THE CLEVELAND METROPOLITAN BAR ASSOCIATION

CODE OF REGULATIONS

Adopted: March 1, 2008
Amended: June 19, 2009

ARTICLE I - MEMBERSHIP

1. **Classes of Members.** There shall be four (4) classes of members in the Corporation, namely:

   (A) **Regular Member:** A member of the Bar of Ohio or another state.

   (B) **Retired Member:** A member for the last ten (10) consecutive years who has retired from the practice of law.

   (C) **Honorary Member:** One who has been a member of the Bar of Ohio for fifty (50) years or more and has been a member of this Corporation, or either of its predecessors, for not less than ten (10) consecutive years preceding the election of such member as an honorary member.

   (D) **Affiliate Member:** One who is a member of a law-related group, as determined and authorized by the Board of Trustees.

2. **Election of Members and Notice.** An applicant qualified for membership in the Corporation shall become a member of this Corporation upon approval by the Board of Trustees and the payment of the dues then applicable to such applicant. Notice of the election of each member shall be published as soon as practicable in all periodicals of the Corporation.

3. **Dues.**

   (A) The Board of Trustees by the affirmative vote of not less than two-thirds (2/3) of its members shall establish the annual dues of members of the Corporation for the fiscal year; provided, however, that until such action is taken, either Cleveland Bar Association’s or Cuyahoga County Bar Association’s existing dues structure, whichever is higher, shall continue.

   (B) The membership dues may differ both as between the classes and within the classes based upon years admitted to the bar, types of practice or other criteria established by the Board of Trustees.

4. **Termination of Membership.**

   (A) A member of the Corporation may resign from membership at any time.
(B) Any member whose dues are in arrears for ninety (90) days from the due date thereof shall cease to be a member of the Corporation immediately upon notification of membership termination by the Corporation.

(C) Any member who is suspended from the practice of law, is disbarred or resigns from the practice of law in the state of Ohio or is convicted of a felony shall immediately cease to be a member of the Corporation. A member who is reinstated to the practice of law may reapply for admission to membership in the Corporation.

(D) By majority vote, the Board of Trustees may censure, temporarily suspend or expel any member of the Corporation for conduct unbecoming a member or for conduct prejudicial to the interest of this Corporation or of the legal profession.

5. Public Representatives. There may be public representatives who shall be those members of the public who have been elected or appointed to either: (A) the Board of Trustees; or (B) a Section or Committee of the Corporation. Any voting rights of such public representatives shall be as authorized by the Board of Trustees and, if applicable, the affected Committee or Section.

6. Reserved Powers. Notwithstanding anything to the contrary in this Code of Regulations, the following actions shall require prior approval of the members:

(A) Any change in the purpose or mission of the Corporation;

(B) Any change in the Code of Regulations or Articles of Incorporation of the Corporation;

(C) Any merger or consolidation of the Corporation with an unrelated entity;

(D) The proposed sale of all or substantially all of the Corporation's assets; and

(E) The dissolution or liquidation of the Corporation.

ARTICLE II – BOARD OF TRUSTEES

1. Authority and Duties. The Board of Trustees shall have general supervision and charge of the operation, property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Trustees shall: (A) from time to time examine the accounts of the Corporation and shall report thereon to the members of the Corporation at least once each year; and (B) by majority vote of its members, appoint, at the time requested by the American Bar Association, a member of the Corporation to act as its representative in the House of Delegates of that Association for the term determined by that Association. In the event of the death, resignation, or incapacity of that representative, the Board of Trustees shall appoint a successor to serve for the unexpired term of such representative.
2. **Reserved Powers.** Notwithstanding anything to the contrary in this Code of Regulations, the adoption of the annual budget for the Corporation for each year or part thereof of its operation shall require the prior consent or approval of the Board of Trustees.

