTOR**

The Executive Director, who may or may not be a Voting Member of the Association, shall be appointed by the Board of Directors and shall have such authority and perform such duties as may be assigned to that office from time to time by the Board of Directors or by the President with the consent and approval of the Board.

ARTICLE VII **COMMITTEES/SECTIONS**

Section 1. Standing Committees and Commissions. Immediately after his or her installation, the President shall appoint the following standing committees and shall fill any vacancies occurring thereafter. Unless otherwise provided in Section 4 of Article VII, appointees shall be Voting Members in good standing of the Association. In the case of the Commission on Judicial Candidates, vacancies shall be filled pursuant to the Bylaws of the Judicial Commission.

- (a) The Grievance Committee and its Investigative Sub-Committee;
- (b) The Unauthorized Practice of Law Committee;
- (c) The Finance Committee;
- (d) The Membership Committee;
- (e) The Nominating Committee;
- (f) The Bar Applicants Committee;
- (g) The Commission on Judicial Candidates;
- (h) The Human Resources Committee;
- (i) The Diversity Committee; and
- (j) The Executive Committee.

Section 2. Other Committees. The President may appoint additional committees as he or she may deem advisable or as may be ordered by the Board of Directors, which committees shall have such powers and perform such duties as may be ordered by the appointing authority, and which committees may be terminated or discontinued by a majority vote of the Board of Directors.

Section 3. Chairs. Except in the case of the Finance Committee, the Membership Committee, and the Nominating Committee, the President shall appoint a Chair and Vice-Chair for each

committee and subcommittee and one member of the Board of Directors shall serve ex officio on each committee and subcommittee.

Section 4. Membership and Duties of Standing Committees

A. Grievance Committee.

1. The Grievance Committee shall have a Certified Bar Counsel, and such number of members as required for a Certified Grievance Committee under the Supreme Court Rules for the Government of the Bar (the “Rules”), currently a minimum of 15. All attorney members shall be admitted to practice in Ohio, except as otherwise permitted by the Rules. In accordance with the Rules, appointments of attorneys shall be made from attorneys practicing in the area intended to be served by the Association and shall be without reference to an attorney’s area of practice, special interest, or other criteria. Bar Counsel shall recommend both the attorney and non-attorney members for appointment by the President.
2. The Grievance Committee shall uphold the high standards of integrity, honor, and courtesy in the legal profession in conformance with the Rules.

B. Unauthorized Practice of Law Committee.

1. The Unauthorized Practice of Law Committee shall have at least ten members who shall be admitted to practice law in Ohio, except as permitted by the Rules.
2. The Unauthorized Practice of Law Committee shall conduct investigations concerning the practice of law by persons not authorized to practice law and shall have authority to prosecute to final determination any complaints that the Committee may, in its discretion, deem advisable. Such investigations, inquiries, and prosecutions shall be investigated and prosecuted in accordance with the rules and procedures of the Board of Commissioners on the Unauthorized Practice of Law of the Supreme Court of Ohio.

C. Finance Committee.

1. The Finance Committee shall have fourteen members, as follows:
 - ◆ the current President;
 - ◆ the current President-Elect;
 - ◆ the current Treasurer;
 - ◆ two current Board members for one-year terms;
 - ◆ six at-large Bar members who are appointed by the President for a three-year term (for the 2020-2021 fiscal year, the President will appoint two members for a one-year term, two members for two-year terms, and three members for three-year terms; in subsequent years the President will appoint two members for three-year terms;

- ◆ the Immediate Past Treasurer. If the Immediate Past Treasurer is unwilling to serve, an additional at-large Bar member shall be appointed by the President; and
 - ◆ the two most Immediate-Past Presidents willing to serve on the Finance Committee.
2. The Finance Committee is a working committee of the Board of Directors. The Committee shall make recommendations to the Board of Directors concerning fiscal matters of the Association. The Committee shall prepare a proposed annual budget for consideration by the Board of Directors. The Treasurer of the Association shall serve as chair of this committee.

