

**By-Laws  
of  
The Clermont County Bar Association**

**Article I. Name.**

The name of the Corporation shall be The Clermont County Bar Association (the “Association”).

**Article II. Membership.**

**Section 1. Active Members.** Any person duly admitted to and in good standing with the Bar of Ohio, or with the Bar of any other State of the United States or the District of Columbia, shall become an active member of the Association upon application and payment of the dues or initiation fees provided therefor.

**Section 2. Honorary Members.** Any member of the Association who has attained the age of seventy-five (75) years, and who for twenty-five (25) years or more has been a member of the Association in good standing, may be relieved from the further payment of dues and accorded all the privileges of an active member by action of the Executive Committee.

**Section 3. Additional Categories.** The Executive Committee may, by resolution, establish additional categories of membership. Any additional category of membership shall provide such qualifications and privileges as the Executive Committee shall from time to time determine, except that no member in any additional category shall have voting rights or privileges of service as an officer or member of the Executive or Nominating Committee.

**Section 4. Disbarments and Suspensions.** Any member of the Association who has been disbarred or suspended from practice, or who is not in good standing with any Bar of any state of the United States, shall thereupon cease to be a member of the Association. The Executive Committee, subject to the right of appeal to the Association, may suspend or expel any member of the Association for unprofessional conduct involving moral turpitude, or for misconduct in his relations with the Association.

**Section 5. Dues.** The annual membership dues for active members shall be established by the Executive Committee and approved at any annual meeting by the members of the Association. The amount of the proposed dues shall be included in the meeting notice.

**Section 6. Voting Rights.** All active members shall be voting members of the Association. All matters coming before any meeting of the membership shall be decided by a vote of the majority of the active members present at the time of such vote.

**Article III. Election of Officers.**

**Section 1. Election of Officers; Terms.** The officers of the Association shall be a President, a President-Elect, a Vice President, and a Secretary/Treasurer, who shall be elected by

the members present at the regular November/December Meeting of the Association, and shall assume office on the first day of January following, and serve until the thirty-first day of December thereafter or until their successors are elected and assume office. No President who has served a full term shall be eligible for re-election to successive terms of office as President. The President-Elect shall become the next President of the Association.

All officers shall be elected for one-year terms and no officer may hold the particular office in which he or she serves for more than two consecutive annual terms. No absentee or proxy voting shall be allowed. For any office which is uncontested, the election will be by general acclamation. Voting for a contested office shall be by secret ballot and the Nominating Committee shall tabulate the ballots. The candidate for each office receiving a majority of the votes cast for that office shall be declared the elected officer. In the event no candidate receives a majority of the votes cast for that office on the first ballot, there shall be a runoff election between the two top vote receivers for that office by a balloting of the members present at the November/December Meeting.

**Section 2. Nominating Committee.** The President of the Association shall by October 1st of each year appoint a Committee of five (5) active members, whose duty it shall be to nominate candidates for the offices set forth in Section 1 of this Article III, and such Committee shall report to the President the names of the nominees not later than November 1st following. Active members shall have the right to nominate an independent candidate or candidates for any or all offices to be filled at the November/December meeting, but any such nominations shall be in writing endorsed by not less than ten (10) active members and filed with the Secretary by November 10th.

**Section 3. Eligibility for Office.** All active members of the Association shall be eligible to hold office.

**Section 4. Compensation.** The officers of the Association shall receive no compensation for their services.

**Section 5. Removal of Officers.** An officer may be removed from office with or without cause by a vote of not less than two-thirds of the Executive Committee at a meeting of the Executive Committee called for that purpose.

**Section 6. Vacancies.** An office shall be considered vacant upon the death, resignation or removal of any officer, or upon consensus of the Executive Committee. Whenever a vacancy exists in the office of President, the President-Elect shall succeed to the office of President for the remainder of the unexpired term, and shall continue as President for the next succeeding term. If the office of President-Elect becomes vacant for any reason, it shall remain vacant for the remainder of the unexpired term. In the event of a vacancy in any other officer position, said vacancy shall be filled for the remainder of the unexpired term by a majority vote of the Executive Committee at a meeting of the Executive Committee called for that purpose.

