Geauga County Bar Association Constitution

Adopted 2026 (Revising Constitution effective January 1, 1981)

Article I: Name

Section 1: This organization shall be known as the **Geauga County Bar Association** (hereinafter, the "Association").

Article II: Purpose

Section 1: The purpose of the Association is to foster the highest standards of legal practice in Geauga County, to promote the continuing legal education of its members, to improve public understanding of and relations with the legal profession, and to provide a forum for collegial interaction among members of the Bar. The Association endeavors to facilitate the fair administration of justice and to uphold the integrity, honor, and courtesy of the legal profession in the community.

Article III: Membership

Section 1: All persons who are currently members in good standing of the Geauga County Bar Association as of the effective date of this Constitution shall continue as voting members of the Association.

Section 2: Any person who has been admitted to the practice of law in the State of Ohio and is in good standing with the Supreme Court of Ohio may become a member of the Association upon application and payment of dues for the current year, subject to the procedures provided herein.

Section 3: Any person may be elected as an Honorary Member of the Association by a majority vote of the voting members present at any regular meeting. An Honorary Member shall not be required to pay dues and shall not have voting rights, but may enjoy such other privileges of membership as the Association shall determine. Any voting member may move to nominate an individual for Honorary Membership.

Section 4: Applicants for membership in the Association shall submit a completed application to the Membership Committee on forms prepared for that purpose. The Membership Committee shall review the application and interview the candidate. The candidate shall be introduced to the Association in person (or via virtual attendance, if applicable) at a regular meeting of the Association, which the candidate is required to attend for the introduction. Following the candidate's introduction at a regular meeting, members of the Association shall have ten (10) calendar days to submit any written, signed objections to the candidate's admission, directed to the Membership Committee. If no objections are filed within the ten-day period, the candidate's membership shall be confirmed by announcement of the President at the next regular meeting without the necessity of a vote. If any objection is filed, the Membership Committee shall

investigate the objections and make a recommendation to the Association regarding the candidate's eligibility for membership. The candidate's membership shall then be discussed and voted upon at the next regular meeting of the Association, and admission shall require a simple majority vote of the voting members present.

Article IV: Officers

Section 1: The **Officers** of the Association shall consist of a **President**, a **President-Elect**, a **Secretary**, and a **Treasurer**, all of whom shall be voting members of the Association. The President-Elect, Secretary, and Treasurer shall be elected by ballot of the voting membership at the Association's annual meeting each year. The term of each office shall commence on January 1 following such election (or upon installation at a meeting or event as determined by the Executive Committee) and shall continue for one (1) calendar year, or until their successors are elected and assume office. The President-Elect shall automatically succeed to the office of President upon the expiration of the President's term. No individual shall hold the office of President for more than two consecutive full terms.

Section 2: In the event of the death, incapacity, or resignation of the President, the President-Elect shall immediately assume the office and duties of President for the remainder of the term. In the event of a vacancy in any other elected office (President-Elect, Secretary, or Treasurer), the President shall refer the vacancy to the Nominating Committee, which shall nominate a candidate to fill the unexpired term at the next regular meeting of the Association. Upon the Nominating Committee's report, additional nominations for the vacant office may be made from the floor. A vote of the membership to fill the vacancy shall then be held at the next regular meeting following such nomination(s). The person elected shall immediately assume the duties of the office for the remainder of the term.

Section 3: Any Officer of the Association or Chair of any committee may be recalled (removed) from their position for good cause. A motion for recall must be made and seconded at a regular meeting of the Association. No debate on the recall motion shall take place at the meeting at which the motion is initially made. Within five (5) days after such meeting, the Secretary (or another Officer if the Secretary is the subject of the recall) shall provide written or electronic notice of the recall motion to all members of the Association, including the text of the motion and identifying the Officer or Committee Chair in question. The Nominating Committee shall review the grounds for the proposed recall prior to the vote and shall report to the membership its recommendation, either for or against recall, with a statement of reasons. The vote on the recall motion shall be the first item of Old Business at the next regular meeting of the Association following notice of the motion. A three-fourths (3/4) affirmative vote of *all* voting members of the Association (not just those present) shall be required to effectuate a recall/removal, and no voting by proxy shall be permitted in such a vote.

Article V: President

Section 1: The President is the chief executive officer of the Association. The President shall preside at all meetings of the Association and shall serve as the Chair of the Executive Committee.

The President shall have such powers and perform such duties as are customary for the presiding officer of a voluntary association, including those prescribed by this Constitution or by vote of the Association or Executive Committee. The President shall provide leadership in accomplishing the objectives of the Association and may make recommendations to the membership on matters of interest or concern. The President is authorized to call special meetings of the Association and to call and preside over meetings of the Executive Committee. The President shall also be an **ex officio** member of all committees of the Association.