3. **Members.** The initial Board of Trustees of the Corporation shall be those individuals named in Article Fifth of the Agreement of Consolidation, dated February 29, 2008, by and among Cleveland Bar Association, Cuyahoga County Bar Association and the Corporation (the “Agreement of Consolidation”) and shall serve in such capacity until their replacements are duly appointed by the Blue Ribbon Panel in accordance with Section 1 of Article IV below. Thereafter, the Board of Trustees shall consist of: (A) the current President, President-Elect, Vice President, and Treasurer of the Corporation; (B) the Immediate Past President of the Corporation for the one (1) year period following the expiration of the such Immediate Past President’s term as President; (C) the current Chairperson of the Young Lawyers’ Section of the Corporation; (D) a representative from the Legal Aid Society of Cleveland; (E) the dean from each of the American Bar Association accredited law schools based primarily in Cuyahoga County; (F) the Executive Director of the Corporation; provided that he or she shall not have the right to vote on matters brought before the Board of Trustees; (G) eighteen (18) regular members of the Corporation, which group shall be equally divided into the following classes: (i) the Class A Trustees; (ii) the Class B Trustees; and (iii) the Class C Trustees (each as “Class,” and collectively, the “Classes”); and (H) three (3) appointed public representatives, with one such public representative serving in each Class.

4. **Class Terms.** The Classes will be staggered so that the six (6) elected members of only one Class are elected each year to serve a three (3) year term. To facilitate the implementation of the foregoing, the Class A Trustees initially will be elected for a one (1) year term, the Class B Trustees for a two (2) year term, the Class C Trustees for a three (3) year term (collectively, the “Initial Terms”); thereafter when elected the members of each Class will serve three (3) year terms or until his or her successor is elected and qualified, or until his or her earlier resignation, removal from office, failure to meet the qualifications for serving as a Trustee, or death. No member of any Class shall serve immediately successive terms unless such person has served by filling an unexpired term.

5. **Meetings.**

   (A) Regular meetings of the Board of Trustees shall be held at periodic intervals as the Board of Trustees may deem appropriate.

   (B) The President may call special meetings of the Board either: (i) when desirable in the President’s judgment; (ii) when requested in writing by five (5) members of the Board of Trustees; or (iii) when requested in writing by five (5) regular members of the Corporation.

   (C) Notice of any meeting shall be given to each member of the Board of Trustees at least three (3) days before the meeting by any effective means of communication.

   (D) At any duly called meeting of the Board of Trustees, a majority of the total number of members of the Board of Trustees shall constitute a quorum. The act of a majority of the members of the Board of Trustees at a meeting at which a quorum is present shall be the act of the Board of Trustees, except as otherwise provided in these Regulations.
(E) Any member of the Board of Trustees who shall be absent from three (3) consecutive meetings without satisfactory excuse, as determined by the Board of Trustees, shall be deemed to have resigned as a member of the Board of Trustees.

(F) Meetings of the Board of Trustees may be held through communications equipment if all persons participating can hear each other and such participation shall constitute presence at such a meeting.

**ARTICLE III – OFFICERS**

1. **Officers.** The initial Officers of the Corporation shall be those individuals named in Article Fifth of the Agreement of Consolidation and shall serve in such capacity until their replacements are duly appointed by the Blue Ribbon Panel in accordance with Section 1 of Article IV below. Thereafter, the elected officers of the Corporation shall be a President, a President-Elect, a Vice President, a Treasurer, and a Secretary. From time to time the Board of Trustees may appoint such other officers as it deems advisable, including, without limitation an Assistant Treasurer. The President, the President-Elect, the Vice President, the Treasurer and the Assistant Treasurer, if applicable, shall be regular members of the Corporation. The Executive Director of the Corporation shall also serve as the Secretary of the Corporation and as such, need not be a lawyer.

2. **Duties of President.**

   (A) The President shall be the presiding officer of the Corporation and shall have the powers and duties provided in these Regulations and determined from time to time by the Board of Trustees.

   (B) The President may appoint, with the consent of the Board of Trustees, public representatives to any sections and committees of the Corporation. The number of public representatives shall not exceed ten percent (10%) of the lawyer members of the section or committee or one (1) public member, whichever is greater.

