

1 OPERATING ARTICLES
2 OF THE
3 OHIO ASSOCIATION FOR JUSTICE
4 (Revised September 2020)
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6 ARTICLE 1- NAME

7 The name of this Association is the Ohio Association for Justice, hereinafter referred to
8 as the Association. The Association will be operating under the laws of the State of
9 Ohio.

10 ARTICLE 2 - PURPOSE

11 The objectives of this Association are to uphold and defend the Constitution of the
12 United States; to advance the science of jurisprudence; to educate the bar and general
13 public in all fields and phases of advocacy; to promote the administration of justice for
14 the public good; to uphold the honor and dignity of the profession of the law; to
15 encourage fellowship among the members of the bar; to uphold and improve the
16 adversary system and trial by jury; and to advance the cause of those who are damaged
17 in person or property and who must seek redress therefore; and provide an environment
18 for our members to uphold the civil justice system.

19 The Association's mission statement is to protect and promote Ohioans' right to a fair
20 and impartial civil justice system, including their constitutional right to trial by jury,
21 through advocacy, education and training.

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23 ARTICLE 3 - MEMBERSHIP

24 Section 1. Any person who meets the following criteria may be a member of the
25 Association:

- 26 A) one who is licensed to practice law in the State of Ohio;
- 27 B) one who, for the most part, based upon caseload and time, represents:
- 28 (1) the plaintiff in civil litigation,
- 29 (2) injured workers in the Workers' Compensation system, or
- 30 (3) the defendant in criminal litigation.
- 31 C) one who is committed and devoted to the concept of a fair trial, the adversary
- 32 system, and a just result for the injured, the accused, and for those whose
- 33 rights are jeopardized;
- 34 D) one who adheres to the objectives of this Association;
- 35 E) one whose personal conduct adheres to the ethical rules of our profession and
- 36 does not impugn the honor or dignity of the profession of law; and
- 37 F) one who is not a member of a firm substantially engaged in the
- 38 representation of corporations or insurance companies or in the defense of civil
- 39 litigation or workers' compensation claims, unless the applicant provides
- 40 personal recommendations from at least two current Association board
- 41 members in support of the application.
- 42 G) A law student, while enrolled in any accredited law school. However, law
- 43 student members do not have voting rights for any election of the
- 44 Association or any of its sections or caucuses, and do not have access to
- 45 any of the OAJ sponsored listservs.
- 46 Section 2. The Board of Trustees may establish classes of voting and non-voting
- 47 membership and procedures for application and admittance to all such classes of
- 48 membership.

49 Section 3. A member may resign or may be expelled or suspended in any of the
50 following ways:

- 51 A) a member may resign by submitting a written resignation to the President,
52 which becomes effective on the date submitted;
- 53 B) a member is deemed to have resigned upon failure to pay dues in a timely
54 manner;
- 55 C) a member who is disbarred is automatically removed from membership as
56 of the date the Supreme Court Entry disbaring that member is published
57 on the Supreme Court of Ohio website;
- 58 D) a member suspended from the practice of law is suspended from
59 membership for as long as the period of suspension from practice
60 continues, and may be returned to active membership, subject to the
61 approval of the Board of Trustees, upon the termination of the suspension
62 from practice, and satisfaction of all other membership requirements; or
- 63 E) a member is to be expelled or suspended by the Board of Trustees for
64 conduct in violation of the qualifications for membership:
- 65 (1) any complaint alleging a violation of the qualifications for membership
66 against that member will be copied to that member's business address;
- 67 (2) the notice will specify the charges and will advise the member of the
68 time and place of a hearing, at least 30 days later, which hearing will be
69 held before either the Board of Trustees or a committee of three trustees
70 appointed for that purpose by the President;

71 (3) if the hearing is held before a committee, that committee must report
72 its findings to the Board of Trustees, which will then decide what action is
73 to be taken; and

74 (4) expulsion or suspension of a member requires a two-thirds majority
75 vote of the Board of Trustees, and no further process is available under
76 these Operating Articles.

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78 ARTICLE 4 – OFFICERS

79 Section 1. The officers of the Association are the President, President-Elect, Vice
80 President, Treasurer, Secretary, and Chief Executive Officer.