D. Membership Committee.

1. The Membership Committee shall have fourteen members, as follows:
- ◆ the current President;
 - ◆ the current President-Elect;
 - ◆ the current Vice-President of Membership;
 - ◆ the Immediate Past President;
 - ◆ two current Board members for one-year terms;
 - ◆ six at-large Bar members who are appointed by the President for a three-year term (for the 2020-2021 fiscal year, the President will appoint two members for a one-year term, two members for two-year terms, and three members for three-year terms; in subsequent years the President will appoint two members for three-year terms;
 - ◆ the Chair of the New Lawyers Section or, alternatively, a member of the New Lawyers Section appointed by the President.
 - ◆ the Chair of the Diversity Committee or, alternatively a member of the Diversity Committee appointed by the President.
2. The Membership Committee is a working committee of the Board of Directors. The Committee shall oversee the recruitment, retention, and engagement of members and shall make recommendations to the Board of Directors concerning membership dues and fees. The Vice-President of Membership shall serve as chair of this committee.

E. Nominating Committee. See Article VIII.

F. Bar Applicants Committee.

1. The Committee shall have at least ten members who are admitted to practice law in Ohio, except as otherwise permitted by the Rules. In accordance with the Rules, appointments shall be made from attorneys practicing in the area intended to be served by the Association and shall be without reference to an attorney's area of practice, special interest, or other criteria.

2. The Committee shall investigate the character, fitness and moral qualifications of applicants for admission to the practice of law in the State of Ohio; report its findings and recommendations to the Board of Commissioners on Character and Fitness; obtain and offer such information as pertains to the character, fitness, and moral qualifications of the applicants at hearings conducted by the Board's duly designated panels; and shall otherwise operate in compliance with the Rules.

G. Commission on Judicial Candidates – See Article IX.

H. Human Resources Committee

1. The Committee shall be comprised of five individuals: two current members in good standing of the Association's Board of Directors; two current Voting Members of the Association who are not current members of the Board of Directors; and one Association past President. These five individuals serve a one-year term as appointed by the President. The Chair of the Human Resources Committee shall be selected by the President, subject to the approval of the Board of Directors.
2. The Committee shall review and maintain appropriate Human Resources policies and procedures for all employees of the Association.

I. Diversity Committee.

The committee shall encourage and promote diversity among under-represented and under-served groups in our legal and broader community. The primary focus is diversity of the Akron Bar Association and the Summit County legal community.

J. Executive Committee.

1. The committee will be comprised of each Board member who likewise is an officer of the Association as provided by Article III.
2. Each of the foregoing members will serve as a voting member of this committee. The Executive Director will likewise be a member of the committee but will have no vote on the committee's business.
3. The committee will meet in the intervals between meetings of the Board as determined by the committee and on other additional occasions as may be noticed by the President to the other committee members by telephone, email, verbal or other means.
4. Unless otherwise directed by resolution of the Board within the authority delegated to it, the committee's purpose will be advisory only to the President, Executive Director and/or the Association's other officers. The committee may

further consult with the President and Executive Director regarding the Board's agenda, when matters should be referred to the Association's other sections and committees, and any other matters as may be referred to it in the discretion of the President, Executive Director and/or the Association's other officers.

Section 5. Procedure. The procedure established by Article XIV hereof shall be used at meetings of all Committees.

Section 6. Sections. The Board of Directors may by resolution establish further sections to educate Members of the Association, and to further interest in special areas of the law. Membership in Sections shall be open to all Members in good standing of the Association. The President shall appoint one member of the Board of Directors to serve ex officio on each Section. The Sections of the Association may include, but are not limited to, the following:

- Bankruptcy & Commercial Law Section;
- Business & Corporate Law Section;
- Corporate Counsel Section;
- Criminal Law Section;
- Family Law Section;
- Health Law Section;
- Labor & Employment Law Section;
- Paralegal Section;
- New Lawyers Section;
- Estate Planning, Probate, and Elder Law Section;
- Real Property & Environmental Law Section;
- Solo & Small Firm Practitioners Section; and
- Women in Law Section.

Each Section may charge dues and establish its own subsections. Each Section shall enact its own bylaws, subject to approval by the Board of Directors. Officers of each Section shall be selected by the membership of each Section in accordance with procedures established in the bylaws of each Section. If a Section does not select its Officers, then the President of the Association shall appoint the Officers and fill any vacancies. The bylaws of each Section shall incorporate the procedure established by Article XIV hereof. All actions of each Section shall be subject to the approval of the Board of Directors. No Section may take any position on local, state, or federal legislation unless approved in advance by the Board of Directors.