Section 2: At the conclusion of the President's term, or upon earlier vacating of office, the President-Elect (or other successor as provided in this Constitution) shall assume the office of President. No person shall serve more than two (2) full consecutive terms as President of the Association.

Article VI: President-Elect

Section 1: The President-Elect shall perform all duties of the President in the event of the President's absence, incapacity, or at the President's direction. The President-Elect shall automatically succeed to the office of President as provided in Article IV of this Constitution. The President-Elect shall assist the President in the work of the Association and shall undertake such duties as may be assigned by the President or by the Executive Committee. In order to ensure continuity of leadership, the President-Elect may be designated to serve as a member or chair of one or more standing committees. The President-Elect shall also have automatic responsibility for serving on the Association's annual Law Day committee.

ARTICLE VII – Secretary

Section 1: The Secretary shall be a member of the Executive Committee and serve as the Association's Secretary, being responsible for the accurate recording and maintenance of the Association's proceedings and records. The Secretary shall ensure that a full and faithful record of the proceedings of the Association and of the Executive Committee is kept, and that a complete roll of all members of the Association is maintained (including notation of members' status such as active membership, death, resignation, or other cessation of membership), all in a manner convenient for reference. The day-to-day performance of these administrative duties, including the preparation of meeting minutes, upkeep of the membership roll, and maintenance of Association records, shall be carried out by the Executive Secretary under the direction of the Secretary. The Secretary shall oversee and review the work of the Executive Secretary in these respects, and shall be ultimately responsible for the accuracy, integrity, and safekeeping of all official records and documents of the Association.

Section 2: The Secretary shall maintain, or cause to be maintained, an updated copy of this Constitution and any By-laws or policies adopted by the Executive Committee or the general membership, and shall ensure that a current copy is available for reference at all meetings of the Association and of the Executive Committee. The Secretary shall perform such other duties as are required by this Constitution or are incident to the office of Secretary.

ARTICLE VIII – Treasurer

Section 1: Subject to the control of the Executive Committee, the Treasurer shall oversee the collection and disbursement of all funds of the Association. The Executive Secretary shall, under the Treasurer's direction, conduct the day-to-day receipt of membership dues and other funds of the Association, and shall administer the payment of all bills and expenses of the Association as authorized. The Treasurer shall authorize or approve every disbursement of Association funds (consistent with any budget or guidelines adopted by the Executive Committee) and shall ensure that proper accounts of all financial transactions are kept. The Treasurer shall also ensure that regular financial records and books are maintained by the Executive Secretary and shall be ultimately responsible for the accuracy and integrity of the Association's financial records, which records shall at all times be open to inspection by any member of the Association or of the Executive Committee. The Treasurer shall perform such other duties as are incident to this office or as may be required by the Association.

Section 2: At each regular meeting of the Association, the Treasurer shall present a report on the Association's finances, including a summary of funds received and disbursed since the last meeting, which report shall be prepared in coordination with the Executive Secretary. The Treasurer shall also present a full financial report for the year at the annual meeting, likewise prepared in coordination with the Executive Secretary.

Article IX: Executive Committee

Section 1: The Association shall have an Executive Committee which functions as the governing board of the Association. The Executive Committee, acting as trustee for the membership, shall hold, manage, and, when authorized, dispose of all real and personal property owned by the Association. It shall counsel and advise the President and other Officers in the management of the Association's affairs. The Executive Committee shall prepare and adopt an annual budget for the Association's operations and activities. It shall authorize and approve expenditures of Association funds by the Officers or committees up to the sum of **Five Thousand Dollars ($5,000.00)** for any single unbudgeted expense or commitment. Any unbudgeted expenditure in excess of this amount shall require prior approval by a vote of the general membership at a regular meeting (or special meeting called for that purpose). The Executive Committee shall also have the authority to act on behalf of the Association between meetings of the membership on any matters that, in its judgment, require action before the next membership meeting, provided that such actions are not inconsistent with the direction or decisions of the membership. Any significant actions taken by the Executive Committee between general meetings shall be reported to the membership at the next regular meeting. The Executive Committee shall meet as needed, upon the call of the President or at the request of any two (2) of its members.

Section 2: The membership of the Executive Committee shall consist of the Officers of the Association (President, President-Elect, Secretary, and Treasurer), the Chairperson of each standing committee, and the Chairperson of any ad hoc (special) committee then in existence. The President of the Association shall serve as Chair of the Executive Committee, and the Secretary (or Executive Secretary, under the Secretary's supervision) shall act as Secretary of the Executive

Committee. A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business at any Executive Committee meeting. Actions of the Executive Committee shall be decided by a majority vote of those present at a meeting at which a quorum exists, unless a higher voting threshold is required by this Constitution or by law.