#### **Article IV. Duties of Officers.**

The officers shall have such duties and authorities as generally pertain to their respective offices.

**Section 1. President.** The President shall be the chief executive officer of the Association and shall be Chairman of the Executive Committee. The President shall carry out the policies and programs adopted by the Association, shall act as spokesperson for the Association, preside at all meetings of the Association and the Board, shall appoint all standing committee chairs and committee members, and perform such other duties with the advice and counsel of the Executive Committee as pertain to such office.

**Section 2. President-Elect.** The President-Elect shall succeed to the office of President as provided in Section 1, of Article III. In the temporary absence or disability of the President, the President-Elect shall perform such other duties as shall be required, from time to time, by the Executive Committee.

**Section 3. Vice President.** In the temporary absence or disability of the President-Elect, the Vice President shall perform the duties of the President-Elect. The Vice President shall perform such other duties as are assigned by the Executive Committee.

**Section 4. Secretary/Treasurer.** The Secretary/Treasurer shall be a combined office and shall perform the duties required of him or her by these By-Laws and such other duties as are usually incident to the office of Secretary/Treasurer. The Secretary/Treasurer shall provide notice of all meetings as required by these By-Laws, shall keep a record of the proceedings of the Association, and shall report such proceedings as requested by the Executive Committee. The Secretary shall keep a roster of membership. These tasks may be performed by the Executive Director under the direction of the Secretary.

The Secretary/Treasurer shall, subject to the control of the Executive Committee, be responsible for the collection and disbursements of funds and the maintenance of regular accounts on the books of the Association, which at all reasonable times shall be open to inspection to any member or members of the Executive Committee or its duly appointed auditors. The Secretary/Treasurer shall comply with such regulations relating to the withdrawal of funds from the Association and the care of its securities as may be made by the Executive Committee. The Secretary/Treasurer shall collect and keep an accurate record of all funds and securities belonging to the Association. The Secretary/Treasurer shall annually prepare a statement of income and expenses for the fiscal year, including a federal income tax return. These tasks may be performed by the Executive Director under the direction of the Secretary/Treasurer.

#### **ARTICLE V. Executive Committee.**

**Section 1. Selection of Members.** The Executive Committee shall consist of the officers of the Association and the immediate Past President.

**Section 2. Duties.** In addition to such other powers and duties expressly set forth in these By-Laws, the Executive Committee shall manage the affairs of the Association, including

the preparation of suitable programs for all meetings. It shall keep a record of its proceedings, which may be called for by a majority vote of the members of the Association present at any regular or special meeting of the members, and shall make proper regulations as to the signing of the Association's checks and as to access of all depository and savings accounts. The members of the Executive Committee, as Trustees, shall invest and reinvest, at their discretion, the funds of the Association and shall hold all the real and personal property of the Association for its sole and exclusive use and benefit. They shall make all contracts for the Association, but they shall not have the power to make any contracts binding upon the members of the Association personally.

**Section 3. Restoration of Membership.** The Executive Committee shall have the power to restore membership in the Association of any former member of the Association whose membership shall have been or shall be terminated because of failure to pay dues, provided he shall make written application therefore, and pay all or such part of his arrearage as the Executive Committee shall deem fair and equitable.

**Section 4. Employment of Executive Director or Support Staff.** The Executive Committee shall have the power to employ an Executive Director and to provide such Executive Director with such staff assistants and office facilities as it may deem advisable. The duties, terms of employment and compensation of the Executive Director shall be determined by the Executive Committee. The Executive Committee shall direct, authorize, and supervise the duties of the Executive Director. The Executive Director need not be a member of the Bar or a member of the Association. The Executive Committee shall further have the authority to hire necessary secretarial and support services to meet the operational needs of the Association and its related activities.

**Section 5. Vote; Quorum.** All action by the Executive Committee shall be by majority vote of said Executive Committee present at a meeting at which quorum is present. Three members of the Executive Committee shall constitute a quorum. The President, as a member of the Executive Committee, is not disqualified by reason of his office from voting upon issues raised before said Committee.

