

REGULATIONS  
OF THE  
BLACK LAWYERS ASSOCIATION OF CINCINNATI

ARTICLE I

Name

The name of this Association shall be the "BLACK LAWYERS ASSOCIATION OF CINCINNATI".

ARTICLE II

Objectives

The Objectives of this Association are:

1. To improve the administration of civil and criminal justice.
2. To work with the National, State, and local Bar Associations in solving problems which are peculiar to African American lawyers.
3. To see that all lawyers and law students in the Greater Cincinnati area, regardless of race, color, creed, religion, national origin or gender are given the opportunity to share equally in the benefits of the legal profession.
4. To do all things necessary and incidental to the fulfillment of the purposes of this Association, in accordance with Ohio Revised Code Section 1702.01 et seq.

ARTICLE III

Membership

**Section 1. Regular Members.** A person who is authorized and licensed to practice law in any state or territory of the United States or the District of Columbia and who supports the objectives of the Association may become a Regular Member of the Association upon application and payment of the applicable annual membership fee.

**Section 2. Associate Members.** A person who has graduated from an accredited law school of any state or territory of the United States, the District of Columbia, or any other country, and who supports the objectives of the Association may become an Associate Member of the Association upon application and payment of the applicable annual membership fee. A Regular Member who fails to maintain the qualifications for membership under Section 1 of this Article may be eligible for membership as an Associate Member.

**Section 3. Student Members.** A student matriculating at any accredited law school of any state or territory of the United States, the District of Columbia, or any other country, and who supports the objectives of the Association, may become a Student Member of the Association upon application and payment of the applicable annual membership fee.

**Section 4. Auxiliary Members.** A non-lawyer who is interested in law and actively supports the objectives of the Association may become an Auxiliary Member of the Association

upon application and payment of the applicable annual membership fee. This category includes but is not limited to persons employed or retained by a lawyer, law office, corporation, governmental agency or other entity and whose primary job responsibilities include the education, development, training, recruitment, support and promotion of members of the legal profession.

#### ARTICLE IV

##### Officers

The Officers of this Association shall be a President, a Vice President, a Recording Secretary, a Communications Officer, a Treasurer and a Parliamentarian. The terms of office shall be two (2) years. No person shall hold any office for more than two (2) consecutive terms.

#### ARTICLE V

##### Duties of Officers

**Section 1. President.** The President shall be the chief executive officer of this Association. He or she shall serve as Chairman of the Executive Committee and as an ex-officio member of all committees. The President shall plan, schedule, and preside at General Body and Executive Committee meetings of the Association. He or she shall have and exercise general charge and supervision of the affairs of the Association and shall perform such duties as may be assigned to him or her by the Executive Committee.

**Section 2. Vice President.** The Vice President shall perform the duties of the President in his or her absence, disability, or at the President's request, and shall succeed to the Presidency in the event of the death or resignation of the President.

**Section 3. Recording Secretary.** The Recording Secretary shall record and prepare minutes of all General Body and Executive Committee Meetings.

**Section 4. Communications Officer.** The Communications Officer shall be responsible for maintaining and updating the Association's website, databases, membership lists and electronic communications in order to achieve effective communication among the membership. The Communications Officer shall also receive all incoming communication to the Organization and give all notices required.

**Section 5. Treasurer.** The Treasurer shall formulate and monitor the administration of the annual budget and collect, deposit and disburse the funds of this Association, subject to the control of the Executive Committee. He or she shall keep a record of the fiscal affairs of this Association and shall make a report of the same at each regular meeting of this Association and at such other times as may be required by the Executive Committee. The Treasurer shall serve as the chairperson of the Finance Committee.

**Section 6. Parliamentarian.** The Parliamentarian shall be the authority on *Robert's Rules of Order*, the official parliamentary manual governing the conduct of the meetings of this Association. The Parliamentarian shall assist the President in maintaining order at all meetings and shall advise the President on proper procedure.