Article X: Executive Secretary

Section 1: The Executive Committee shall have the authority to appoint an Executive Secretary for the Association. The Executive Secretary shall serve at the pleasure of the Executive Committee (subject to removal or replacement by majority vote of the Executive Committee) and shall carry out the day-to-day administrative operations of the Association under the general direction of the Executive Committee and the Officers. The Executive Secretary's specific duties and responsibilities shall be determined by the Executive Committee and may be set forth in a job description or contract. In general, the Executive Secretary shall: maintain the Association's membership records and contact lists; assist the Secretary in recording minutes and handling official correspondence; send out meeting notices, newsletters, and other communications to the members; collect dues, fees, and other revenues and promptly remit them to the Treasurer or deposit them as directed; assist the Treasurer in maintaining financial records and preparing financial reports; coordinate the scheduling of Association meetings, events, and programs; and perform such other tasks as may be assigned by the Officers or the Executive Committee. The Executive Secretary shall use best efforts to implement the decisions and policies of the Executive Committee and the Association efficiently and accurately. The Executive Committee shall have the authority to determine the compensation (if any) and terms of employment or engagement of the Executive Secretary. The Executive Secretary need not be a member of the Association and may be a contracted service provider or employee. The Executive Secretary is not an Officer of the Association for purposes of Article IV and does not possess any voting rights in that capacity, but shall be entitled to attend meetings of the Executive Committee (except when matters concerning the Executive Secretary's performance or employment are discussed) and to advise on administrative matters.

Article XI: Appointment of Committees

Section 1: Standing Committees. As soon as practicable after assuming office each year, the President shall appoint the chairperson and members of the following standing committees of the Association (unless otherwise provided below), each committee to consist of at least three (3) voting members of the Association:

1. **Committee on Investigation, Grievances, and Unethical Practice of Law** – (sometimes referred to as the Grievance Committee)
2. **Committee on Unauthorized Practice of Law**
3. **Committee on Judiciary and Legal Reform**
4. **Committee on Membership**
5. **Committee on Recruitment**
6. **Committee on Notaries Public**
7. **Committee on Public Relations**

8. **Committee on Continuing Legal Education**
9. **Nominating Committee**
10. **Committee on Ipso Jure**
11. **Committee on Program and Social Events**

The President shall announce the appointments to these committees (and the designation of each Chairperson) to the membership, and such appointments shall be effective for a term of one (1) year, or until successors are appointed in the following year. The President shall fill any vacancies that occur in the chairpersonship or membership of any standing committee during the year. Each member of a standing committee serves at the pleasure of the President and may be removed or replaced by the President. The President shall be an ex officio member of all standing committees.

Section 2: Special Committees. The President, with the approval of the Executive Committee, may from time to time establish such other special (ad hoc) committees or task forces as are deemed necessary or advisable to carry out specific projects or address specific issues consistent with the purposes of the Association. The President shall appoint the members and designate the Chair of any such special committee. The charge or mandate of a special committee, and its duration, shall be specified at the time of its creation. A special committee shall report on its activities and findings to the Executive Committee and/or the general membership as appropriate. Unless re-authorized or continued by the next President, any special committee shall cease to exist at the end of the President's term in which it was appointed. The Chairpersons of any active special committees shall be invited to report at Executive Committee meetings and shall be considered members of the Executive Committee for the duration of the special committee's existence (consistent with Article IX, Section 2).

Article XII: Committee on Investigation, Grievances, and Unethical Practice of Law

Section 1: This committee (also known as the Grievance Committee) shall investigate complaints against members of the Bar involving alleged unethical conduct, grievances, or violations of the Rules of Professional Conduct. The committee shall operate in accordance with any applicable rules of the Supreme Court of Ohio governing certified grievance committees. It shall receive and review any grievance or complaint alleging misconduct by an attorney practicing in Geauga County or by a member of this Association. The committee shall conduct investigations as necessary, make findings, and report or recommend appropriate action. Where authorized, the committee may directly participate in disciplinary proceedings or may refer matters to the proper disciplinary authority (such as the Office of Disciplinary Counsel of the Supreme Court of Ohio) for further action. The committee shall also respond to inquiries concerning ethical practice and may propose to the Association any measures or educational programs to encourage adherence to high standards of professional ethics. All proceedings of this committee shall be confidential to the extent required by law or applicable disciplinary rules.

