



CBA REGULATIONS

Adopted by unanimous vote of the members at the annual meeting held on April 19, 1988; amended by unanimous vote of the members at a quarterly meeting held on February 13, 1992; amended by unanimous vote of the members at a quarterly meeting held on January 14, 1994; amended by unanimous vote of the members at the annual meeting held on April 29, 1999; amended by unanimous vote of the members at the annual meeting held on April 28, 2006; amended by unanimous vote of the members at the annual meeting held on April 30, 2010; amended by unanimous vote of the members at the Special Meeting held on October 28, 2015; amended by unanimous vote of the members at the annual meeting held on April 24, 2019.

ARTICLE I. MEMBERS

- Section 1. *Membership.*** All members of this corporation shall be bound by the corporation's Articles of Incorporation, Regulations and Bylaws, if any. Members may be divided into classes in accordance with eligibility criteria determined from time to time by the Board of Trustees. Each such class shall be designated by the Board of Trustees as being constituted of Voting Members or nonvoting members. All "active" members of the corporation shall have the right to vote in accordance with the provisions of Section 2 of this Article I. In all other respects the qualifications, admission, voluntary withdrawal, termination and reinstatement of members, as well as the dues and fees to be paid by members, shall be within the sole discretion of the Board of Trustees and may be established, changed or amended by action of the Board of Trustees from time to time.
- Section 2. *Voting Rights.*** Each Voting Member shall be entitled to one vote on each matter properly submitted to the Voting Members for their vote, consent, waiver, release or other action.
- Section 3. *Termination, Suspension and Expulsion of Members.*** The membership of any member may be terminated, in accordance with policy established by the Board of Trustees applicable to the entire membership or to each class of members, for failure of such member to meet the qualifications for membership, including the payment of dues and/or fees. Any such policy may, within the sole discretion of the Board of Trustees, provide for progressive withdrawal of the rights and privileges of members for non-payment of dues or fees. Any individual may be censured, suspended temporarily or expelled from membership by the vote of two-thirds of the Trustees then in office, acting within their sole discretion, for conduct unbecoming a member or for conduct prejudicial to the interests of this corporation or of the legal profession.
- Section 4. *Committees of Members.*** The Board of Trustees may create committees of the members, which shall not exercise the authority of the Board of Trustees but shall conduct activities only upon the request and pursuant to the direction of the Board of Trustees. Such committees of the members and their composition, leadership, scope of activities and proceedings shall be subject to policies determined from time to time by the Board of Trustees.
- Section 5. *Inspection of Books and Records by Non-Voting Members.*** A voting member, his or her agent or attorney, at the member's expense, shall have the right, during regular business hours or for any purpose, to inspect or examine the books or records of this corporation, including without limitation its membership records. A non-voting member shall have no right to inspect or examine the books or records of this corporation for any purpose.
-

ARTICLE II. MEETINGS OF MEMBERS

- Section 1. *Meetings.*** Meetings of members shall be held at such time and place as may be designated from time to time by the Board of Trustees. The annual meeting of members shall be held on such date during the months of April or May of each year as may be determined by the Board of Trustees, for the purpose of electing Trustees and officers of the corporation, and for the transaction of such other business as may properly come before the meeting. Non-voting members shall be permitted to attend, but not to vote at, all meetings of members, including the annual meeting.

Section 2. *Special Meetings.* Special Meetings of members may be called by the Executive Committee of the Board of Trustees, or by one-third of the Trustees then in office, or by the President. In the absence of the President or in the event of the inability of the President to act, or if the office of President is vacant, Special Meetings of members may be called by the President-Elect or the Immediate Past President. If there is a meeting of members required to elect officers of the corporation between annual meetings, such meeting shall be considered a Special Meeting.

Section 3. *Notice of Meetings.* Written notice of each meeting of members shall, unless waived in writing or by the member's personal presence at or participation in the meeting, be given to each Voting Member either by hand delivery, by first class mail, or electronically sent not less than 10 days and not more than 60 days before the date of such meeting to such Voting Member's last address as it appears on the records of this corporation. In the case of a Special Meeting, any such notice shall designate the meeting as a Special Meeting and shall state briefly its purpose or purposes, and the business conducted at such meeting shall be limited to matters so designated in such notice.

