



NORMAN S. MINOR BAR ASSOCIATION

AMENDED & RESTATED

CONSTITUTION

and

BY-LAWS

P.O. Box 5691, Cleveland, Ohio 44101- 216-472-3467- www.NSMBA.org.

CONSTITUTION OF THE NORMAN S. MINOR BAR ASSOCIATION

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 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 age, race, gender, creed or sexual orientation_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 five classifications of membership in the Norman S. Minor Bar Association: Regular, Associate, Life or Sustaining, Law Student, and Honorary. Persons meeting the membership requirements as setforth in this Article III may become a member of this Association upon application to the Membership Committee and payment of the applicable membership dues.

Section 2. Regular Member. Any lawyer who is in good standing before the Bar of any jurisdiction.

Section 3. Associate Member. Any person who has graduated from an accredited law school and who is not a member of the Bar of any jurisdiction.

Section 4. Life or Sustaining Member. The Executive Committee may establish a life membership in the Association. Any active member of the Association shall, upon satisfaction of the life-sustaining financial requirements, become a life-sustaining member, and monies paid in connection therewith shall be payment in full of all further dues to the Association during the life of such member. Life members shall be entitled to all privileges of the Association. The Executive Committee may establish annual sustaining memberships in the Association. Sustaining memberships shall be available to all members who are willing for the support of the Association's general work to pay the sustaining membership dues in any year, in lieu of the membership dues as prescribed. A member who elects to be a sustaining member in one year shall not be required to be a sustaining member in the subsequent year. Sustaining members are entitled to all privileges of the Association.

Section 5. Law Student Member. Any student matriculating at any accredited school of law.

Section 6. Honorary Member. The Executive Committee may determine that any individual recognized for his or her public service or employment in the legal profession may become an honorary member. Honorary members shall be entitled to all the privileges of the Association except voting and holding office, and shall be exempt from the payment of dues.

Section 7. Any member shall automatically be removed from membership when that member is subject to a final court order of disbarment or suspension of the member from the practice of law in Ohio or any jurisdiction in which such person's membership in the Bar forms the basis for membership in this Association. Any member suspended or expelled from membership may be reinstated as a member by vote of the Executive Committee. Any member may resign from membership in the Association by submitting a resignation in writing to the President of the Association, without any adjustment of dues.

Article IV General Membership Meetings

Section 1. The Association shall hold at least two general meetings of its membership annually. The first general meeting shall be held on the third Wednesday in March, and the last general meeting shall be held on the third Wednesday in November. The exact time, place and date of the general meetings will be set by the Executive Committee.

Section 2. At the general membership 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, during an election year, at the last general membership meeting, the membership shall elect the general officers of the Association.

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 during the general membership meetings.

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

Section 6. A total of 100% of the financial membership of this Association in attendance at the meeting shall constitute a quorum. No members shall vote by proxy.

Article V General Officers

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

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

Section 3. Election and Terms: All officers shall serve for a period of two years.

Section 4. Vacancies: If the Office of President becomes vacant, the First Vice President shall become President for the Unexpired term. If the Office of First Vice President becomes vacant, the Second Vice President will fill the Office for the unexpired term. If a vacancy occurs in any other office, the Executive Committee shall appoint an eligible member to fill the vacancy 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 for the upcoming term.

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 general membership 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 First Vice President 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.

(C) The Second 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 general membership 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 general membership 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, and be responsible for notifying the membership of all regular and special meetings of the Association. The Membership Secretary's duties include chairing the Membership Committee.

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

(H) The President, Treasurer and Recorder shall be bonded. All other officers and employees may be bonded as determined by the Executive Committee.

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 general 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 First Vice President, the Second Vice President, the Recorder, the Treasurer, the Membership Secretary, all Standing Committee Chairpersons and the immediate past President of the Association.

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

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

(E) Meeting, Quorum and Voting - The Executive Committee shall meet at least monthly, at the call of the President. Five members of the Executive Committee shall constitute a 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 or Suspension from Office -

Any officer may be suspended by 60% of the members of the Executive Committee for good cause shown, pending action of the financial members present and voting at a special general membership meeting called for that purpose. During said meeting the suspended officer may either be removed from office or reinstated.

Any Officer may be removed by 60% of the financial members present and voting at a general membership meeting for good cause shown.

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 general membership 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 Amendments

These articles may be amended at any general membership 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 general membership meeting where they are to be voted on, and the said proposed amendments shall be delivered either by regular U.S. mail or transmitted electronically 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 general membership session, provided that three fourths (3/4) of the members present and voting agree to accept the amendments and act thereon.

BY-LAWS OF THE NORMAN S. MINOR BAR ASSOCIATION

Chapter I

Permanent Address

The Association shall establish a permanent mailing address, which shall be published.

Chapter II

Membership Dues

Membership dues in the Association for the various classifications shall be determined by the Executive Committee and published annually.

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.

Chapter III

General Membership Meetings

Section 1. Regular Session

See the Constitution.

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 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 session 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 open ballot, unless otherwise requested by a majority of the voting body. A majority of the votes cast in the November general membership meeting shall be necessary to elect. The Membership Secretary shall certify the eligibility of each member voting in the election. The Membership Secretary shall distribute the ballots to the members who are financial as of the date of the election, if required.

Chapter V

General Officers and Duties

See the Constitution.

Chapter VI

Executive Committee

See the Constitution.

Chapter VII

Standing Committees

There shall be seven (7) standing committees of this Association.

They shall be:

1. Membership
2. Legal Redress/Outreach
3. Ethics and Grievances
4. Political and Judicial Selection

5. Programs
6. Finance/Ways and Means
7. Judicial

The President shall be empowered to appoint as many members as he or she deems necessary to serve on any Standing Committee, including the chairperson(s) of such committee, but in no case less than three. All Standing Committees shall meet at least once between General Membership 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 General 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. Additionally, the Membership Committee may issue membership cards and shall notify the body of the date, time and location for all of the Association's Regular and Special meetings. Finally, 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.

Section 2. Legal Redress/Outreach

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 age, race, gender, creed or sexual orientation. 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. 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 4. 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 5. Programs

The Programs Committee shall seek to identify and/or develop continuing legal education, networking and social programs and activities for 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.

Section 6. Finance/Ways and Means

The Finance/Ways and Means Committee shall be responsible for establishing and monitoring fiscal policies and procedures, and shall seek out 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 7. Judicial

The Judicial Committee shall be comprised solely of past and present sitting judges and shall identify and promote discourse on issues of particular concern to the Judicial bar.

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 General 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 at the September General 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 General Membership meeting.