3. **Duties of President-Elect.** In the absence or disability of the President, the President-Elect shall have the powers and duties of the President. The President-Elect shall become President upon expiration of the President’s term.

4. **Duties of Vice President.** In the absence or disability of the President-Elect, the Vice President shall have the powers and duties of the President-Elect. The Vice President shall become President-Elect upon expiration of the President-Elect’s term.

5. **Treasurer.** The Treasurer shall oversee the Executive Director’s collection and disbursement of all funds of the Corporation, the conducting of an external audit of all accounts of the Corporation annually, the reporting quarter-annually, or more often if required by the Board of Trustees, of the record of funds received and disbursed by the Corporation, which shall be kept regularly and at all times be open to the inspection of the President or the Board of Trustees and perform such other duties as required by the Board of Trustees. The Treasurer shall
be appointed to one (1) year terms and may not serve more than three (3) consecutive one (1) year terms.

6. **Assistant Treasurer.** If one is appointed by the Board of Trustees, in the absence or disability of the Treasurer, the Assistant Treasurer shall have the powers and duties of the Treasurer.

7. **Secretary.** The Secretary shall keep a record of the proceedings of the Corporation and the Board of Trustees, attend to all correspondence, notify all officers and members of their appointments to committees; keep a roster of the members, issue notices of all meetings of the Corporation, the Board of Trustees, sections and committees; and perform such other duties as required by the Board of Trustees.

8. **Other Officers.** The Board of Trustees shall define the duties of any other officer it appoints.

9. **Term.** Each officer shall hold office until a successor has been duly elected or appointed.

10. **Vacancies.** The vacancy in any office of the Corporation shall be filled for the unexpired term by appointment by the Board of Trustees, except that if the office of the President becomes vacant, the President-Elect shall fill such office; if the office of President-Elect becomes vacant, the Vice President shall fill such office; if the office of Vice President becomes vacant, it shall be filled only by election by the Corporation, either at the next regular election or by a special election to be held in such manner as the Board determines; and if the office of Treasurer becomes vacant the Assistant Treasurer, if there is one serving at the time, shall fill such office.

11. **Salaries.** Except for the Executive Director, no officer or member of the Board of Trustees shall receive any compensation for serving in such position; however, officers and members may be reimbursed for actual expenses incurred in the performance of their duties for the Corporation, as approved by the Board of Trustees.

12. **Executive Committee.** The Executive Committee of the Corporation shall be comprised of: (A) the current President, President-Elect, Vice President, and Treasurer of the Corporation; (B) one representative from each of the Classes, which representative shall be selected by the current President; (C) the Executive Director, as a non-voting member; and (D) any other member of the Board of Trustees appointed by the current President. The Executive Committee may act for the Corporation between regular meetings of the Board of Trustees to the extent permitted by law, except that the Executive Committee shall not be authorized to undertake those actions requiring the approval of the Board of Trustees pursuant to Article II, Section 2 above. All action taken by the Executive Committee shall be reported to the Board of Trustees at its first meeting thereafter. Except as set forth herein above, the Board of Trustees shall have authority to delegate any other matter it deems advisable to the Executive Committee.
ARTICLE IV – NOMINATIONS & ELECTIONS

The Officers of the Corporation and the members of the Board of Trustees shall be elected or appointed as set forth in this Article IV.