ARTICLE VIII **NOMINATING COMMITTEE/ELECTION PROCEDURES**

Section 1. Membership of Nominating Committee. The Nominating Committee shall be formed in the following manner. The Immediate-Past President is a voting member of the Nominating Committee and shall serve as Chair. The other members are:

- President;
- President-Elect;
- The Past President serving in an ex officio capacity on the Board of Directors;
- One additional Past President, appointed by the President;
- Two members of the Board of Directors, appointed by the President; and
- Two at-large Voting Members in good standing of the Association, appointed by the President to reflect the purposes of Section 2 below.

Section 2. Mission/Purpose. In fulfilling its duties set forth below, the Nominating Committee shall strive to select nominees who, viewed as a group with nominees for officers and trustees over the recent past, have demonstrated active participation in the Association and reasonably reflect the diversity existing within the Voting Members of the Association.

Section 3. Qualifications of Nominees. In addition to qualifications for a particular office or position found elsewhere in this Code of Regulations, any nominee must be a Voting Member of the Association in good standing and must be currently admitted to the practice of law in Ohio.

Section 4. Duties. The Nominating Committee shall administer the procedures established by this Code of Regulations for the nomination and election of officers and the Board of Directors of the Association. Elections shall be held in connection with the Annual Meeting of the Association or in connection with a Special Meeting called to fill a vacancy in the office of President-Elect or of both President and President-Elect, as referred to in Article III, Section 3B. The Board of Directors shall resolve any disputes concerning the meaning and application of such procedures. Each year, the Nominating Committee shall nominate one qualified nominee for each Board position or Officer position available to be filled. The elected officers and voting members of the Board shall include no more than one individual from any single law firm, corporation, or other business entity, educational, or other institution, agency, or division of any particular court. The Nominating Committee shall also take into account the goal for the officers and elected Board members to represent the diversity of the members of the Association. The Committee shall meet such number of times as necessary to complete its task.

Section 5. Direct Nominations. During the 14 day period following the publication of nominees referred to in Section 4, a nominating petition may be filed at the office of the Association, signed by at least ten Voting Members and endorsing the nomination of any qualified Voting Member for election to any office or to any position on the Board of Directors for which nominations are being accepted. There shall be no nominees permitted except as provided in Section 4 and this Section 5.

Section 6. Publication of Nominees' Background. At least 50 days prior to the Meeting, there shall be published in the official publication of the Association or in another manner reasonably calculated to come to the attention of the Association's Voting Members, a brief summary of the qualifications of all nominees, in alphabetical order.

Section 7. Balloting Procedure. If there are two or more nominees for a particular office or Board position, names shall appear in alphabetical order on a written ballot and the following

procedure shall be followed. Members shall have seven days to vote by mail or any authorized communications equipment as approved by the Board of Directors. Voting shall be concluded prior to the day of the Annual Meeting. Ballots shall be counted prior to the Annual Meeting by tellers appointed by the President. Results shall be announced at the Annual Meeting.

ARTICLE IX **COMMISSION ON JUDICIAL CANDIDATES**

Section 1: **Purpose.** The purpose of the Commission shall be to evaluate persons who are candidates in a general election for the offices of Municipal Judge, Common Pleas Judge, and Ninth District Court of Appeals Judge, and to publicize the ratings given to the candidates for those offices. The Commission will not evaluate candidates in any primary election. The Commission shall also attempt to gather information for consideration by appropriate persons regarding the qualifications of applicants for Federal District or Circuit Court appointments in Ohio when directed to do so by the Board of Directors. In all matters, the Commission shall operate on a nonpartisan basis and shall not allow any irrelevant or impermissible factor, such as race, religion, gender, national origin, or other similar matter to influence its decision.

Section 2: **Members of Commission.** A Chair and Vice-Chair of the Commission shall be selected by the President of the Association, with the approval of the Board of Directors. The Chair and Vice-Chair shall each serve a three-year term beginning on January 1. The Chair and Vice-Chair shall not be members of the same political party.