81 Section 2. President

- 82 1. The President is also the Chair of the Board, who presides at all meetings
83 of the Association, the Board of Trustees, and the Executive Committee,
84 2. The President directs the affairs of the Association with the advice and
85 consent of the Board of Trustees.

86 Section 3. President-Elect

- 87 1. The President- Elect performs such duties as may be delegated by the
88 President and succeeds to the office of President following the term of
89 office of the President, or in the event of the death, resignation, incapacity,
90 or inability of the President, fulfills the duties of that office.
91 2. The President-Elect presides at meetings of the Association or the Board of
92 Trustees in the event of the absence of the President.

93 3. The President-Elect also serves as Chair and appoints the members of the
94 Annual Convention Committee.

95 Section 4. Vice-President

96 1. The Vice-President serves as the Chair of the Continuing Legal Education
97 Committee and the Publications Committee.

98 2. The Vice-President performs such duties as may be directed by the
99 President and performs other services as are incident to his or her office as
100 are required by the Board of Trustees.

101 Section 5. Treasurer

102 1. The Treasurer supervises the Chief Executive Officer in collecting,
103 disbursing, and accounting for all funds of the Association at the direction
104 of the Board of Trustees and cooperates with the Board of Trustees in
105 matters relating to the fiscal affairs of the Association.

106 2. The Treasurer also serves as the Chair of the Finance Committee and
107 performs other services as are incident to his or her office as are required
108 by the Board of Trustees.

109 Section 6. Secretary

110 1. The Secretary supervises the Chief Executive Officer in keeping the records
111 of the proceedings of all membership, Board of Trustees, and Executive
112 Committee meetings.

113 2. The Secretary keeps a current directory of members and issues such
114 notices as may be required by the Operating Articles, the Bylaws or
115 otherwise.

116 3. The Secretary also chairs the Membership Committee and performs other
117 services as are incidental to his or her office and as are required by the
118 Board of Trustees.

119 Section 7. Chief Executive Officer

120 1. The Chief Executive Officer subject to policies established by the Board of
121 Trustees and the Executive Committee, administers the daily affairs of the
122 Association.

123 2. The Chief Executive Officer is a full-time, paid employee of the
124 Association selected by the Board of Trustees, and the Chief Executive
125 Officer's employment may be terminated by the Board of Trustees only.

126 3. The Chief Executive Officer, within the budgetary limits of the
127 Association, has the responsibility of hiring, firing, and maintaining all
128 staff personnel which he or she deems necessary or appropriate to carry
129 out the functions of the Association.

130 4. The Chief Executive Officer:

131 A) keeps the minutes of the proceedings of all membership, Board of
132 Trustees, and Executive Committee meetings;

133 B) keeps a roll of members; attends to the correspondence; and

134 C) issues such notices as may be required by the Operating Articles,
135 the Bylaws, or otherwise.

136 5. In conjunction with the duties of the Treasurer, the Chief Executive Officer
137 collects, disburses, and accounts for all funds of the Association at the
138 direction of the Board of Trustees and in accordance with the budget of the

139 Board of Trustees, as amended from time to time, and cooperates with the
140 Board of Trustees in all matters relating to the fiscal affairs of the
141 Association and must regularly account to the Board of Trustees
142 concerning his or her actions and activities in the collection and
143 expenditure of funds.

144 6. He or she performs all other services incident to his or her office as are
145 required or directed by the Board of Trustees.

146 7. The Chief Executive Officer also serves as an ex officio non-voting member
147 of the Executive and Nominating Committees in furtherance of his or her
148 duties and responsibilities.

149 8. The job performance of the CEO shall be reviewed annually by the
150 President and Immediate Past President of the Association, with input and
151 advisement from the Executive Committee.

152 9. The Board of Trustees shall approve any change in salary and/or bonus
153 paid to the CEO.

154 Section 8. Director of Government Affairs

155 1. The Board of Trustees may create the position of Director of Government
156 Affairs. That position shall perform any tasks reasonably necessary to
157 further the professional, political and operating goals of the Association,
158 its Members and any Political Action Committee(s) affiliated with the
159 Association and duly authorized by the Board of Trustees.