## ARTICLE VI

### Executive Committee

**Section 1. Powers and Functions.** The governing body of the Association shall be the Executive Committee. The Executive Committee shall manage, formulate policy for, and administer the affairs of the Association in accordance with the Regulations. When exigent circumstances require immediate action, the Executive Committee is authorized to decide and act on the response deemed appropriate by the Executive Committee, and may appoint subcommittees or agents to work on specific problems or reports.

No expenditures from the Association's funds shall be made without the authorization of the Executive Committee.

**Section 2. Composition.** The Executive Committee shall consist of the President, Vice President, Recording Secretary, Communications Officer, Treasurer, Parliamentarian, and Chairs of the Standing Committees, as specified herein.

**Section 3. Eligibility and Terms.** All members of the Executive Committee must be members in good standing of the Association and may serve successive terms.

**Section 4. Vacancies.** If any vacancy occurs in the Executive Committee, the Executive Committee shall elect an eligible member to fill the vacancy for the remainder of the term.

**Section 5. Meetings, Quorum & Voting.** The Executive Committee shall meet at the time and place determined by the President. The Executive Committee may act without an in-person meeting and the members may participate in a meeting by means of a telephone or video conference call or any other means of communication by which all members are able to hear or otherwise communicate effectively with one another. Such participation shall constitute presence at such meeting. A simple majority of the Executive Committee shall constitute a quorum.

All actions by the Executive Committee shall be by a majority vote of the Executive Committee members present at a meeting at which a quorum is present. Each member of the Executive Committee shall be entitled to one vote.

Actions taken by the Executive Committee may be ratified, modified or rescinded by majority vote taken at the next regular meeting.

## ARTICLE VII

### Committees

The President shall appoint a chairperson and members of such committees as may be necessary to accomplish the business of this Association. Each committee shall have the power to establish rules under which it will operate. The Standing Committees shall be as follows:

1. Membership Committee;
2. Finance Committee;

3. Community Action Committee;
4. Planning Committee; and
5. Law Student Committee.

**Section 1. Membership Committee.** The Membership Committee shall be responsible for encouraging attorneys and area law students to become active members of the Association. The Committee shall promote the Association and take action to reclaim members who do not renew their memberships.

**Section 2. Finance Committee.** The Finance Committee shall make inquiries and conduct any necessary investigations before funds in excess of \$100.00 are expended. An exception shall be made for expenditures which are related for day-to-day operations of the Association. The Committee shall make a report to the body at each monthly meeting. The Treasurer shall serve as the Chairperson of the Finance Committee.

**Section 3. Community Action Committee.** The Community Action Committee shall investigate and study any social, political or economic events in the Greater Cincinnati Area affecting the quality of life of African Americans. It shall make a report to the Association on such events and make recommendations of action which the Association may take concerning same.

**Section 4. Planning Committee.** The Planning Committee shall serve as a planning agency for the Association in determining short-term and long-term goals. It shall be responsible for organizing programs and activities for the Association. It shall serve as a resource for other Committees planning programs which are related to a particular narrow topic or subject matter.

**Section 5. Law Student Committee.** The Law Student Committee shall be responsible for the Association initiating contact with the area law students and providing assistance to them during their law school careers. The Committee's duties shall include administering the Mentor Program, Tutoring Program, and programs geared toward the transition from law student to attorney.

**Section 6. Ad Hoc Committees.** The President has the discretion to create Ad Hoc Committees to maintain or further the Association's goals and objectives.

## ARTICLE VIII

### Meetings of the Association

**Section 1. Regular Meetings.** Every effort shall be made to hold monthly regular meeting at such time, place and date as the Association may, from time to time, establish.

**Section 2. Special Meetings.** A special meeting for the transaction of specified business may be called at any time by a majority vote of the members of the Executive Committee. At a special meeting no business shall be transacted except such as shall have been specified in the call.

**Section 3. Annual Meeting.** Association members shall meet once per year at a time and place designated by the Executive Committee. The newly elected officers shall be installed every two years at the annual meeting.