Article XIII: Committee on Unauthorized Practice of Law

Section 1: This committee shall be responsible for investigating and addressing instances of the unauthorized practice of law (UPL) within Geauga County or affecting its residents. The committee is empowered to receive information or complaints regarding potential UPL by individuals who are not licensed attorneys. The committee shall investigate such matters and, where appropriate, work in conjunction with the Ohio State Bar Association's Unauthorized Practice of Law Committee, the Supreme Court of Ohio, and other relevant authorities to prevent and prosecute the unauthorized practice of law. The committee may make recommendations to the Executive Committee or the general membership for legal action or other measures to enjoin unauthorized practitioners. The committee shall also engage in efforts to educate the public about the importance of using licensed attorneys for legal matters and to caution against services by unlicensed individuals.

Article XIV: Committee on Judiciary and Legal Reform

Section 1: This committee shall study and recommend improvements in the administration of justice and the operation of the courts in Geauga County. It may review and monitor court procedures, local rules, and pending or proposed legislation or rules that affect the judiciary, the practice of law, or the legal rights of the public within the county. The committee shall maintain communication with members of the judiciary serving Geauga County and may serve as a liaison between the Association and the courts on matters of mutual interest (excluding specific cases or controversies). The committee is encouraged to propose to the Association any resolutions or positions supporting or opposing changes in the law or legal system that would affect the fair and efficient administration of justice. Any such resolutions or positions shall be presented to the Executive Committee and, if approved, submitted to the general membership for consideration. The committee shall periodically report on developments in legislation or legal reform that are relevant to the Association's members or the local justice system.

Article XV: Committee on Membership

Section 1: This committee shall oversee and administer the membership application and approval process of the Association, as set forth in Article III. It shall receive and review all applications for membership, interview prospective members as required, and present qualified candidates to the Association in accordance with the procedures outlined in Article III. The Membership Committee is charged with verifying the eligibility of applicants (including confirming their admission to practice and good standing) and with ensuring that new members are properly welcomed and integrated into the Association. The committee shall promptly investigate any objections to membership and make recommendations to the Association regarding the admission of applicants who are subject to a membership vote. In addition to its role in processing applications, the Membership Committee may also develop initiatives for member retention – encouraging current members to maintain their membership and active participation in the Association. The committee may periodically review the overall membership numbers and demographics, and report to the Executive Committee on trends or concerns regarding membership (including resignation rates, retirements, etc.). The Membership Committee shall work closely

with the Committee on Recruitment to coordinate efforts that attract and retain a diverse and engaged membership.

Article XVI: Committee on Recruitment

Section 1: This committee is established to address the challenge of declining membership and to actively recruit new members to the Association, with particular focus on engaging younger attorneys and those newly admitted to the bar. The Recruitment Committee shall develop and implement strategies to promote the benefits of Association membership to prospective members. Such strategies may include outreach to local law firms and government offices, mentorship or "young lawyer" outreach programs, collaboration with law schools or recent graduates from Geauga County, and the organization of networking or informational events geared toward newer attorneys. The committee shall work to identify any barriers or deterrents to membership among the local legal community (for example, scheduling issues, lack of awareness, or financial concerns for new lawyers) and propose solutions or incentives to overcome these barriers. The Recruitment Committee shall coordinate its efforts with the Membership Committee to ensure that prospective members are guided through the application process smoothly and that those who join become active participants in the Association. The committee shall report regularly to the Executive Committee on its activities and may recommend to the Executive Committee or to the membership any new initiatives (including potential membership fee adjustments, special events, or membership benefits programs) designed to increase the Association's membership and participation.

Article XVII: Committee on Notaries Public

Section 1: This committee (if active) shall serve as a resource on matters pertaining to notaries public in Geauga County. Historically, the Association's Notaries Public Committee may have been involved in reviewing or administering applications by attorneys or others for appointment as a notary public in the county. In light of changes to Ohio law centralizing notary public commissioning, the committee's role is primarily to monitor and disseminate information regarding the laws and regulations governing notaries public that affect Association members or their staff. The committee may coordinate educational opportunities or materials for members of the Bar concerning notary requirements and best practices. It may also liaise with the Ohio Secretary of State's office or other relevant bodies on behalf of the Association to address any issues related to notary commissions or to assist in any local notary programs. The committee shall advise the Executive Committee if any action by the Association is needed with respect to notary public services or regulations.

