

Article I Name

This Association shall be known as the "Norman S. Minor Bar Association".

Article II Objectives

The objectives of the Association shall be to advance the science of jurisprudence, improve the administration of justice, preserve the independence and enhance the quality of the judiciary in our community; to encourage increased communication among the members of Greater Cleveland's Black legal community; to encourage cooperation among Black lawyers; to facilitate the exchange of vital information whether it be economic, political or professional; to promote legislation that will improve the economic condition of all citizens regardless of race, sex or creed in their efforts to secure a free and untrammled use of the franchise guaranteed by the Constitutions of the State of Ohio and the United States of America; to protect the civil and political rights of the citizens of Greater Cleveland and to enhance the image of Black lawyers.

Article III Membership

Section 1. There shall be three classifications of membership in the Norman S. Minor Bar Association: Regular, Associate and Student.

Section 2. Any lawyer who is in good standing before the Bar of any jurisdiction may become a member of this Association upon application to the membership committee and approval of the Executive Committee of this Association.

Section 3. Any person who has graduated from an accredited law school and who is not a member of the Bar of any jurisdiction may become an Associate Member of this Association upon application to the membership committee and approval of the Executive Committee of this Association.

Section 4. Any student matriculating at any accredited school of law may upon application to the membership committee and approval of the Executive Committee become a Student Member of this Association.

#### Article IV      Tri-Annual Membership Meetings

Section 1. The Association shall hold a general meeting of its membership tri-annually, in January, May and September, the exact time, place and date to be set by the Executive Committee.

Section 2. At the tri-annual meetings, the membership shall review and approve overall policy and direction, and if necessary, amend the by-laws and/or Constitution of the Association. Additionally, at the January meeting, the membership shall elect the general officers of the Association and the Board of Trustees.

Section 3. The Association shall remain assembled until all business shall be completed or an adjournment taken by majority vote.

Section 4. Only currently financial members of the Association shall be permitted to vote at the tri-annual meetings.

Section 5. All legislative powers herein granted shall be vested in the tri-annual membership meetings of the Norman S. Minor Bar Association.

Section 6. A total of 30% of the financial membership of this Association shall constitute a quorum. No members shall vote by proxy.

Section 7. The tri-annual membership meeting shall have the power to levy and collect dues, appropriate money to pay the debts of the Association and to provide for the general welfare of the Norman S. Minor Bar Association.

#### Article V      General Officers

Section 1. Officers: The officers of the Association shall consist of the President, the President-Elect, the Vice-President, the Recorder, the Treasurer and the Membership Secretary.

Section 2. Each officer must be a member in good standing of the Association.

Section 3. Election and Terms: All officers shall serve for a period of one year. The President and President-Elect shall not be eligible to succeed themselves in their respective offices.

Section 4. Vacancies: If the Office of President becomes vacant, the President-Elect shall become President for the Unexpired term and for the term next following. If the Office of President-Elect becomes vacant, the Vice-President will fill the Office for the unexpired term. Service in an office for the unexpired term shall not make the officer ineligible for nomination or election to an office.

Section 5. Duties:

(A) The President shall be the Chief Executive Officer of the Association and shall preside at the meetings of the Executive Committee and the Tri-Annual Meetings. Unless otherwise provided, the President shall, with the approval of a majority of the other elected members of the Executive Committee, appoint the Parliamentarian, General Counsel and the Chairman and members of each committee of the Association and of the Board.

(B) The President-Elect shall perform such duties as the President and the Executive Committee may assign and except as otherwise provided, the duties of President when the President is disabled from performing his or her duties or absent from meetings where the President would preside. The President-Elect shall succeed to the Office of President at the conclusion of the January Tri-Annual meeting following the meeting at which he was elected.

(C) The Vice-President shall perform such duties as the President and the Executive Committee may assign, except as otherwise provided.

(D) The Recorder shall keep the respective minutes and records of the Tri-Annual meetings and any special meetings of the Association and the Executive Committee; handle all incoming and outgoing correspondence of the Association.

(E) The Treasurer shall receive and supervise the safekeeping and expenditures of funds and investments of the Association, and shall report at the Tri-Annual meetings on the financial condition of the Association. The Treasurer's report shall be subject to audit before the end of his or her term by independent

auditors selected by the membership.

(F) The Membership Secretary shall keep the roster of the membership of the Association and issue membership cards, serve as Chairperson of the membership committee; be responsible for notifying the membership of all regular and special meetings of the Association.

(G) Other officers shall perform such duties as the Executive Committee may assign.

The President, Treasurer, and such other officers and employees as determined by the Executive Committee, shall be bonded.