Section 4. *Order and Conduct of Business.* The order and conduct of business at all meetings of members shall be determined by the President, within his or her sole discretion, except when, by action of the Voting Members present, it is determined that the order and conduct of business instead shall be in accordance with the then current edition of Roberts Rules of Order.

Section 5. *Quorum and Vote Required to Take Action.* At all meetings of members the Voting Members present shall constitute a quorum. Except to the extent otherwise provided by law, the Articles of Incorporation or these Regulations, a majority of the Voting Members present may act upon any matter properly coming before such meeting.

ARTICLE III. BOARD OF TRUSTEES

Section 1. *Number and Authority.* The Board of Trustees of this corporation shall be composed of:

- (a) the officers of the corporation; and
- (b) that number of non-officer Trustees which, when added to the number of officers of the corporation, shall aggregate 24, including separate persons meeting the qualifications described in each of the following categories:
 - (i) at least one non-officer Trustee, as of the date of his or her nomination, shall have been admitted to the practice of law fewer than 12 years;
 - (ii) at least one non-officer Trustee shall be a sitting judge or magistrate;
 - (iii) at least one non-officer Trustee shall be from the corporate sector of the bar (for purposes of this provision, an attorney from the corporate sector is an attorney who is not a member of a law firm and who is employed by a business entity or non-profit corporation in a legal capacity although such person's job responsibilities may include non-legal duties);
 - (iv) one non-officer Trustee shall be the Chair of the Young Lawyers Section;
 - (v) one non-officer Trustee shall be the Chair-Elect of the Young Lawyers Section;
 - (vi) one non-officer Trustee shall be the president of the Black Lawyers Association of Cincinnati who will become a voting, non-officer, trustee;
 - (vii) one non-officer Trustee shall be the chair of the Women Lawyers Committee of the CBA who will become a voting, nonofficer, trustee;
 - (viii) one non-officer Trustee shall be the designee of The Cincinnati Bar Foundation who will become a voting, non-officer Trustee; and
 - (ix) one non-officer Trustee shall be the Cincinnati Bar Association representative to the American Bar Association's House of Delegates
- (c) all of the non-officer Trustees shall be voting Trustees.

The Board of Trustees shall have general supervision, management and control of the corporation and its officers, may make rules, regulations and by-laws for the government, management and operation of the corporation, and shall make or authorize all contracts necessary for the administration of its business as required by Article IV, Section 4.

Section 2. Qualifications, Nomination and Election.

- (a) At the annual meeting of members held in each even-numbered year there shall be elected (i) one-half of the prescribed number of non-officer Trustees, each of whom shall serve until the annual meeting of members in the next following even numbered year and until their respective successors are elected and qualify; and (ii) such number of non-officer Trustees who are required to fill the vacancies of Trustee positions elected in the prior year, each of whom shall serve for the remaining term of the person whose vacancy is being filled.
- (b) At the annual meeting of members held in each odd-numbered year there shall be elected (i) one-half of the prescribed number of non-officer Trustees, each of whom shall serve until the annual meeting of members in the next following even numbered year and until their respective successors are elected and qualify; and (ii) such number of non-officer Trustees who are required to fill the vacancies of Trustee positions elected in the prior year, each of whom shall serve for the remaining term of the person whose vacancy is being filled.
- (c) Non-officer Trustees described in subparagraphs b(iv), (b)(v), (b)(vi), (b)(vii) and (b)(viii) of Section 1 of this Article III shall not be elected by the Voting Members, but shall automatically become Trustees by virtue of their respective offices in the Young Lawyers Section, the Black Lawyers Association of Cincinnati, or the Women Lawyers Committee of this corporation.
- (d) Except for the non-officer Trustee representative to the American Bar Association's House of Delegates who may serve six consecutive years, a non-officer Trustee within all other categories of subparagraph (b) of Section 1 of this Article III may not serve more than four consecutive years. No person may serve more than seven consecutive years of combined service as a non-officer Trustee, Secretary and Treasurer. Provided, however, that the above consecutive service restrictions shall not be applicable in the event that a Trustee is appointed to fill an interim term on the Board of Trustees of one year or less. In that event, each of the term limitations set forth in this paragraph shall be increased by up to the year of the unexpired term the Trustee is appointed to fill. Each person nominated for election as a Trustee, whether as an officer or as a non-officer Trustee, shall be a Voting Member of this corporation then nominated and throughout his or her term of office.
- (e) Nominations for election to the office of Trustee shall be proposed by the Nominating Committee at least 70 days prior to such election, by means of certification of the names of nominees to the Secretary of this corporation, who shall give notice of such nominations to the Voting Members by mail or electronically sent at least 60 days prior to such election. Nominations for election to the office of Trustee may also be made directly to the Secretary by a petition executed by not less than 50 Voting Members of this corporation who are in good standing, provided that any such petition constituting a direct nomination by Voting Members is received by the Secretary not less than 30 days prior to the time fixed for the meeting at which the election is to take place and is accompanied by written verification signed by the nominee to the effect that he or she is willing to serve if elected. If any such direct nomination is known to the Secretary at the time notice of nominations is sent, such notice shall include the name of such direct nominee. At any meeting of members held for the purpose of such election, nominations may not be submitted from the floor, and only persons nominated in accordance with the foregoing procedure shall be eligible for election as Trustees.