Article XVIII: Committee on Public Relations

Section 1: This committee shall work to enhance the relationship between the Association, the local community, and the media. Its mission is to promote a positive image of the legal profession and to increase public awareness of legal services and the role of attorneys in society. The Public Relations Committee may develop and distribute press releases or public announcements concerning notable Association activities, awards, or community programs. It may organize or

participate in community outreach events, such as informational clinics, school programs, or charitable activities, under the Association's sponsorship. The committee is also responsible for advising the Association on effective communication strategies, including the use of the Association's website, social media, or other platforms, to share news and resources with both members and the general public. The committee should coordinate with other committees (e.g., the Program and Social Events Committee or Ipso Jure Committee) when public outreach or publicity is involved, to ensure consistent and professional messaging on behalf of the Association.

Article XIX: Committee on Continuing Legal Education

Section 1: This committee (often referred to as the CLE Committee) is responsible for planning and providing continuing legal education opportunities for the Association's members. The committee shall identify areas of legal practice or recent developments in law that would benefit from educational programming. It shall organize CLE seminars, workshops, or panel discussions on such topics, securing qualified speakers or instructors (who may be Association members or outside experts) and arranging appropriate venues or virtual meeting resources. The committee is tasked with ensuring that any CLE programs offered meet the accreditation requirements of the Supreme Court of Ohio for continuing legal education credit, and it shall handle or coordinate the necessary accreditation paperwork. The committee shall strive to offer a variety of CLE programs throughout the year, including programs that appeal to attorneys in different practice areas and at different stages of their careers. It shall also consider co-sponsoring CLE events with neighboring bar associations or the Ohio State Bar Association when beneficial. The CLE Committee shall maintain records of attendance and credit for any CLE events it conducts and provide certificates or reports to attendees as required. It shall report to the Executive Committee and the membership on upcoming CLE events and may solicit suggestions from members for future programs.

Article XX: Nominating Committee

Section 1: The Nominating Committee is charged with developing and presenting a slate of candidates for the elected offices of the Association each year. The committee shall be composed of members appointed pursuant to Article XI, and it is customary (though not required) that the Immediate Past President of the Association serve as Chair of this committee, with the committee membership comprised of Past-Presidents of this Association. The Nominating Committee shall convene sufficiently in advance of the annual election of officers to identify qualified candidates for the offices of President-Elect, Secretary, and Treasurer for the coming term. In doing so, the committee should consult with current officers and consider the interest, involvement, and leadership contributions of potential nominees. The committee shall nominate at least one willing candidate for each office (except President, which is filled by automatic succession of the President-Elect) and report the nominations to the membership at or prior to the meeting during which the election of officers is to be held. Additional nominations from the floor shall be permitted during the election meeting, in accordance with the election procedures of the Association. The Nominating Committee also has the duty, as set forth in Article IV, to recommend candidates to fill any vacancies that occur in an office during the year. Furthermore, if a motion to recall an officer or committee chair is made (per Article IV, Section 3), the Nominating Committee shall review the motion and present a recommendation to the membership

regarding the recall. In all its deliberations, the committee shall act with impartiality and in the best interests of the Association, seeking to maintain effective leadership and continuity in the governance of the Association.

Article XXI: Committee on Ipso Jure

Section 1: *Ipso Jure* is the official newsletter of the Geauga County Bar Association. The Committee on Ipso Jure shall oversee the publication of this newsletter (and any successor or related publications) for the benefit of the Association's membership. The committee shall solicit, compile, and edit content for Ipso Jure, including news of Association events, announcements of interest to members, articles or opinion pieces written by members, summaries of notable legal developments, and other items of professional or personal interest to the local bar. The committee shall establish a publication schedule (for example, quarterly or as directed by the Executive Committee) and ensure that each edition of the newsletter is distributed to all Association members, whether in print, by electronic mail, or through online posting (or a combination thereof). The committee may coordinate with the Public Relations Committee for any content that will be shared with the public or media. It may also work with the Recruitment and Membership Committees to include features that highlight new members or member achievements, in order to build a sense of community. The Chair or Editor of the Ipso Jure Committee is responsible for maintaining editorial standards and may appoint assistant editors or contributors (including non-member experts for specific articles) as needed with the approval of the committee. Any revenue or expenses associated with publishing *Ipso Jure* (such as advertising income or printing costs) shall be managed in conjunction with the Treasurer and subject to Executive Committee oversight.