#### Section 6. Executive Committee:

(A) Power and Functions - The governing body of the Association shall be known as the Executive Committee. The Executive Committee shall control, formulate policy for and administer the affairs of the Association. It has all the powers of the Tri-Annual membership when that body is not in session, except for the election of officers. The Executive Committee may appoint and define the duties of an Executive Director, one or more assistant secretaries and one or more assistant treasurers, each of whom shall serve at the pleasure of the Committee.

(B) Composition - The Executive Committee shall be composed of the President, the President-Elect, the Vice-President, the Recorder, the Treasurer, the Membership Secretary, all Standing Committee Chairpersons and all past Presidents of the Association.

(C) Eligibility and Term - All members of the Executive Committee must be members in good standing of the Association and may serve successive terms.

(D) Vacancies - If any vacancy occurs in the Executive Committee, the Executive Committee shall elect an eligible member to fill the vacancy for the unexpired term, except as otherwise provided.

(E) Meeting, Quorum and Voting - The Executive Committee shall meet at least once between tri-annual meetings at the call of the President. Forty percent (40%) of the membership of the Executive Committee shall constitute a quorum and past Presidents shall not be considered for the purposes of obtaining this quorum. The action of a majority of the members present and voting at a meeting at which a quorum is obtained shall be the action of the Executive Committee.

(F) Removal from Office - Any elected officer may be removed by 60% of the financial members present and voting at a tri-annual meeting for good cause shown. The President may suspend any non-elected officer for good cause shown with the approval of the majority of the other elected officers.

Article VI Committees

There shall be established within the Association Standing and Select Committees for carrying on its work as set forth in the By-Laws. The chairpersons for these committees are to be selected by the President, subject to the approval of the majority of the elected members of the Executive Committee.

Article VII By-Laws

By-laws not inconsistent with the provisions of this constitution may be adopted or amended by a majority of the financial members in good standing present and voting at a tri-annual meeting.

Article VIII Supreme Law

This Constitution of the Norman S. Minor Bar Association and the By-Laws which shall be adopted pursuant thereto shall be the Supreme Law of the Association, and every member and officer shall be bound thereby.

Article IX Board of Trustees

(adopted amendment - Feb. 1988)

Henceforth, the Association shall have a Board of Trustees.

Section 1. Purpose: The Board of Trustees shall be convened to consider,

discuss, resolve and maintain continuity of the NSMBA programs, policies, practices and procedures necessary to carry out the objectives and functions of the Association.

Section 2. Membership: The membership of the Board of Trustees shall be composed of NSMBA members and distinguished members of the legal/civic community at large.

(A) The Board of Trustees shall include not less than ten (10) nor more than fifteen (15) members, who shall be selected for three year terms at the annual meeting of the Association, to replace those members of the Board of Trustees whose terms are expiring.

(B) Three (3) members of the Board of Trustees shall be selected from distinguished personage of the legal/civic community at large.

(C) The immediate Past President, the current President and two (2) members of the Executive Committee shall be ex-officio members.

#### Section 3. Selection and Election:

(A) The initial Board of Trustees shall be appointed by the President-Elect upon recommendation from the President and the Executive Committee.

(B) Thereafter, the existent Board of Trustees in conjunction with the President and the Executive Committee shall offer putative appointees for election to the membership of the Association.

#### Section 4. Terms:

(A) The initial Board of Trustees shall have the following select terms of office:

- (i) One-third having a term not greater than one year;
- (ii) One third having a term not greater than two years; and
- (iii) One-third having a term not greater than three years.

The successor to each initial trustee shall be elected to a full three year term.

(B) The term of each trustee shall be three years, no trustee may serve two consecutive three year terms, unless so recommended by the Executive Committee.

(C) The terms of trustees shall commence upon election and shall terminate on the day of the annual meeting at the conclusion of the third year.

Section 5. Vacancies: In case of any vacancy on the Board of Trustees, through resignation, death or other cause deemed sufficient by the Board, a successor shall be appointed by the remaining trustees by an affirmative vote of the majority of those present at any duly convened meeting.

Section 6. By-Laws: By-laws for the Board of Trustees, not inconsistent with the provisions of this constitution may be adopted or amended by a majority of the Trustees present and voting at a Board meeting.

#### Article X . Amendments .

These articles may be amended at any Tri-Annual meeting by sixty percent (60%) of the members in good standing present and voting, upon the following conditions:

All proposed amendments to the Constitution shall be submitted to the Recorder at least sixty (60) days prior to the Tri-Annual meeting where they are to be voted on, and the said proposed amendments shall be mailed to each member of the Association at least thirty (30) days prior to the meeting date. In the event that the Recorder shall fail or neglect to send or mail to the members of the Association the proposed amendments as herein provided, the said proposed amendments may be submitted at the Tri-Annual session, provided that three fourths (3/4) of the members present and voting agree to accept the amendments and act thereon.

