

**AMENDED AND RESTATED
CODE OF REGULATIONS OF THE
DAYTON BAR ASSOCIATION**

ARTICLE I. NAME.

The name of this Corporation is Dayton Bar Association, hereafter referred to as the "Association." The principal place of business of the Corporation is located in Montgomery County, Ohio.

ARTICLE II. MEMBERSHIP.

Section 1. Upon adoption of this Amended and Restated Code of Regulations, all persons enrolled as members of this Association in good standing shall be members of the Association.

Section 2. Classes of Membership. There shall be five classes of membership in the Association until changed by the Board of Trustees, namely:

2.1 Regular Member. Any person, including members of the judiciary, who is admitted to, and a member in good standing of, the Bar of Ohio or any other state or territory of the United States shall be eligible for regular membership with voting rights.

2.2 Sustaining Member. Any person who is otherwise eligible to be a member of the Association may also become a sustaining member. The only difference between sustaining members and any of the other classes of membership shall be in the amount of dues paid; there shall be no difference in their rights. Any member of the Association may, at the member's option, become a sustaining member by the payment of the dues prescribed for a sustaining member by the Board of Trustees from time to time. Sustaining members shall continue to be entitled to all of the rights of membership of the category of membership to which they belong.

2.3 Associate Member. Any associate member in good standing shall be entitled to the rights of membership except an associate member may not hold office, vote, or serve as chair or co-chair of any Section (as hereinafter defined). The President, with approval from the Board of Trustees may appoint an associate member to serve as chair or co-chair of a Section. Associate members may include the following categories, and such other categories as determined by the Board of Directors from time to time:

2.3.1 Attorney - any member in good standing of the Bar of Ohio, or the bar of another state or territory of the United States, who is practicing in and whose residence is in a county not adjacent to contiguous counties of Montgomery County, Ohio.

2.3.2 Law Student - any person who is enrolled in an accredited law school and maintains the standards as set forth by the law school such person is attending.

2.3.3 Paralegal - any person who, although not admitted to practice law before the Bar of Ohio or another state or territory of the United States, is employed or retained by a lawyer, law firm, or governmental agency as a

paralegal (or legal assistant), or is employed in a capacity which involves the performance of legal services under the direction and supervision of an attorney may be sponsored for associate membership by a regular member of the Association who certifies as to the above.

2.3.4 Legal Administrator - any person who, although not admitted to practice law before the Bar of Ohio or another state or territory of the United States, holds degrees in law office administration, accounting, business administration or similar degrees and is employed in helping attorneys deliver legal services or is employed by an attorney, law firm, court or governmental agency as a manager or administrator and is under the direction and supervision of an attorney(s) or judge(s) may be sponsored for associate membership by a regular member of the Association who certifies as to the above.

2.3.5 Law School Graduate - Any person who, although not admitted to practice before the Bar of Ohio or another state or territory of the United States, holds a degree from an accredited law school.

2.3.6 Paralegal Student – Any person who is enrolled in an accredited school/paralegal program and maintains the standards as set forth by the school such person is attending.

2.4 Inactive/Retired Member. Any attorney admitted to the Supreme Court of Ohio who is registered in good standing as “Inactive” or “Retired” may become an Inactive/Retired member without voting rights if such attorney has acquired inactive status under the Rules for the Government of the Bar of Ohio or the bar of any other state or territory of the United States.

2.5 Honorary Member. The Board of Trustees may from time to time, in accordance with criteria and requirements set by the Board for such recognition, appoint honorary members of the Association. Such honorary members shall have all rights and privileges determined by the Board.

Section 3. New Members. Application for membership shall be on a form prescribed by this Association. Election to membership shall be by vote of a majority of the Board of Trustees constituting a quorum at any meeting of the Board.

Section 4. Termination of Membership. Any member who ceases to remain qualified for membership shall be removed from the membership rolls of the Association by vote of a majority of the Board of Trustees. Any member of the Association who is obligated to pay dues shall automatically cease to be a member if such dues are not paid within sixty (60) days of the due date, unless the person is relieved of the duty to pay dues by the Board of Trustees; provided, however, such person may be reinstated upon application and payment of the person’s dues owing to the Association.