The Commission shall consist of 28 individuals in addition to the Chair. Not more than 50% of the total membership of the Commission shall be members of any one political party. An effort shall be made to constitute the membership with an identical number of Democrats and Republicans. Further, a good faith effort shall be made to appoint lawyers to serve on the Commission who shall reflect the diversity of the bar in terms of race, gender, practice specialty, firm size, and other relevant matters. Nine individuals shall be nominated by the President of the Association, one individual each shall be nominated by the Chair and Vice-Chair of the Commission. Six individuals who regularly practice before the municipal courts in Summit County shall be nominated by a majority vote of the Common Pleas, Appellate & Municipal Courts Committee. Six individuals who regularly practice before the Summit County Court of Common Pleas and/or the Ninth District Court of Appeals shall be nominated by a majority vote of the Common Pleas, Appellate & Municipal Courts Committee. Two individuals shall be nominated by a majority vote of the Family Law Section. Two individuals shall be nominated by a majority vote of the Estate Planning, Probate & Elder Law Section. All nominations are subject to ratification by a majority vote of the Board of Directors.

Section 3: **Terms.** All members of the Commission shall serve three-year terms commencing on January 1.

Section 4: **Ex-Officio, Non-Voting Members.** The President, President-Elect, and Immediate Past President of the Bar Association shall serve as Ex-Officio, non-voting members of the Commission.

Section 5: Restrictions. While serving on the Commission, no member including ex-officio, non-voting members shall provide financial support to or serve on the campaign committee of any candidate who is being evaluated by the Commission or serve as an officer of a judicial system performing judicial functions as defined in Canon 7 of the Code of Judicial Conduct.

Section 6: Duties. In any year in which an election of one of the Judges set forth above shall occur, the Commission shall study and evaluate each candidate for each office. The Commission shall begin the process of evaluation of candidates immediately following the deadline date for its filing for candidates in the primary election.

The Board may adopt bylaws and procedures and policies not inconsistent with this Article IX concerning the Commission.

ARTICLE X **MEETINGS/FISCAL YEAR**

Section 1. Annual Meeting. The Association shall meet in June of each year at such time and place, either within or without the State of Ohio or solely by means of any authorized communications equipment, as may be directed by the Board of Directors by notice published at least ten days prior to each such Annual Meeting.

Section 2. Special Meetings. Special meetings of the Members may be called at any time upon at least ten days published notice by vote of the Board of Directors at any meeting; and shall be called by the President, with such notice, upon the written request of at least twenty-five Voting Members of the Association or of at least five members of the Board of Directors. At a special meeting, no business shall be transacted except as has been specified in the call and notice. A special meeting may be held either within or without the State of Ohio or solely by means of any authorized communications equipment as directed by the Board of Directors.

Section 3. Quorum/Required Vote. Twenty-five Voting Members, present either in person or by means of any authorized communications equipment that allows all persons in the meeting to communicate contemporaneously with each other, shall constitute a quorum at any annual or special meeting, unless (i) a greater percentage is required by law, the Articles of Incorporation, or this Code of Regulations; (ii) a special voting procedure is provided in this Code of Regulations (as in the case of annual elections); or (iii) another procedure is provided by the Ohio Revised Code. The vote of a majority of the Voting Members present and voting at any annual or special meeting shall constitute the action of the Association.

Section 4. Order of Business. At each regular meeting, the order of business shall be reasonably determined by the President or other officer presiding. The order of business at a special meeting shall be determined under section 2 above. Subject to the foregoing, the procedure referred to in Article XIV shall be used at all meetings of the Association.

Section 5. Fiscal Year. The year of the Association for fiscal and administrative purposes shall be the twelve months ending each June 30th.

ARTICLE XI **DUES**

Section 1. Structure. The annual dues structure and dues for Voting, Attorney-Non-Voting and Associate Members shall be fixed annually by the Board of Directors. The Membership Committee shall make recommendations to the Board of Directors about the amount and structure of any membership dues or fees.

Section 2. Delinquent Dues. Any Voting, Attorney-Non-Voting, or Associate Member whose dues are not paid within three months of their membership expiration date shall be delinquent, provided that:

- A. The Board of Directors may remit the dues of individual Voting, Attorney-Non-Voting, or Associate Members in cases of hardship and in cases of Members in the armed services of the United States;
- B. The Board of Directors may remit the dues of Voting Members who have been members of the Association for 50 years or more, under such regulations as may be established from time to time by the Board of Directors; and
- C. The Board of Directors may consider whether the member qualifies for assistance regarding payment of dues by any other fund maintained for such purpose by the Association.