Section 3. Vacancies. In the event that a vacancy occurs in the office of Trustee as a result of death, disability, resignation, termination, suspension or expulsion (as provided in Article I, Section 3) or failure to qualify (or to continue to qualify) as a Voting Member of this corporation (as required by Section 2 of this Article III), or by reason of an increase in the number of Trustees or, in the case of a non-officer Trustee, election as an officer, such vacancy or vacancies may be filled for the unexpired or new term, as the case may be, by action of a majority of the Trustees then in office, pursuant to nominations presented by the Nominating Committee for such purpose. Any person so nominated shall meet the same qualifications for office as the Trustee he or she is nominated to replace or such qualifications as may be established by the Board of Trustees for new Trustees.

Section 4. Committees.

- (a) The Board of Trustees shall have an Executive Committee, a Nominating Committee and an Administration and Finance Committee as hereinafter provided, and such other committees of the Trustees as the Trustees may determine from time to time in their sole discretion. The Board may not delegate to any such committee of the Trustees any of the authority of the Board, except to the extent such authority may be exercised by the Executive Committee, as provided in Section 5 of this Article III. In addition to Trustees, other members of this corporation may serve on any such committee except the Executive Committee.

- (b) Except as otherwise provided in this Article III, the chair of each committee of the Trustees shall be appointed by the President, after consultation with and upon the prior approval of the Board of Trustees, to serve as such for one year and until his or her successor is appointed, and may be appointed to successive terms. With the exception of members of the Nominating Committee, the members of each committee of the Trustees shall be appointed to serve for one year by the President, after consultation with and upon the prior approval of the Board of Trustees. The President shall be an ex officio member of all committees except the Nominating Committee, and the Executive Director shall be a non-voting ex officio member of all committees.

Section 5. Executive Committee. The Executive Committee shall be composed of the officers of this corporation and the non-officer Trustee described in subparagraph (b)(i) of Section 1 of Article III, and its members shall serve until their respective successors are elected. The Executive Committee shall be chaired by the President and shall have all the power and authority of the Board of Trustees between meetings of the Trustees. The Executive Committee shall meet at the call of the President or upon the request of a majority of the members of the Executive Committee. A majority of the members of the Executive Committee shall constitute a quorum. The President shall not be disqualified from voting on matters before the Executive Committee by reason of his or her position as chair of the Executive Committee.

Section 6. Nominating Committee. The Nominating Committee shall be composed of 11 Voting Members of this corporation, three of whom (including the Immediate Past President) shall be Trustees. Five members of the Nominating Committee, including one Trustee, shall be appointed each year by the President, after consultation with and upon the prior approval of the Board of Trustees. The Nominating Committee shall be chaired by the Immediate Past President, who shall automatically be a member of the Nominating Committee for one year. Each member of the Nominating Committee except the Immediate Past President shall serve for two years and until his or her successor is appointed, and no member of the Nominating Committee shall serve more than one consecutive two-year term. The Immediate Past President shall not be disqualified from voting on nominations before the Nominating Committee by reason of his or her position as chair of the Nominating Committee. Members of the Nominating Committee shall be disqualified during their term of service from nomination for election as a non-officer Trustee or as an officer, except that a member of the Nominating Committee who is a Trustee shall not be disqualified from nomination for re-election as a non-officer Trustee, or for election as a non-officer Trustee to another category designated in subparagraph (b) of Section 1 of this Article III, by reason of his or her membership on the Nominating Committee.