**Section 4. Conduct Of The Meetings.** Robert's Rules of Order, Revised, shall be the official parliamentary manual governing the conduct of the meetings of this Association.

**Section 5. Quorum.** A quorum shall consist of at least eight (8) Regular Members present at any regular or special meeting exclusive of the President.

**Section 6. Attendance Through Electronic Communications Equipment.** Meetings of the Association may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting.

## ARTICLE IX

### Dues

**Section 1. Annual Dues.** Annual membership dues, including any classifications, shall be established and revised from time to time by majority vote of the Executive Committee. Dues shall be due by January 31 of each year.

**Section 2. Fiscal Year.** The fiscal year of this Association shall commence on January first (1<sup>st</sup>) of each year and end on December thirty-first (31<sup>st</sup>) of each year.

## ARTICLE X

### Elections

**Section 1. Officer Elections.** The election of the officers shall be held at the regular meeting in the month of January every two (2) years.

**Section 2. Nominations And Election Procedures.** The President shall appoint a nominating committee not less than thirty (30) days prior to the date of the January meeting at which election will be held. The committee shall submit a list of candidates to the members not less than ten (10) days prior to the date of election. The list may be amended or extended by a majority vote of the members present at the meeting. The President shall appoint an Elections Committee to determine the election procedures and make a tally of the votes of each candidate on the ballot, including write-in candidates.

**Section 3. Right To Vote.** Each Regular Member, present at the election and in good standing, shall be entitled to one (1) vote.

**Section 4. Personal Attendance At The Election.** Subject to Section 3 above, each Regular Member may vote in the election only if he or she is personally present.

## ARTICLE XI

### Dissolution

**Section 1. Procedures For Purposes Of This Article Only.** This Association may be dissolved by a two-thirds (2/3) affirmative vote of the Regular Members, present after they have been provided notice of the proposed dissolution and the date, time, and location of the Special Meeting at which the membership will vote on the proposed dissolution.

For purposes of this Article only, "notice" shall be an announcement at the most recently held regular meeting, provided that a resolution to dissolve shall have been submitted in writing at the most recently held regular meeting. Additionally, the notice of such proposed dissolution, together with reasons for adoption, shall have been personally delivered, sent by fax, email or other electronic means, or sent by U.S. mail or courier service to each member at his or her address according to the current records of the Association or the address furnished for electronic transmissions, unless notice is waived, not later than fourteen (14) days before the Special Meeting at which the vote was taken on such proposed resolution.

**Section 2. Transfer of Assets.** Upon dissolution, all assets of this Association shall be placed in escrow, donated to a suitable charitable organization or conveyed, transferred and assigned to such organization as shall be designated by a majority vote of the members present at the meeting provided, however, that such organization shall have purposes that are similar to those of this Association, and provided, further, that such organization shall at the time qualify as an exempt organization under Section 5401 (C)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE XII

### Amendments

**Section 1. Regulations Amendments.** These Regulations may be amended by a majority vote of the Regular Members present after they have been provided notice of the proposed amendment(s) and the date, time and location of the meeting at which the membership will vote on the proposed amendments.

For purposes of this Article only, "notice" shall be an announcement at the most recently held regular meeting, provided that the proposed amendment shall have been submitted in writing at the most recently held regular meeting. Additionally, the notice of such proposed amendment, together with reasons for adoption, shall have been personally delivered, sent by fax, email or other electronic means, or sent by U.S. mail or courier service to each member at his or her address according to the current records of the Association or the address furnished for electronic transmissions, unless notice is waived, not later than fourteen (14) days before the Special Meeting at which the vote was taken on such proposed resolution. For purposes of amending the Regulations, a quorum shall consist of at least 8 Regular Members.

Upon the adoption of an amendment to the Regulations, the Recording Secretary may correct punctuation, grammar, or numbering where appropriate in such document(s) if the correction(s) does not change the meaning.

Adopted and effective this 19 day of June, 2014.

  
John Mark Williams, President