Article XXII: Committee on Program and Social Events

Section 1: This committee shall organize and coordinate the social and non-educational programs of the Association. Its goal is to promote fellowship among members of the Association and to provide opportunities for interaction in informal or celebratory settings. The Committee on Program and Social Events shall plan events such as annual dinners or banquets (for example, an annual meeting dinner or a holiday party), receptions for judges or distinguished guests, networking happy hours, family-oriented social gatherings, and any other special events of a social nature. The committee is responsible for managing the logistics of such events, including securing venues, arranging catering or refreshments, sending invitations or announcements to the membership, and handling RSVPs or registration as needed. It shall also coordinate event programming, which may involve securing guest speakers for social luncheons, organizing awards or recognition ceremonies for members, or arranging entertainment for certain occasions. The committee should work within any budget allocated by the Executive Committee for social programs and may recommend event fees or sponsorships to offset costs if necessary. The committee shall ensure that all events are conducted in a manner that upholds the dignity of the Association and are inclusive of the membership. Regular reports on upcoming events and past event attendance or outcomes shall be given to the Executive Committee and the membership. The committee may collaborate with committees such as Public Relations (for promoting events) or Continuing Legal Education (if an event includes a CLE component), as appropriate.

Article XXIII: Meetings

Section 1: The Association shall hold regular meetings for the transaction of business and the presentation of programs, at such times and places as may be designated by the Executive Committee. It is anticipated that regular meetings will be held on a monthly basis (for example, on a particular weekday each month). The Executive Committee shall have the authority to adjust the frequency or scheduling of regular meetings as needed, and shall provide reasonable notice to the membership of the meeting schedule.

Section 2: Special meetings of the Association may be called at any time by: (a) a majority vote of the Executive Committee; (b) the President, acting on the President's own initiative; or (c) the written request of any five (5) voting members of the Association. A request by members for a special meeting shall be submitted in writing (including electronic communication bearing the requester's name) to the President or Secretary, and shall state the purpose of the meeting. Notice of any special meeting, stating its date, time, place (or if held virtually, the access information), and purpose, shall be given to all members in advance as far as practicable. No business shall be transacted at a special meeting except that which has been stated in the meeting notice, unless the assembled members by a two-thirds (2/3) vote of those present consent to take up additional matters.

Section 3: The quorum required to conduct business at meetings of the Association shall be as follows: At any regular or special meeting of the general membership of the Association, twenty-five percent (25%) of the voting members of the Association *or* fifty percent (50%) of the members of the Executive Committee shall constitute a quorum. If a quorum is not achieved, the meeting may proceed for informational or program purposes but no binding votes or official actions (other than adjournment) may be taken. For the Executive Committee or for any other committee of the Association, a majority of the committee's members shall constitute a quorum for the transaction of business by that committee.

Section 4: At each regular meeting of the Association, the order of business shall generally be as follows (unless modified by the President or by a majority vote of the members present at that meeting):

1. **Call to Order.**
2. **Reading and Approval of Minutes** of the previous meeting (or distribution and approval, if reading is dispensed with by consent).
3. **Report of the Executive Committee** (to include any actions taken between meetings or other pertinent business).
4. **Report of the Treasurer** (including financial report and membership status update).
5. **Reports of Committees** (standing committees and special committees, as necessary).
6. **Communications and Announcements** (correspondence received, announcements of upcoming events or other notices).
7. **Unfinished Business** (any matters carried over from previous meetings).
8. **New Business** (introduction of new motions, proposals, or issues for discussion and action).

9. **Program or Guest Speaker** (if an educational or informational program is scheduled for the meeting).
10. **Adjournment.**

This order of business may be adjusted at the discretion of the President to accommodate a speaker's schedule or other practical considerations, provided that all essential reports and business items are addressed in an orderly manner.

Section 5: Virtual Meetings. In the event that a recognized public emergency or natural disaster makes the holding of an in-person meeting of the Association unlawful, impossible, contrary to the official guidance of public authorities, or otherwise poses a clear and immediate risk to the health or safety of the participants, the Association (including the general membership, Executive Committee, or any committees) is authorized to conduct its meetings by electronic or other remote communication means for the duration of the emergency or disaster. In implementing any such virtual meeting, the Association shall use its best efforts to ensure that the meeting technology provides reasonable access to all members entitled to participate, including members with disabilities or those lacking advanced technological tools. Only routine or necessary business (such as regular reports, elections, budget approvals, or other time-sensitive actions) may be transacted at a virtual meeting held pursuant to this Section. During a virtual meeting, reasonable measures shall be taken to verify the identity of all persons in attendance and entitled to vote (for example, through roll calls, secure log-ins, or other authentication technology). The determination to hold a given Association meeting by virtual means under this provision shall be made by the President, or by a majority decision of the Officers of the Executive Committee. Any action that is taken at a virtual meeting in compliance with this Section shall have the same force and effect as if taken at an in-person meeting. When an Executive Committee meeting of the Association is held in-person, Executive Committee members who are unable to attend in-person may participate remotely by electronic or other remote communication means, provided that the Association has designated the meeting as one permitting virtual attendance. Remote participants shall have the same rights as in-person attendees, including the right to be heard and to cast votes on any matter brought before the membership. The determination to permit virtual attendance at an otherwise in-person meeting shall be made by the President, or by a majority decision of the Officers of the Executive Committee and shall be announced to the membership in advance of the meeting.