1. **Inaugural Board of Trustees and Officers.** Prior to the first annual meeting of the members of the Corporation the Blue Ribbon Panel, as defined below, shall appoint the initial Officers of the Corporation who shall serve until the 2009 annual meeting of the Corporation in accordance with the terms of this Code of Regulations. The Blue Ribbon Panel must select as President for the bar year commencing at the 2008 annual meeting a person who was a member of the Cleveland Bar Association’s Board of Trustees as of February 29, 2008 and as President-Elect for the bar year commencing at the 2008 annual meeting a person who was a member of the Cuyahoga County Bar Association’s Board of Trustees as of February 29, 2008. Prior to the first annual meeting of the members of the Corporation, the Blue Ribbon Panel shall also appoint the Class A, Class B and Class C elected member and public representative members of the Board of Trustees who shall serve the Initial Terms in accordance with the terms of this Code of Regulations. Each Class appointed by the Blue Ribbon Panel shall include: (A) at least one member who was a member of the Cleveland Bar Association’s Board of Trustees as of February 29, 2008; and (B) at least one member who was a member of the Cuyahoga County Bar Association’s Board of Trustees as of as of February 29, 2008. Except as otherwise set forth above, the criteria for selection of the initial Officers and Board of Trustees members will include: (i) prior and current bar association service, including leadership experience in connection therewith; (ii) community service; (iii) non-bar association service to the legal profession; and (iv) such other criteria as developed by the Blue Ribbon Panel. The Blue Ribbon Panel shall also strive to nominate individuals who are in the aggregate representative of all the diverse groups that make up the membership of the Corporation. Diversity shall be important as to race, gender, nature of practice, ethnicity, religious affiliation, and practice setting, i.e., government, corporate, private practice (small firm, big firm, solo, medium firm), and legal services to the economically disadvantaged.

The Blue Ribbon Panel will consist of the following individuals:

Barbara Danforth
Frank DeSantis
M. Collette Gibbons
Hugh McKay
Dick Pogue
Mickey Rabin
Steve Steinglass
Larry Turbow
Peter Weinberger
Robin Weaver
Kelly Tompkins

Notwithstanding the foregoing, the initial public representative members of the Board of Trustees shall be those public representative members named in Article Fifth of the Agreement
of Consolidation and shall serve in such capacity until their replacements are duly appointed by the President after the 2009 annual meeting of the Corporation. However, the Blue Ribbon Panel shall determine in which Class each public representative shall serve. Additionally, the initial Chairperson of the Young Lawyers’ Section members of the Board of Trustees shall be those individuals named in Article Fifth of the Agreement of Consolidation and they shall serve in such capacity until the 2008 annual meeting of the Corporation at which time their successor Chairperson shall be installed as a Trustee. Further, the initial Legal Aid Society representative members of the Board of Trustees shall be those individuals named in Article Fifth of the Agreement of Consolidation and shall serve in such capacity until the 2008 annual meeting of the Corporation at which time their replacement shall be the person duly appointed by the Legal Aid Society Executive Director.

2. **Appointment of Nominating Committee.** Beginning with the 2009 annual meeting of the Corporation, at least 120 days prior to the Corporation’s annual meeting, the Executive Committee, shall appoint a Nominating Committee, which committee shall consist of eight (8) regular members of the Corporation, to select the candidates for the open seats of the (6) regular members of the outgoing Class and the Vice-President. Of the eight (8) regular members selected to the Nominating Committee: (A) at least three (3) shall have served as members of the Board of Trustees for a minimum of one (1) year within the previous three (3) years; (B) none shall be incumbent members of the Board of Trustees; and (C) at least one (1) such member shall have served on the Nominating Committee in the immediately preceding year. The Immediate Past President shall serve as a ninth member of the Nominating Committee but not as the Chairperson.

3. **Nominations by the Committee.** Once formed, the Nominating Committee will accept nominations by letter and at two (2) open meetings at which any member of the Corporation may nominate a person and speak on their behalf for any open position. At least sixty (60) days prior to the date of the annual meeting of the Corporation, the Nominating Committee will circulate the name of all candidates that were nominated to all members of the Corporation by e-mail and request that any member who would like to send a letter of support or opposition to any candidate do so by a date certain. The Nominating Committee will also interview all candidates after the time for comment has expired. The Nominating Committee will thereafter make its decision by majority vote and will issue its report as to who has been selected for each position no less than thirty (30) days prior to the date of the annual meeting of the Corporation. The report will be circulated to all members via e-mail. A reasonable period of time will be permitted for candidates who were not selected by the Nominating Committee to challenge the Nominating Committee’s selection by submitting a petition requesting that they be chosen in place of the person chosen by the Nominating Committee. The petition must be supported by the signature of fifteen (15) members of the Corporation. Upon receipt of a timely petition, an e-mail election will be conducted by the Corporation. In the case of a petition for a Board of Trustees position, all petitioning candidates and all Nominating Committee candidates will be listed on the ballot. For both Officer and Board of Trustees positions, the ballot will in no way designate which candidate(s) resulted from the petition process and which candidate(s) resulted from the Nominating Committee selection. In the case of an election for an Officer position, the person receiving a majority of the votes cast shall fill the seat. In the case of an election for a
Board of Trustees position, all nominated candidates and petition candidates will appear on the ballot and the six (6) candidates receiving the most votes will fill the open seats.