Section 7. Administration and Finance Committee. The Administration and Finance Committee shall be chaired by the Treasurer and, among any other responsibilities assigned to it by the Board of Trustees, shall prepare and recommend an annual budget for consideration by the Board of Trustees.

Section 8. Meetings. At least six regular meetings of the Trustees shall be held during each fiscal year of this corporation at such time and place as may be determined by the Trustees from time to time. Notice of any regular meeting of the Trustees shall be in writing and shall be given to each Trustee either by hand delivery, by first class mail, or electronically, sent not less than seven days before the date of such meeting to such Trustee's last address as it appears on the records of this corporation. All meetings of the Trustees shall be chaired by the President or by another officer of this corporation designated by the President for that purpose. Each Trustee shall be entitled to one vote on each matter properly submitted to the Trustees for their vote, consent, waiver, release or other action. Trustees shall not be permitted to vote by proxy or by mail in connection with any meeting of the Trustees.

Section 9. Special Meetings. Special meetings of the Trustees may be called by action of the Executive Committee or of one third of the Trustees then in office, by the President or, in the absence of the President or inability of the President to act or a vacancy in such office, by the President-Elect or by the Immediate Past President. Written notice of a special meeting of the Trustees shall be required in the event that the business to be considered at such meeting includes nomination, election or appointment to office, removal of a Trustee or an officer, filling a vacancy on the Board of Trustees, amendment or repeal of the Articles of Incorporation or the Regulations, adoption of new Articles of Incorporation or Regulations, disposition of all or substantially all the assets of this corporation, or merger, consolidation or dissolution of this corporation. If required, written notice of any such special meeting, including a brief statement of the purpose or purposes for which it has been called, shall, unless waived in writing or by the Trustee's personal presence at or participation in the meeting, be given to each Trustee by mail, or electronically, sent at least 15 days before the date of such meeting, and the business conducted at such meeting shall be limited to matters so designated in such notice. Written notice of other special meetings of the Trustees shall not be required if notice by telephone is given to each Trustee at least three days before the date of such meeting. If provided, written notice of such other special meetings of the Trustees may be given to each Trustee either by hand delivery, by mail, or electronically, received not less than three days before the date of such meeting.

Section 10. Order and Conduct of Business. The order and conduct of business at all meetings of the Trustees shall be determined by the President, within his or her sole discretion, except when, by a majority vote of the Trustees present, it is determined that the order and conduct of business instead shall be in accordance with the then current edition of Roberts Rules of Order.

Section 11. Quorum and Vote Required to Take Action. At all meetings of the Trustees, the presence, either in person, by telephone or any other electronic means, of a majority of Trustees then in office shall constitute a quorum. If a quorum is present, except for the purpose of filling vacancies and except to the extent otherwise provided by law, the Articles of Incorporation or these Regulations, a majority of the Trustees present may act upon any matter properly coming before such meeting.

Section 12. Inspection of Books and Records. A Trustee or the agent or attorney of a Trustee may inspect and examine any books or records of this corporation for any reasonable and proper purpose and at any reasonable time.

ARTICLE IV. OFFICERS

Section 1. Election. The officers of this corporation shall be a President, a President-Elect, the Immediate Past President, a Vice President, a Secretary, and a Treasurer. This corporation may also have such assistant officers as may be determined by the Trustees from time to time but no assistant officer shall be considered an “officer” of this corporation pursuant to these Regulations except for purposes of this Article IV. The President shall be the presiding and chief executive officer of this corporation. Such officers shall be Trustees by virtue of their respective offices and any person serving as an officer shall remain a Trustee ex officio until the expiration of the current term of that office. As of the annual meeting of members held each year, the Vice President shall succeed automatically to the office of President-Elect and the President-Elect shall succeed automatically to the office of President. All other officers (except the Immediate Past President) shall be elected at the annual meeting of members each year, to serve for one year and until their respective successors are elected and qualify. To qualify for election, any person nominated and elected as the Vice President shall have served as a non-officer Trustee, Secretary, or Treasurer of this corporation within the five-year period immediately prior to such election. No person shall serve more than one consecutive full term in any office except the office of Treasurer, the holder of which may serve a maximum of three consecutive one-year terms. Provided, however, that a person may serve an additional one year term in any office in the event of a vacancy in an office as set forth in Section 2 of this Article, or may serve in multiple offices. Nominations for election to such offices, except those as to which succession is automatic, shall be made in the same manner as nominations to the office of Trustee.