Chapter I

## Permanent Address

The Association has acquired a post office box, No. 99823/Cleveland, OH, which shall serve as its permanent mailing address.

Chapter II

## Membership Dues

Membership dues in the Association shall be graduated as follows:

1. Student - \$5.00 per year
2. Associate - \$15.00 per year
3. Regular - (a) Member of the Bar for less than five years  
\$25.00 per year  
(b) Member of the Bar for more than five years  
\$50.00 per year

All dues become due and payable on the first day of January of each year. No person shall be qualified to exercise any right or privilege of membership who is delinquent in paying membership dues. Students paying dues shall be allowed to participate fully in discussions and deliberations on Association business and to serve on its committees, but shall not be allowed to vote except on the Young Lawyers Committee.

Chapter III

## Tri-Annual Membership Meeting

## Section I. Regular Session

The Tri-Annual Membership shall meet at the time and place designated by a majority vote of the members present and voting at the tri-annual meeting.

## Section 2. Special Sessions

Special sessions shall be called by the President on written request of 10% or more of the membership or on the President's motion. When a special session is thus called, the Recorder shall require the Membership Committee to mail proper notice of the session to the last known address of each member of the Association not less than ten (10) days before such special ses-

sion is to be held. The notice shall specify the time and place of the meeting, as well as the nature of the business to be considered. No other business shall be transacted at the special session other than that specified in the call.

#### Chapter IV

##### Elections

All elections shall be done by secret ballot, unless otherwise requested by a majority of the voting body. A majority of the votes cast in the January Tri-Annual Meeting shall be necessary to elect. The Membership Secretary shall distribute the ballots to the members who are financial as of the date of the election.

#### Chapter V

##### General Officers and Duties

See the Constitution.

#### Chapter VI

##### Executive Committee

See the Constitution.

#### Chapter VII

##### Standing Committees

There shall be fourteen (14) standing committees of this Association.

They shall be:

1. Membership
2. Legal Redress
3. Corporate and Government Practice
4. Women Lawyers
5. Public Affairs and Communications
6. Criminal and Juvenile Justice
7. Ethics and Grievances
8. Political and Judicial Selection
9. Bar Liaison
10. Young Lawyers

11. Brief Bank and Continuing Legal Education

12. Ways and Means

13. Legal Aid and Prepaid Legal Services

14. Services and Benefits

The President shall be empowered to appoint as many members as he or she deems necessary to serve on any Standing Committee, but in no case less than three. All Standing Committees shall meet at least once between Tri-Annual Meetings. Any Standing Committee may act by poll of its members, provided a majority of the Committee membership concur on the issues submitted. Each Committee shall make both oral and written reports to the Tri-Annual Membership Meeting.

The President shall appoint such other Select Committees as may be deemed necessary to carry out the objectives of the Association.

## Chapter VIII

### Standing Committee Functions

#### Section 1. Membership Committee

The Membership Committee shall be responsible for maintaining a current roster of all members of this Association. The Committee shall also review all applications for membership in the Association and make recommendations to the Executive Committee concerning the acceptance or rejection of such applicants for membership. Additionally, the Membership Committee shall issue membership cards and notify the body of the date, time and location for all of the Association's Regular and Special meetings.

#### Section 2. Legal Redress

The Legal Redress Committee shall be the litigative arm of the Association. It shall file suit on behalf of the Association or on behalf of any individual whenever it is perceived that justice and/or the interest of the community require such action. All actions of this Committee shall first be approved by the Executive Committee. Furthermore, this Committee shall develop and maintain

expertise in all areas of the law concerning race, sex or age discrimination. It shall, from time to time, and with the approval of the Executive Committee, serve as advocate for selected individuals whose Civil Rights it determines have been abridged and/or violated.

### Section 3. Corporate and Government Practice

The Corporate aspect of this Committee shall strive to increase the level of minority representation within the major law firms and corporations in this area and monitor their treatment once hired. The Committee shall make recommendations to the Executive Committee with regard to actions and/or positions the Association should take in this area.

The Government aspect of the Committee shall review policies and procedures of the various governmental agencies and administrative boards as they are applied to the minority community in this area, and recommend to the Executive Committee appropriate action, where required.

### Section 4. Women Lawyers

The Women Lawyers Committee shall address itself to those problems which are unique to the female practitioner. It shall develop programs to attack sexist attitudes and policies and to advance the professional image of females in the legal marketplace. The Committee shall recommend actions and policies to the Executive Committee that will further this aim.

### Section 5. Public Affairs and Communications

The Public Affairs aspect of this Committee shall recommend the public position of the Association regarding current issues, legislation and/or governmental policies. Additionally, the Committee shall make recommendations to the Executive Committee regarding the Association's public position and image, as well as programs to enhance both.