4. **Nominating Committee Guidelines.** The goal of the Nominating Committee shall be for the leadership of the Corporation to reflect the broad nature of the membership of the Corporation itself. To that end, the Nominating Committee shall strive to nominate individuals who are in the aggregate representative of all the diverse groups that make up the membership of the Corporation. Diversity shall be important as to race, gender, nature of practice, ethnicity, religious affiliation, and practice setting, i.e., government, corporate, private practice (small firm, big firm, solo, medium firm), and legal services to the economically disadvantaged.

5. **Elections.** If for any elective office there are more candidates than the number to be elected, the entire list of those nominated for such office shall be printed in alphabetical order, on a ballot, and at least twenty (20) days before the annual meeting, the Executive Director shall mail a ballot to all members of the Corporation, whereupon the members, after indicating their votes thereon, shall mail or deliver the ballots to the place designated thereon. Only those ballots received by the Executive Director at the designated place no later that three (3) days prior to the day on which the annual meeting is held shall be counted. At or before the annual meeting, the President shall, with the advice and approval of the Executive Committee, appoint either five (5) tellers or a certified public accounting firm whose duty it shall be to count the ballots and to announce the results thereof at the meeting. The election of unopposed candidates may be made by motion at the annual meeting.

6. **Appointment of Treasurer.** Beginning with the term commencing at the 2009 annual meeting of the Corporation, the Treasurer shall be selected by the Officers and approved by the Executive Committee and the Board of Trustees.

7. **Appointment of Public Representatives.** Beginning with the term commencing at the 2009 annual meeting of the Corporation, the President shall select one (1) public representative to serve on the Board of Trustees as a member of the Class whose term has most recently expired. Once selected, each public representative shall be approved by the Executive Committee and the Board of Trustees. The term of each public representative that is approved by the Executive Committee and the Board of Trustees shall run concurrently with that of the Class to which they are appointed.

8. **Appointment of Legal Aid Representative.** Beginning with the term commencing at the 2008 annual meeting of the Corporation, the Legal Aid Representative to the Board of Trustees shall be selected by the Executive Director of Legal Aid and shall be approved by the Executive Committee.

**ARTICLE V—EXECUTIVE DIRECTOR**

An Executive Director shall be appointed by the Board of Trustees who shall serve at the pleasure of the Board of Trustees and shall have such duties and authority as may be determined by the Board of Trustees from time to time. The Executive Director shall manage the day-to-day business of the Corporation and shall have exclusive authority to hire, discharge and manage the
staff. The Executive Director shall be a non-voting ex-officio member of the Board of Trustees, the Executive Committee and each committee, section or other sub-group of the Corporation. For purposes of the orderly administration of the business of the Corporation, the Executive Director shall report to and shall be supervised by the President, except as the Board may otherwise determine. The Executive Director need not be a lawyer. The terms of employment and compensation of the Executive Director shall be approved by the Board of Trustees. The Executive Director shall be indemnified by the Corporation to the same extent indemnification is provided to members of the Board of Trustees and the Officers in the Corporation’s Articles of Incorporation.

ARTICLE VI–COMMITTEES OF THE BOARD OF DIRECTORS

In addition to the Nominating Committee and the Executive Committee, there shall be such committees of the Board of Directors as the President may determine (the “Other Committees”). The duties, powers, procedures and membership of the Other Committees shall be established by the Board of Trustees. The President, with the advice and consent of the Board of Trustees, shall have the power at any time to appoint or remove members of the Other Committees and create, modify or discontinue any Other Committee at any time, either with or without cause.