Article XXIV: Initiation Fees and Dues

Section 1: The Association may require the payment of a one-time Initiation Fee for new members, and shall require the payment of Annual Dues for all active members, in amounts recommended by the Executive Committee and approved by the membership. The Initiation Fee (if any) and the Annual Dues amount shall be established from time to time by a majority vote of

the voting members at a regular meeting (or special meeting called for that purpose), following a recommendation by the Executive Committee. The Executive Committee may adjust the amount of the Annual Dues by not more than ten percent (10%) in any given year without a vote of the general membership, in order to account for inflation or unexpected expenses, provided that notice of such adjustment is given to the membership and the adjustment is ratified at the next annual meeting. Any proposed increase of more than 10%, or any new special assessment, must be approved by the membership as stated above. Different dues levels or categories (for example, reduced dues for newly admitted attorneys, retirees, government attorneys, or others) may be established at the discretion of the membership upon recommendation of the Executive Committee, to encourage broad participation in the Association. Honorary Members (as defined in Article III) shall not be required to pay dues.

Section 2: The Annual Dues shall be assessed on a calendar-year basis, and unless otherwise specified by the Executive Committee, dues are payable on or before January 1 of each year. The Executive Committee may set a later deadline (such as March 1) for dues payment before any penalty is applied. Any member whose dues remain unpaid by the designated deadline may be considered not in good standing. The Treasurer or Executive Secretary shall send at least one dues notice or billing statement to each member in advance of the due date, and a follow-up notice to any member who has not timely paid. If a member's dues are not paid within a reasonable period after the deadline (as determined by the Executive Committee, e.g., 60 days past due), the Executive Committee may suspend the member's privileges in the Association until the dues are paid. A member who is under a dues suspension shall not be entitled to vote, hold office, or receive member benefits during the suspension. If the dues remain unpaid for an extended period (for example, until the end of the calendar year), the Executive Committee may, after final notice to the member, terminate the individual's membership for nonpayment of dues. Reinstatement of a member terminated for nonpayment shall require payment of all delinquent dues (unless waived by the Executive Committee for good cause) and a new application if deemed necessary. The Executive Committee shall have the discretion to waive or reduce dues in particular cases of financial hardship, illness, new admission during the year, or other good cause, in order to promote continued membership.

Article XXV: Suspension or Expulsion of Members

Section 1: Any member who is disbarred or suspended from the practice of law by the Supreme Court of Ohio (or other authority having jurisdiction over the member's law license) shall automatically be expelled or suspended from membership in this Association for the same period as the disciplinary action, effective as of the date of the court's order. The member shall not be entitled to the rights or privileges of membership during the term of their disbarment or suspension. If such a member is subsequently reinstated to the practice of law, the member may apply to the Executive Committee for reinstatement of their Association membership. The Executive Committee may reinstate the member to active membership upon verification of the member's good standing and payment of any dues that became payable during the period of suspension (the Executive Committee having the authority to waive back dues in its discretion). An individual who has been permanently disbarred, or who resigns from the practice of law with discipline pending, shall be deemed expelled from the Association and shall not be eligible for readmission unless and until they are once again authorized to practice law.

Section 2: In addition to the automatic suspension/expulsion provided above, a member may be suspended or expelled from this Association for misconduct, unethical behavior, criminal acts, or other good cause showing that the member's continued affiliation with the Association is contrary to the Association's purposes or the integrity of the legal profession. Suspension or expulsion under this Section shall be initiated by a recommendation to the membership from either the Executive Committee or the Committee on Investigation, Grievances, and Unethical Practice of Law. The member who is the subject of the proposed action shall be given written notice of the charges or reasons for the proposed suspension/expulsion and shall have an opportunity to address the Executive Committee or the Association (in writing and/or in person) in defense or mitigation before any membership vote is taken. Any vote to suspend a member's rights or to expel a member entirely from the Association must take place at a regular meeting or a special meeting called for that purpose. A two-thirds (2/3) majority of the voting members present at such meeting is required to approve a suspension or expulsion. The duration of a suspension (if imposed instead of expulsion) may be definite (for a stated period) or indefinite, subject to conditions for reinstatement, as recommended by the Executive Committee or Grievance Committee and approved by the membership. The outcome of any such vote, and any terms or conditions of suspension, shall be recorded in the minutes. A member who has been expelled may only be readmitted to the Association by the same process as a new member, subject to approval by the membership (in addition to curing the cause for expulsion, if possible). A suspended member shall be automatically reinstated at the end of the suspension term if all conditions for reinstatement have been met; otherwise, the Executive Committee may require further membership approval for reinstatement.

