

THE PARMA BAR ASSOCIATION CODE OF REGULATIONS

Approved December 1, 2014

MISSION STATEMENT

This Association is formed for the following purposes: (1) to create a forum for exchange of ideas amongst the Members; (2) to foster and to strengthen the relationship among the Members of the Bar, and between the Municipal Court of Parma, the Bar and the public generally; (3) to sponsor continuing legal education opportunities for our Members; and (4) to participate in civic matters which promote the legal education and welfare of the general public. It shall be the intention of the Association to concentrate on those purposes which have an immediate and direct relationship to matters which are of a purely local nature; those matters and which immediately effect the administration of justice within the territorial limits of the Parma Municipal Court.

CODE OF REGULATIONS

Article I: Name

The name of this organization shall be The Parma Bar Association, hereinafter referred to as "PBA". The principal office of PBA shall be located at 8025 Corporate Circle, North Royalton, OH 44133, or such other place as may be designated by the Board of Directors.

Article II: Membership

Section 1. Membership

- a. **Voting Members.** The members of the Board of Directors shall, for the purposes of Chapter 1702 of the Ohio Revised Code, be deemed to be the voting Members of PBA in accordance with Section 1702.14 of the Ohio Revised Code. Each voting Member shall have one vote.
- b. **Non-Voting Members.** The Board of Directors may create or dissolve classes of non-voting members who shall have the rights and benefits identified by the Directors.

Section 2. Qualifications

- a. **Attorneys.** Any member of the legal profession, in good standing, having been admitted to the bar of the State of Ohio, who routinely practices in the jurisdiction or who is a resident of or who maintains an office in any community belonging to the jurisdiction of the Municipal Court of Parma, and who is engaged in the practice of law, is eligible for membership, upon submission of an application for membership, approved by the Board of Directors and payment of dues.

- b. **Judges.** Any judge of the Parma Municipal Court, or any judge of any other court of law who resides within the jurisdiction of the Parma Municipal Court may become a Judicial member of the PBA by submitting an application for membership. Judicial members shall remain in good standing with the Ohio Bar Association. A Judicial member shall pay no dues but will have the same rights and privileges as regular members of the PBA except holding elected office in the PBA and participation in the Referral Plan. Eligibility for Judicial membership shall cease at such time as the initial qualifications are no longer met.
- c. **Retired.** Any member of the PBA who retires from the active practice of law may request a designation as retired member. A retired member shall pay no dues, but shall be afforded the same rights and privileges as regular members except holding elected office in the PBA and participation in the Referral Plan.

Article III: Board of Directors

Section 1. Selection of Directors.

- a. **Directors.**
 - 1. **Membership.** Directors must be members of PBA.
 - 2. **General Requirements.** Directors must possess a desire to undertake the duties of a Director, possess a clear understanding of PBA's mission and commit to PBA's mission and strategic goals, and be informed about the PBA's history, mission, accomplishments, current operations and concerns, so that they may act as ambassadors and advocates for PBA. Directors are expected to share the benefits of their expertise on topics that will advance the mission and goals of PBA.
 - 3. All Directors must sign the Statement of Expectation and Conflict of Interest Forms annually.
- b. **Procedures for Election.**
 - 1. Directors shall be elected at the Annual Directors' Meeting by a majority vote.
 - 2. The Executive Committee may call a meeting to elect new Directors at a time other than the Annual Directors' Meeting if the Executive Committee deems such action advantageous for PBA.
- c. **Resignation and Removal.**
 - 1. **Resignation.** A Director may resign prior to the end of his or her elected term.
 - 2. **Removal.** The Board of Directors may remove any Director when the Board determines that removal is in the best interest of PBA. The removal of a Director requires an affirmative two-third (2/3) vote of all Directors currently in office.
- d. **Vacancies.** Board vacancies may be filled by the remaining Directors at a meeting by majority vote. Such replacements shall serve the remainder of the term.
- e. **Organization of the Board.**
 - 1. **Size.** The Board shall consist of a minimum of seven (7) and a maximum of fifteen (15) persons.
 - 2. **Terms.**
 - i. A regular term of office shall be for three (3) years beginning and ending with the date of the Annual Directors' Meeting for election of Directors and Officers, except for Directors elected to fill a vacancy.
 - ii. No Director shall serve for more than three (3) consecutive terms and must be off the Board for one (1) year before serving again. A Director who is appointed to fill a vacancy shall not be deemed to have served a regular term.

Section 2. Powers and Responsibilities of Directors.