ARTICLE XII **SUSPENSION OR EXPULSION OF MEMBERS**

Section 1. A member (Voting, Attorney-Non-Voting, or Associate) of the Association may be suspended or expelled from the Association for misconduct in his or her profession or in his or her relationship to the Association, upon due finding of such misconduct by the Association after a hearing before the Board of Directors conducted after reasonable notice and in which he or she shall have been given an opportunity to confront the witnesses against him or her and to offer evidence in his or her own behalf. The Board of Directors may from time to time make such rules and regulations regarding the procedure in such hearings as may be deemed expedient.

Section 2. The Treasurer and Vice-President of Membership must jointly or by their mutually appointed designee notify in writing any Member who is 30 days or more delinquent with respect to dues or other financial obligations to the Association that unless such Member's dues and financial obligations are paid, then his or her membership in the Association may terminate in accordance with Article XI, Section 2.

ARTICLE XIII **INDEMNIFICATION**

The Association shall indemnify each Trustee, officer and committee member; each former Trustee, officer and committee member; and each person who is serving or has served at the request of the Association as a Trustee, officer, or committee member of the Akron Bar Association Foundation, and may, in its sole discretion, indemnify any employee or agent, any former employee or agent, and any person who is serving or has served at its request as an employee or agent of any other organization, to the fullest extent permitted by the laws of the State of Ohio, in the event any of such persons shall be made, or threatened to be made, a party to any action, suit, or proceeding, whether criminal, civil, administrative, or investigative, other than an action by or in the right of the Association or the Akron Bar Association Foundation, by reason of the fact that the person is or was a Trustee, officer, committee member, employee, or agent of the Association or the Akron Bar Association Foundation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in defense and/or settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or the Akron Bar Association Foundation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Association or the Akron Bar Association Foundation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful. As used herein, the terms trustee, officer, committee member, employee, and agent shall include their respective heirs and personal representatives. The foregoing notwithstanding, the Board of Directors shall approve all of the terms and conditions of any individual indemnification.

The indemnification authorized by this Article XIII is not exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification, under the Association's Articles of Incorporation, this Code of Regulations, any agreement, a vote of Members or disinterested Trustees, or otherwise, both regarding action in their official capacities and regarding action in another capacity while holding their offices or positions.

The Association may purchase and maintain insurance, or furnish similar protection, including, but not limited to, trust funds, letters of credit, or self-insurance for or on behalf of any person who is or was a Trustee, officer, committee member, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee, member, manager, agent, or volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise against any liability asserted against the person and incurred by the person in such capacity, or arising out of the person's status as such, regardless of whether the Association would have the power to indemnify the person against that liability under the provisions of this Article XII or Section 1702.12(E) of the Ohio Revised Code, as amended or provided in successor sections of the Ohio Nonprofit Corporation Code from time to time.

Notwithstanding the foregoing, no indemnification shall be made that would impair the status of the Association as an organization described in Section 501(c)(3) of the Internal Revenue Code of

1986 (the “Code”) or that would result in imposition of any tax under Section 4941 or Section 4945 of the Code or any applicable successive provision.

ARTICLE XIV **GENERAL PROCEDURE**

Subject to more specific procedures set forth in this Code or otherwise required by law, Robert’s Rules of Order shall govern the procedure followed in all meetings of the Association, its Board of Directors, Committees and Sections.

ARTICLE XV **AMENDMENTS**

This Code of Regulations may be amended by a two-thirds vote of Voting Members present at any Regular or Special Meeting of the Association, provided that notice of the proposed amendment, with a copy of the text attached, be published in the official publication of the Association or in another manner reasonably calculated to come to the attention of the Association’s Voting Members at least 30 days prior to the date of the meeting.

Revised June 2004
Amended June 29, 2006
Amended June 26, 2007
Amended June 23, 2009
Amended June 24, 2010
Amended June 25, 2014
Amended June 25, 2015
Amended June 21, 2016
Amended June 22, 2017
Amended June 21, 2018
Amended June 25, 2020