The Communications aspect of this Committee shall be responsible for the production of a monthly newsletter to be distributed to the general membership. The newsletter shall contain all items of interest to the members of this Association. The Committee will also serve as the Association's liaison with the

media and will be responsible for the preparation of news releases made by the Association. All media contact by the Communications Committee must first be approved by the Executive Committee.

#### Section 6. Criminal and Juvenile Justice

The Criminal and Juvenile Justice Committee shall monitor the treatment afforded minority offenders at the hands of the Criminal and Juvenile Justice Systems to ensure even handed application of the laws. Recommendations are to be made to the Executive Committee, where appropriate.

#### Section 7. Ethics and Grievances

The Ethics and Grievance Committee shall investigate whenever specific charges of unprofessional conduct are made against any member of the Association. It shall report to the Executive Committee on the merits of such charges and recommend the actions which it deems proper. Additionally, it shall compile and submit reports on any such investigations to the Ohio Supreme Court's Disciplinary Counsel as it may require.

#### Section 8. Political and Judicial Selection

The Judicial Selection aspect of this Committee shall be responsible for monitoring the overall performance of the local, state and federal courts of this area. It shall annually poll the membership concerning their assessment of the individual performance of area judges relative to issues of concern to the community.

Special scrutiny is to be given to the appointment and election processes. Employment practices are also to be monitored. The Committee shall serve as a screen for all candidates seeking the Association's endorsement in a judicial race. Recommendations are to be made to the Executive Committee concerning actions and positions which the Committee feels the Board should take.

The Political aspect of this Committee shall serve as a screen for all non-judicial candidates seeking the Association's endorsement. It shall also promote interests on the Association's behalf, and at the direction of the

Executive Committee, On issues affecting the membership and the community before the local, state and federal legislative bodies.

#### Section 9. Bar Liason

The Bar Liason Committee shall establish and maintain relations between the Association and other bar associations at the local, state and federal levels. It shall make such recommendations to the Executive Committee as it deems proper.

#### Section 10. Young Lawyers

The Young Lawyers Committee shall provide aid, instruction and support for new practitioners and orientate them concerning the practical aspects of the practice. Additionally, this Committee shall review and monitor the status of minority law students in this area to ensure the equality of educational opportunity. The Committee will make recommendations for the Association's position on developments in legal education and bar admission.

#### Section 11. Brief Bank and Continuing Legal Education

The Brief Bank and Continuing Legal Education Committee shall compile, collate and index briefs, motions, memoranda and other pleadings submitted by the membership. These items, properly edited to delete privileged and identifying information, shall be kept in a place where they are accessible to the members. The Committee shall also develop a diverse program of instructional classes, seminars, lectures and papers to keep the membership informed of developments within their respective fields.

#### Section 12. Ways and Means

The Ways and Means Committee shall seek out and develop sources of income to fund the activities of the Association. All fundraising events must meet with the approval of the Executive Committee prior to their implementation.

#### Section 13. Legal Aid and Prepaid Legal Services

The Legal Aid and Prepaid Legal Services Committee shall monitor the delivery of legal services to the indigent and recommend to the Executive Committee suggestions for its improvement. The Committee shall produce an ongoing study of prepaid legal services and structure a plan to enable the Association to deliver such services.

It shall also identify potential clients for the plan.

#### Section 14. Services and Benefits

The Services and Benefits Committee shall seek to identify and/or develop purchase, investment, insurance, travel and other plans that shall insure to the benefit of this Association's membership. It shall make recommendations to, and seek the approval of, the Executive Committee concerning the implementation of such plans.

Additionally, this Committee shall establish a list of the Association's membership by specialty. Such a list is to be kept current and made available to the general public as well as the membership. The Committee shall also develop and implement means of publicizing the existence of the list and of equitably distributing cases from individuals seeking to use it. A service fee, to be set by the Executive Committee, will be charged to all members wishing to be placed on the list.

### Chapter IX

#### Savings and Expenditures

The treasurer shall establish both a checking and a savings account in the Association's name. Both accounts shall carry the names of the President, Recorder and Treasurer as authorized signatures. The accounts shall be established in such a fashion as to allow for the withdrawal or expenditure of funds upon signatures of any two of the above-mentioned officers. A record of the Association's investments, savings and expenditures shall be kept by the Treasurer and he or she shall report on them at all Executive Committee and Tri-Annual Membership meetings. All checks, bankbooks, ledgers, stock certificates and other documents bearing upon the financial condition of the Association shall be made available by the Treasurer to the September Tri-Annual Membership Meeting for examination.

### Chapter X

#### Rules of Order

Robert's Rules of Order, as revised, shall guide this Association in all its deliberations.

Chapter XI

Amendment of By-Laws

These by laws may be amended at any Tri-Annual Meeting.

Revised 6/88