- a. General Powers and Duties.** The Board of Directors shall exercise or delegate all of the authority to govern the affairs and business of PBA and exercise all the powers and privileges accorded Directors by law. The Directors' exercise of authority shall include adoption of regulations, bylaws, policies and procedures consistent with applicable law, the Articles of Incorporation and this Code of Regulations to carry out the purpose of PBA.
- b. Directors are Corporate Members.** For purpose of any statute or rule of law relating to corporations, the Directors shall be deemed to be the voting members of PBA, and they shall have all the rights and privileges of members. Where a provision of law relating to meetings of Directors differs from that concerning meetings of members, it shall be sufficient if PBA complies with the provision relating to Directors.
- c. Meetings.**
1. **Types of Meetings.**
 - i. **Annual Directors' Meeting.** An annual meeting shall be held each year on a date determined by the Board of Directors for the purpose of electing Directors and Officers as may be required and to receive reports and conduct such other business as necessary.
 - ii. **Regular Directors' Meetings.** Regular meetings shall be held the first Monday of every month at a location to be announced.
 - iii. **Special Directors' Meetings.** Special Meetings of the Board may be called upon the request of any Officer or a majority of the Board.
 2. **Notice.**
 - i. The Secretary will send notice to the Directors twenty-one (21) days prior to the Annual Directors' Meeting, seven (7) days prior to a Regular Directors' Meeting and at least (3) day prior to a Special Directors' Meeting.
 - ii. Notice may be made by personal delivery or sent by U.S. mail, email or other electronic means of communication. Directors shall inform the Secretary of the manner in which each of them would prefer to receive notice.
 3. **Attendance and Voting.**
 - i. **Means of Attendance.** A Director may attend and vote at a meeting of the Board of Directors by telephone or other electronic communication if all persons participating can hear one another contemporaneously. Such participation shall be counted for purposes of establishing quorum.
 - ii. **Quorum.** A majority of Directors present at a meeting shall constitute a quorum.
 - iii. **Majority Vote.** At any meeting of Directors at which a quorum is present, issues shall be decided by majority vote, except as otherwise provided in this Code of Regulations.
 4. **Actions without a Meeting.** Directors may take action without a meeting.
 - i. A unanimous vote of all Directors shall be required for such actions.
 - ii. Voting without a meeting shall be by email or facsimile transmission.
 - iii. A record of the votes shall be maintained by the Secretary.

Section 3. Board Committees.

- a. The Executive Committee.** This committee shall consist of the Officers plus two additional board members chosen by the Officers. The Executive Committee is authorized to act on all matters that may require action in between regular meetings of the Board of Directors and shall also have such authority, functions, and duties as may be delegated to the Committee by the Board. The Executive Committee shall meet when called by the President or by a majority of the members of the Committee.
- b. Committees.** The Board may establish other Committees for effective governance of PBA, and delegate to any such committee any of the authority of the Board of Directors however conferred. Committee members shall be appointed by the Board.
- c. Committee Members.**
 - 1. Each Committee shall include at least one Director.
 - 2. All Committee Members must be members of PBA.
- d. Function and Responsibilities.** All Committees shall keep and submit to the Secretary records of their proceedings and transactions. A majority of the members of a Committee shall constitute a quorum. The act of a majority of the Committee Members present at a Committee meeting at which a quorum is established is the act of the Committee. Any action by the Committee shall be reported to the Board at its next meeting after such action.

Article IV: Officers of the Board

Section 1. Officers of the Board.

- a. Officers.** The Officers shall be the President, Vice-President, Secretary and Treasurer. The Officers shall be Directors.
- b. Election.** Officers will be elected at the first Regular Directors' Meeting after the Annual Meeting. Officers shall enter office on February 1st.
- c. Term.** Officers shall serve for two years.
- d. Resignation and Removal.**
 - 1. Resignation.** An Officer may resign prior to the end of his or her elected term.
 - 2. Removal.** The Board of Directors may remove any Officer when the Board determines that removal is in the best interest of PBA. The removal of an Officer requires an affirmative two-thirds (2/3) vote of all Directors currently in office.
 - 3. Vacancies.** Officer vacancies may be filled by the remaining Directors. Such replacements shall serve the remainder of the term.

Section 2. Duties of Officers.

- a. President.** The President shall preside at all meetings of the Board of Directors and the Executive Committee, perform generally all duties usually incident to such office and such further duties as may be required of him or her by the Board of Directors.
- b. Vice-President.** The Vice-President shall have, in the absence of the President, the powers and perform the duties of the President. The Vice-President shall have such other duties as the Board may determine.
- c. Secretary.** The Secretary shall record the minutes of all Board meetings, monitor attendance of Directors, oversee all correspondence of PBA, including sending notice of Directors' meetings, and shall generally perform such duties as may be required of the Secretary by the Board of Directors.

- d. Treasurer.** The Treasurer is the chief financial officer of PBA and is responsible for understanding and presenting the financial status and reports of PBA and shall generally perform such duties as may be required by the Board of Directors.

Article V: Dissolution

Section 1. Dissolution.

- a. PBA may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the Board of Directors present and constituting a quorum at a meeting of the Board.
- b. The Board of Directors shall thereupon take such action as may be necessary to bring to a close the affairs of PBA and to effect the termination of its corporate existence, and shall distribute the property of PBA in such manner as the Board may direct consistent with applicable Ohio Non-Profit Law and section 501(c)(3) of the Internal Revenue Code of 1986.

Article VI: Amendment

Section 1. Amendment. This Code of Regulations may be amended by the vote of a majority of the Board of Directors present and constituting a quorum at a meeting of the Board.