Section 2. Vacancies. In the event that a vacancy occurs in any office provided in Section 1 of this Article IV as a result of death, disability, resignation, termination, suspension or expulsion (as provided in Article I, Section 3) failure to qualify (or to continue to qualify) as a Voting Member of this corporation (as required by Article III, Section 2), or automatic succession or election to another office of this corporation, such vacancy or vacancies shall be filled as follows:

- (a) If such vacancy occurs in the office of President, the President-Elect shall, with his or her consent, succeed automatically to the office of President for the unexpired term and for a subsequent full term.
- (b) If such vacancy occurs in the office of President-Elect, the Vice President shall, with his or her consent, succeed automatically to the office of President-Elect for the unexpired term and for a subsequent full term.
- (c) If the President-Elect or the Vice President, respectively, does not consent to automatic succession as set forth in subparagraph (a) or (b) of this Section 2 of Article IV, as the case may be, or if a vacancy occurs in the office of Vice President, or if a vacancy occurs in the office of Immediate Past President, any such vacancy shall be filled for the unexpired term by Action of the Board of Trustees, pursuant to nominations presented by the Nominating Committee.
- (d) If such vacancy occurs in the office of Secretary or Treasurer, it shall be filled for the unexpired term by Action of the Board of Trustees, pursuant to nominations presented by the Nominating Committee.
- (e) In the event of a vacancy in any office not specifically covered in Article IV, Sections 2(a), (b), (c) and (d), that vacancy may be filled on an interim basis by action of a majority of Trustees then in office. The interim officer shall serve until the position is filled in the manner prescribed by these Regulations.

Section 3. Duties. The officers each shall have such authority and shall perform such duties as generally pertain to their respective offices and shall have such further authority and shall perform such further duties as may be conferred upon them from time to time by the Trustees or, in the case of any officer other than the President, by the President.

Section 4. Authority for Making Contracts. Any contract, agreement or other commitment that obligates this corporation to the expenditure of an amount from \$25,000 to \$74,999 shall be set forth in writing and must be approved by action of the Administration and Finance Committee. A contract, agreement or other commitment that obligates this corporation to an expenditure in an amount of \$75,000 or greater shall be set forth in writing, shall be approved by action of the Administration and Finance Committee and shall also be thereafter forwarded to the Board of Trustees for its action and approval.

ARTICLE V. EXECUTIVE DIRECTOR

An Executive Director may be employed by the Board of Trustees of this corporation, shall serve at the pleasure of the Board of Trustees and shall have such duties, authority, terms of employment and compensation as may be determined by the Board of Trustees from time to time. The Executive Director shall be a non-voting ex officio member of the Board of Trustees and of each committee of the Trustees. For purposes of 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 of Trustees otherwise may determine.

ARTICLE VI. FISCAL YEAR

The fiscal year of this corporation shall end on April 30 of each year or on such other date as may be designated from time to time by the Board of Trustees.

ARTICLE VII. AFFILIATION WITH OTHER ORGANIZATIONS

In order to carry out or to expedite the purposes of this corporation, it may maintain affiliation with and membership in such groups, agencies, associations and other organizations as may be deemed appropriate from time to time by the Board of Trustees.

ARTICLE VIII. AMENDMENT

These Regulations may be amended or repealed, and new Regulations may be adopted, at any meeting of members held for such purpose at which a quorum is present, by the affirmative vote of two-thirds of the Voting Members voting on such issue, provided that a copy of any proposed amendment, amended Regulations or substitute Regulations, or a brief description of the substance thereof, shall be included in the written notice of such meeting.

ARTICLE IX. IMPLEMENTATION

There shall be no retroactive effect of the amendment of these Regulations pursuant to Article VIII with respect to any trustee then in office. In the event that any position on the Board of Trustees is eliminated or modified pursuant to an amendment then the Trustee in that position shall serve the balance of his or her term and the amended Regulations shall thereafter take effect.