160 2. The Board of Trustees, in its sole discretion and with input and
161 advisement from the CEO, can hire, fire, discipline or modify the

162 employment of, and determine the compensation of the Director of
163 Government Affairs.

164 3. The Director of Government Affairs also serves as an ex officio member of
165 the Executive Committee in furtherance of his or her duties and
166 responsibilities.

167 4. The job performance of the Director of Government Affairs shall be
168 reviewed annually by the CEO, the President and Immediate Past
169 President of the Association.

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171 ARTICLE 5 - BOARD OF TRUSTEES

172 The Board of Trustees is the managing body of the Association and directs its
173 affairs.

174 Section 2. The Board of Trustees consists of the President, President-Elect, Vice
175 President, Secretary, Treasurer, members of the Board of Governors and State Delegates
176 elected from Ohio to the American Association for Justice, the Chair of each Section of
177 the Association, all Past Presidents of the Association who are members in good
178 standing, two trustees elected from each of the Ohio Appellate Districts, and the
179 Representatives-at-Large appointed by the President with the advice and consent of the
180 Board of Trustees. Trustees representing Appellate Districts serve a two-year term; all
181 other Trustees serve a one-year term.

182 Section 3. The President, with the advice and consent of the Board of Trustees, may
183 appoint no more than 21 Representatives-at-Large to serve on the Board of Trustees.

184 Section 4. All members of the Board of Trustees must satisfy all eligibility
185 requirements that may be established by the Board of Trustees from time to time, except
186 that Past Presidents and those who represent Ohio on the Board of Governors and as
187 State Delegates to the American Association for Justice, need only fulfill the minimum
188 financial responsibilities for regular Board Members. In order to vote at Board of
189 Trustees Meetings, Board members, Ohio representatives to the American Association
190 for Justice, and Past Presidents must fulfill minimum financial responsibilities for
191 Board Members.

192 Section 5. In the event of a vacancy on the Board of Trustees or in any office, the
193 President fills the vacancy, with the advice and consent of the Board of Trustees, from
194 among any member of the Association in good standing. The appointed member then
195 serves for the remainder of the term.

196 Section 6. Meetings of the Board of Trustees are held upon the order of the President
197 or the Executive Committee, or upon the written request of any five members of the
198 Board of Trustees. A quorum consists of the members of the Board of Trustees present
199 at any meeting called by the President or the Executive Committee. But if the meeting
200 of the Board of Trustees is called by the written request of any five members of the
201 Board of Trustees, then a quorum consists of a majority of the entire Board of Trustees.
202 Meetings may be held by telephone-conference call, video-conference call, or by any
203 other audio or video means that will allow adequate methods of communication and
204 votes may be taken electronically when so ordered by the President or Executive
205 Committee, with reasonable notice to the members of the Board of Trustees.

206 Section 7. Except as otherwise provided by these regulations, the Board of Trustees
207 has full power and authority in the interim between the annual meetings of the
208 Association to do all acts and perform all functions which the Association itself may do
209 or perform at a membership meeting. But should the membership of the Association, by
210 vote submitted to the membership as a whole, require or forbid any act or policy, the
211 Board of Trustees must act in accord with that vote of the whole.

212 Section 8. Officers or members may expend funds or commit to expenditures only as
213 provided in the annual budget or as may be approved by the Board of Trustees. The
214 Board of Trustees, at its discretion, may authorize the expenditure of funds not provided
215 for in the budget.

216 Section 9. The Executive Committee of the Board of Trustees shall consist of the
217 Officers of the Association, the Immediate Past President, the Chair of the Workers'
218 Compensation Section selected consistent with the Bylaws of the Association, Article 10,
219 section 3, the Chair of the Women's Caucus, Chair of the Public Affairs (Legislative)
220 Committee and two members of the Board of Trustees appointed by the President.
221 Between meetings of the Board of Trustees, the Executive Committee, consistent with
222 the Operating Articles, Bylaws, and policies of the Board of Trustees, may act on behalf
223 of the Association, as is reasonable and necessary in the best interests of the Association,
224 subject to the following:

225 A) the Executive Committee may not countermand actions taken by the
226 Board of Trustees or authorize the expenditure of unbudgeted funds, and
227 is bound by specific instructions given to it by the Board of Trustees;

- 228 B) five members of the Executive Committee constitute a quorum, and all
229 actions of the Executive Committee are decided by a majority of the entire
230 committee;
- 231 C) meetings may be held by any means in which adequate communication
232 can be achieved, such as video or telephone conference and votes may be
233 taken electronically upon the request of the President or Executive
234 Committee, with reasonable notice to the members of the Executive
235 Committee;
- 236 D) the President or at least three members of the Executive Committee may
237 request a video or telephone conference or electronic vote of the Executive
238 Committee; and
- 239 E) the Executive Committee must keep minutes of its meetings and must
240 distribute those minutes to the members of the Executive Committee and
241 the Board of Trustees in a timely fashion.

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ARTICLE 6 - ELECTIONS AND VOTING

244 Section 1. The President-Elect, Vice-President, Treasurer, Secretary, one Trustee
245 from each Ohio Appellate District, and the Ohio representatives to the Board of
246 Governors and State Delegates to the American Association for Justice are elected by a
247 majority of the members of the Association present and voting at the annual meeting.

248 Section 2. The Nominating Committee, consisting of the President, the Immediate
249 Past President, the Secretary and four members appointed by the President, nominate
250 for election at the annual meeting officers and District Trustees, as well as the members

251 to represent Ohio on the Board of Governors and as State Delegates to the American
252 Association for Justice. The Nominating Committee is appointed in adequate time so
253 that its report may be circulated among the members at least 30 days before the annual
254 meeting. Additional nominations for each office, and for District Trustee, may be made
255 not less than 15 days before the annual meeting by written petition by at least five
256 members to the Nominating Committee.

257 Section 3. Officers and District Trustees are elected by a majority of the qualified
258 members present and voting. In the event a candidate does not receive a majority of the
259 votes, a runoff election is held between the two candidates receiving the greatest
260 number of votes.

261 Section 4. Members who meet the following criteria are eligible to vote on any matter
262 or in any election submitted to membership:

- 263 A) has been a member of the Association for at least 60 days before the
264 matter submitted was distributed to the membership; has paid all required
265 dues;
- 266 B) meets all qualifications for voting membership established by the Board of
267 Trustees; and
- 268 C) Notwithstanding any provision in these Operating Articles or in the
269 Bylaws, no law-student member may vote on any matter or in any election
270 submitted to membership.

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ARTICLE 7 - MEETINGS AND CONVENTIONS

273 Section 1. An annual meeting of the Association is held in April or May each year and
274 may be held during the annual convention. A Winter Convention is authorized under
275 these Articles and can be organized at the discretion of the President with the advice and
276 consent of the Board of Trustees.

277 Section 2. Interim meetings of the Association may be called by the President, with
278 the advice and consent of the Board of Trustees. within ten days unless declared an
279 emergency by the President of the Association.

280 Section 3. The members present at any meeting constitute a quorum of the
281 Association for that meeting.

282 Section 4. Actions taken at the annual meeting are the final authority of the
283 Association on all matters not specifically delegated to the officers or Board of Trustees.

284 Section 5. Unless otherwise provided, all actions taken by the members at the annual
285 meeting are by a majority vote of those present and voting. Robert's Rules of Order
286 govern all meetings and can be held by electronic means.

287 Section 6. Special Meetings of the Association may be called by the President, a majority
288 of the Executive Committee, or by request of a majority of the Board of Trustees, stating
289 the time, place and purpose of the meeting with a proposed agenda. Ten-days notice is
290 required by the Association unless deemed an emergency by the President.

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ARTICLE 8 - DUES

293 The dues of the Association are established by the Board of Trustees and are delineated
294 in the Bylaws.

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ARTICLE 9 - COMMITTEES

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Section 1. The Board of Trustees may establish, abolish, consolidate, and determine the jurisdiction of standing committees.

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Section 2. Except as otherwise provided in the Operating Articles, the President appoints a chair and may appoint a Vice-Chair upon his or her discretion, with

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consultation from the President-Elect. The Chair appoints the members of each

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standing committee to serve a one-year term. In the event of a vacancy on a standing

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committee, the President fills the balance of the term with any member of the

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Association in good standing.