ARTICLE VII–SECTIONS

1. **Creation; Discontinuance.** From time to time the Board of Trustees may form sections, whose functions are to promote the activities of the Corporation assigned to them by the Board of Trustees. Any member of the Corporation may join any active section. The Board of Trustees may create a new section or discontinue a section, as it sees fit in its sole discretion. Sections shall, upon formation, adopt and submit to the Board of Trustees, for its approval, by-laws for the governance of the section.

2. **Councils.** Except as the Board of Trustees may otherwise provide, the members of the Section shall elect a Chairperson, Vice-Chairperson, and Secretary and as many additional members of the section as the Board determines, to be the council of each section. Members of the Section are encouraged to include in the council at least one member who is under the age of thirty-six (36) years at the commencement of such member’s term of office. A majority of the members of the council constitutes a quorum for a council or section meeting.

3. **Section Membership Records & Meetings.** The Executive Director shall maintain a list of the names and addresses of the members of each section and shall notify each section member of the meetings of the section.

4. **Section Committees.** The Council of each section has the power to divide the members of the section into committees to perform different phases of the work of the section and to make recommendations to the section for action. No action of such a committee is effective unless approved by the council of the section.
5. **Section Policies.** No section may pass any resolutions expressing its view unless written notice of the proposed action is mailed to each member of the section at least five (5) days before the action is taken and the action is approved in writing by at least a majority of the members of the council of the section. No action of a section or that of any officer or member thereof establishes a policy of the Corporation unless it has been first approved by the Board of Trustees.

6. **Minutes Of Section Meetings.** The secretary of each section shall, within five (5) days after any meeting, file with the Executive Director a copy of the minutes of the meeting.

**ARTICLE VIII – BY-LAWS**

The Board of Trustees may adopt by-laws governing its own functioning.

**ARTICLE IX – MEETINGS OF THE MEMBERS**

1. **Annual and Special Meetings.** The Corporation shall hold an annual meeting on a day designated by the President in the second quarter of each calendar year. Special meetings may be called at any time by the Board of Trustees or the President. The President shall also call a special meeting upon receiving the written request of seventy-five (75) or more regular members.

2. **Notice.** Written notice stating the place within the County of Cuyahoga, Ohio and the time of any meeting of the Corporation shall be given by mail to all members of the Corporation not less than seven (7) days before the day of the meeting.

3. **Quorum.** The voting members present at any meeting of members of the Corporation shall constitute a quorum for such meeting.

4. **Reading of the Minutes.** The reading of the minutes of any meeting shall not be required unless timely request is made at the commencement of the following meeting.

**ARTICLE X – REFERENDUM**

The Board of Trustees shall have the power to submit by mail to the members of the Corporation for approval, suggestion or vote, any and all questions, including political questions or issues that in its opinion are proper to come before the Corporation. Upon the written request of five percent (5%) or more of the members of the Corporation, addressed to the Board of Trustees and filed with the Secretary, the Board shall forthwith conduct a referendum by mail among the members of the Corporation upon any political question or matter of general policy submitted to the Board of Trustees in relation to which said Board of Trustees has adopted or expressed or refused to adopt a policy or express any opinion. Failure of the Board of Trustees to act for six (6) weeks shall constitute a refusal to express an opinion within the meaning of this Article. A majority of the votes cast at any such referendum shall determine the policy of this Corporation on the questions or matters so submitted. The Board of Trustees may adopt rules for the casting and counting of ballots and shall announce the result thereof at the completion of the count.
ARTICLE XI – AMENDMENTS

This Code of Regulations may be amended by the affirmative vote of a majority of the members voting at a meeting, if the Board of Trustees elects to address such matter at a meeting, or by the affirmative vote of a majority of the members voting by mail, if the Board of Trustees elects to address such matter through the use of a mail ballot; provided, however, that in either event the text of any such proposed amendment shall be sent to the membership at least thirty (30) days preceding the date of the proposed vote on such amendment.