Section 3: Failure to pay dues shall be handled in accordance with Article XXV (Initiation Fees and Dues) and generally shall result in suspension or termination of membership without the necessity of a formal membership vote, except that the Executive Committee shall report any such suspensions or terminations in the meeting minutes. Such nonpayment cases are not considered "for cause" disciplinary expulsions under this Article and carry no implication of misconduct.

Article XXVI: Association Property

Section 1: All property, funds, and assets of the Association are owned by the Association as a whole, and no individual member or group of members has any separate or special property rights in any Association asset. The Executive Committee, on behalf of the membership, shall hold legal title to any real or personal property of the Association and shall manage such property in the best interests of the Association. This includes authority to acquire, lease, or dispose of property, to enter into contracts, and to direct the use of Association funds, all in accordance with the budget and spending authorizations provided under this Constitution.

Section 2: In the event that a question arises concerning the ownership or use of any property (tangible or intangible) acquired or developed in connection with Association activities (such as intellectual property, software, publications, or historical records), such property shall be deemed property of the Association unless explicitly agreed otherwise by the Executive Committee. Officers, committee members, or agents leaving their position must turn over any such property or records of the Association to their successor or to the Executive Committee.

Section 3: No member of the Association who resigns, is suspended or expelled, or otherwise ceases to be a member shall have any right to compensation or reimbursement for any contributions (dues, donations, or services) they have made to the Association, nor any claim on the assets of the Association. All contributions made to or for the Association are for the collective benefit of the Association's mission and are not refundable except as expressly authorized by the Executive Committee in a particular case.

Section 4: In the event of the dissolution of the Association (i.e., a formal termination of its operations and existence), the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Association, distribute all remaining assets of the Association to one or more organizations organized and operated exclusively for charitable, educational, or other purposes that qualify under Section 501(c) of the Internal Revenue Code (or any corresponding provision of future federal tax law). Preference shall be given to distributing assets to an organization that will continue to serve the legal community or the administration of justice in Geauga County, such as the Geauga County Law Library, the Ohio State Bar Association, or a charitable foundation associated with the legal profession. Any such distribution of assets upon dissolution shall be determined by the Executive Committee in accordance with the law and the Association's purposes, and no part of the assets shall inure to the benefit of any individual member.

Article XXVII: Amendments

Section 1: This Constitution may be amended at any regular meeting of the Association, or at a special meeting called for that purpose, by an affirmative vote of two-thirds (2/3) of the voting members present, provided that at least ten (10) days' advance notice of the proposed amendment has been given to all members. The notice shall be in writing (which may include electronic mail) and shall include either the full text of the proposed amendment or a summary of its substance, as well as the date, time, and place of the meeting at which the amendment will be considered. The amendment as proposed may be altered by majority vote during the meeting, but any substantial change outside the scope of the noticed amendment may, at the discretion of the presiding officer, be treated as a new proposal requiring additional notice.

Section 2: Amendments to this Constitution shall take effect immediately upon their adoption, unless the amendment itself provides a later effective date or unless a motion adopting the amendment specifies a later date. Upon adoption of any amendment, the Constitution shall be revised to include the change, and the Secretary or Executive Secretary shall ensure that an updated copy of the Constitution is maintained in the Association's records and made available to the membership.

Section 3: Periodic Review. It is recommended that the Executive Committee conduct a periodic review of this Constitution (for example, every five to ten years) to consider whether updates or revisions are needed to reflect changes in law or in the operations of the Association. Any recommendations for amendment resulting from such review shall be presented to the membership in accordance with the procedures in this Article.

This Constitution, as revised and updated, is intended to supersede and replace in its entirety the prior Constitution of the Geauga County Bar Association (effective January 1, 1981, as thereafter amended). All previous constitutional provisions, to the extent not incorporated herein, are hereby repealed. The rights, duties, and offices established under the prior Constitution shall continue under this revised Constitution, except as otherwise provided or as necessitated by the structural changes herein (such as the creation of new committees or re-titling of offices). Adoption of this Constitution shall not retroactively affect any action duly taken under the prior Constitution.

6-16-2026

Frank Antenucci, Chairman, Constitution Committee

6.10.26

Judge Terri Stupica, President

6-10-26

Colleen Del Balso, President-elect

7/22/2026

Kate Jacob, Treasurer

7/8/26

David Urbancic, Secretary