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Section 3. The President or Board of Trustees may establish other committees,

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subcommittees, and/or task forces as outlined above.

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Section 4. The one-year term for committee membership commences immediately

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after the annual meeting of the Association.

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Section 5. Committees may not expend unbudgeted funds, but may seek approval of

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the Board of Trustees to expend unbudgeted funds.

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Section 6. The Chair of the Bylaws Committee may, under the direction of the

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President, lead the committee to take review of the Association's governing documents

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and recommend changes for consideration of approval by the Board of Trustees.

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ARTICLE 10 - SECTIONS

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Section 1. The Board of Trustees may establish, abolish, consolidate, and determine

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the jurisdiction of Sections.

318 Section 2. The incoming President appoints a Chair and Vice-Chair of each section,
319 with advice and consent of President-Elect, except Workers' Compensation, where the
320 Chair and Vice-Chair are selected consistent with the Bylaws of the Association, Article
321 10, Section 3. In the event the Workers' Compensation Section fails to elect a Chair or
322 Vice-Chair consistent with the Bylaws of the Association, Article 10, Section 3, the
323 incoming President appoints Section members to fill those positions.

324 Section 3. Each Section may establish dues for Section membership with the advice
325 and consent of the Board of Trustees. Section may not expend unbudgeted funds, but
326 may seek prior approval by the Board of Trustees for any unbudgeted expenditure.

327 Section 4. Sections do not have authority to express the official view of the
328 Association on any matter, but a Section may seek prior approval from the President or
329 the Executive Committee to make a statement on behalf of the Association or the
330 Section.

331 ARTICLE 11 – CAUCUSES

332 Section 1. The Association hereby establishes the following Caucuses comprised of
333 members of the Association as provided below:

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335 a. A Minority Caucus composed of all minority lawyers who are
336 members in good standing of the Association.

337 b. A Women's Caucus composed of all female lawyers who are
338 members in good standing of the Association.

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340 Section 2. The incoming President appoints a Chair, and the incoming President-
341 Elect appoints a Vice-Chair for each of the Caucuses.

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343 Section 3. When used under this Article and the applicable Association Bylaws, the
344 term “minority” shall be defined as such term is defined under federal law.

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346 Section 4. The terms of the Caucus Chairs and Vice Chairs will commence at the
347 annual meeting and expire at the end of the next annual meeting.

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349 Section 5. Caucuses do not have authority to express the official view of the
350 Association on any matter, but a Caucus may seek prior approval from the President or
351 the Executive Committee to make a statement on behalf of the Association or the
352 Caucus.

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ARTICLE 12 – AFFILIATE STATUS

355 Section 1. The Ohio Association for Justice is not an official affiliate of the American
356 Association for Justice, although the Ohio Association for Justice appoints members of
357 its Board of Trustees to serve on the American Association for Justice Board of
358 Governors and as its State Delegates.

359 Section 1. Membership in the Ohio Association for Justice is separate from
360 membership in the American Association for Justice.

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ARTICLE 13 – BYLAWS

363 Bylaws not inconsistent with these Operating Articles may be adopted, amended, or
364 revised by the Board of Trustees.

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ARTICLE 14 - AMENDMENTS

368 Section 1. These Operating Articles may be amended at the annual meeting of the
369 Association by a majority vote of the members present and voting or by a majority vote

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370 of the members of the Board of Trustees present and voting at a duly constituted
371 meeting.

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373 Section 2. Whenever an amendment is proposed for consideration by membership at the
374 annual meeting, the proposed amendment must be submitted to the President or
375 Secretary in writing not less than 30 days before the annual meeting. The proposed
376 amendment must be circulated to the entire membership in writing no less than 10 days
377 before the annual meeting.

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379 Section 3. Whenever an amendment is proposed for consideration of the Board of
380 Trustees, the proposed amendment must be submitted to the President or Secretary in
381 writing no less than 15 days prior to the duly constituted board meeting. The proposed
382 amendment must be circulated to all members of the Board of Trustees no less than 10
383 days before the duly constituted board meeting.

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