## **ARTICLE VI. Committees.**

**Section 1. Standing Committees.** Subject the provisions of Article II, Section 3, not later than June 30th of each year, the President, with the consent of the Executive Committee, shall appoint such sections or committees as are required by law and such other sections and committees as are necessary to conduct the business of the Association, under rules and regulations established, from time to time, by the Executive Committee. The Chairperson of each section or committee shall present a report on the activities of the section or committee at the first meeting of each calendar year.

**Section 2. Ad Hoc Committees.** The President, with the consent of the Executive Committee, may, from time to time as deemed necessary, establish temporary committees including the appointment of chairpersons and members thereto.

**Section 3. Limitation on Terms.** The chairperson of the Clermont County Bar Association Certified Grievance Committee shall not serve in that capacity for more than two (2) consecutive years in accordance with Rule V, Section 3(D)(1) of the Supreme Court Rules for the Government of the Bar. Members of the Clermont County Bar Association Certified Grievance Committee shall only serve on the committee as long as permitted by the applicable Rule. The chairperson of the Clermont County Bar Association Admissions Committee shall not serve in that capacity for more than three (3) consecutive years in accordance with Rule I, Section 11(A) of the Supreme Court Rules for the Government of the Bar. Members of the Clermont County Bar Association Admissions Committee shall only serve on the committee as long as permitted by the applicable Rule.

## **ARTICLE VII. Meetings; Quorum.**

**Section 1. Regular Meetings.** The Association shall hold at least four (4) regular meetings in each calendar year and the date of each meeting shall be fixed by the Executive Committee not less than thirty (30) days in advance thereof. The last of the four meetings shall be held between November 1st and December 23rd in each year and shall be the Annual Meeting of the Association.

**Section 2. Special Meetings.** A special meeting for the transaction of specified business may be called at any time by the President, by the Executive Committee upon written request of a majority thereof presented to the Secretary/Treasurer or by the President upon written request of twenty (20) active members. At a special meeting, no business shall be transacted except such as shall have been specified in the call.

**Section 3. Quorum.** Twenty (20) members shall constitute a quorum at regular as well as special meetings.

**Section 4. Parliamentary Authority.** The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Association may adopt.

**Section 5. Notice of Meetings.** Notice of each meeting shall, not less than five (5) days prior thereto, be mailed, faxed, or emailed to each member at the mailing address, facsimile number, or email address registered by said member with the Association.

## **Article VIII. Initiation Fees and Dues; Fiscal Year.**

The Executive Committee shall have the power to establish, from time to time, the initiation fees and annual dues which shall be required of members of the Association. Such fees and dues so established shall not, however, become effective until approved by the membership of the Association at the next regular meeting following such action by the Executive Committee. The Executive Committee shall have the power to apportion the dues, so fixed and so approved, of new members for the current fiscal year in which they shall become members. The fiscal year of the Association shall be the calendar year and the dues so fixed shall be payable on that date for

the current fiscal year. In the event such dues are not paid on or before March 1st of each year, the Secretary/Treasurer shall report to the Executive Committee the names of the members thus delinquent and, in the further event that such delinquent dues are not paid on or before June 1st, the names of such delinquent members may, after written notice of delinquency, be stricken from the list of members on order of the Executive Committee.

**Article IX. Adoption and Amendment of By-Laws.**

**Section 1. Adoption of By-Laws.** These By-Laws shall become effective upon their approval by majority vote of the members of the Association.

**Section 2. Amendment of By-Laws.** The Executive Committee, or not less than twenty (20) active members of the Association, may propose, in writing, an amendment to these By-Laws. Notice of any such amendment so proposed, and of the time and place for voting thereon, shall be given or mailed to each member of the Association at least twenty (20) days prior to the regular or special meeting of the membership of the Association at which action thereon is proposed to be taken. These By-Laws may be amended at any Annual or special meeting of the members of the Association upon a majority vote of the members in good standing present at the meeting; provided, however, that written notice of such proposed amendment shall have been given to all members at least twenty (20) days prior to the date of the meeting. Amendments shall be effective immediately upon adoption.

*Revised 11/18/12*