Section 5. Lawyer Discipline. The Ohio Rules of Professional Conduct, as adopted in Ohio (“RPC”), governs the conduct of Ohio lawyers. The Supreme Court Rules of the Government of the Bar of Ohio specify the procedural mechanisms for determining whether there are violations, and, if so, what discipline is appropriate. To assist the Supreme Court of Ohio and its Board of Professional Conduct to administer these rules at the local level, a permanent Section of the Association is established, the Certified Grievance Committee (formerly known as the Committee on Professional Ethics) which may consist of sections (with alternate chairs, co-chairs and members serving on each

section), which shall investigate in the manner and to the extent permitted by the RPC any complaint referred to it or situation identified suggesting conduct violative of the RPC or other impairment detrimental to professional conduct. In the event a formal complaint is filed by the Association, the chair or the co-chair of the Certified Grievance Committee shall have the responsibility of selecting counsel to represent the Association and to try disciplinary cases in accordance with the Supreme Court Rules for the Government of the Bar of Ohio.

ARTICLE III. BOARD OF TRUSTEES.

Section 1. Members. There shall be a Board of Trustees consisting of ten Trustees, or such higher number up to 12 as determined by the Board of Trustees. The President shall be the Chair of the Board of Trustees. The Board of Trustees shall include the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, the immediate Past President, and four other members of the Association, who shall be known as the Members-at-Large and who shall be appointed by the President as hereinafter provided. The terms of the appointed Members-at-Large shall be for two years with the President appointing two Members-at-Large. The Board of Trustees may determine to increase the size of the Board by up to two additional Trustees to ensure diversity representation or for other purposes determined by the Board of Trustees. Such additional Trustees shall serve as Members-at-Large and their appointment shall be for a two-year term. Upon the death, disability, or resignation of any Member-at-Large, the President may appoint a successor. Bar Counsel and Chief Executive Officer shall serve as non-voting, ex-officio members of the Board of Trustees and all other sections or committees of the Association. All Trustees and officers of the association shall be members in good standing with the Association.

Section 2. Nomination. The President, with the approval of the Board of Trustees, shall, on or before four months prior to the scheduled annual meeting of the Members, commence the formation of a Section of five or more Regular Members, who shall be comprised of at least the following: At least one of the current at-large members of the Board of Trustees, the two at-large members whose terms most recently expired (if willing and able to serve) and, if willing and able to serve, the past president, once removed (the past president who preceded the immediate past president). The past president once removed shall serve as the chairperson of the nominating committee. If such designated chairperson is unable or unwilling to serve, the President shall name an appointed chairperson. Any person selected to serve on the nominating committee must recuse fully from participation if he or she seeks a nomination, directly or indirectly. The Chairperson shall name a replacement Member to serve on the nominating committee for any recused, unwilling, or unavailable Member. The duty of the nominating committee shall be to nominate candidates for the elected offices for which vacancies exist as set forth in Section 3 of this Article III. Such Committee shall report the names of the nominees to the Board of Trustees for its approval not later than one month prior to the scheduled date of the next Annual Meeting of the Members. Upon approval by the Board of Trustees, it shall be the duty of the Secretary to publish the nominees of said Nominating Committee as soon as reasonably practical. Such publication may be through any of the following methods: (i) in a subsequent issue of the Association's official publication (ii) on the Association's website, (iii) through email distribution to the email distribution lists maintained by the Association for communications with Members; or (iv) such other electronic format as is generally accessible to the Regular Members. Regular Members shall have the right to nominate another candidate or candidates for any elected office for which vacancies exist to be filled at the Annual Meeting not later than noon on the 15th day of the month following the publication of the nominees' names by delivering to the Association office a nominating petition signed by at least 25 regular voting members of the Association whose dues for the current fiscal

year are paid. The final slate of nominees shall be published through any of the following methods: (i) in a subsequent issue of the Association's official publication (ii) on the Association's website, (iii) through email distribution to the email distribution lists maintained by the Association for communications with Members; or (iv) such other electronic format as is generally accessible to the Regular Members. In the event that for any reason the Nominating Committee is unable to timely nominate candidates, the Board of Trustees is unable to timely approve nominated candidates, or notice is not able to be provided to the Members in a timely fashion, the Board of Trustees, in its discretion, may delay the Annual Meeting or accept nominations from the floor at the Annual Meeting.

Section 3. Election. The Second Vice President shall serve a one year term expiring at the end of the fiscal year for which such Second Vice President was appointed. Upon the expiration of the term of office of the Second Vice President, the person holding such office shall succeed to the office of First Vice President for a one year term commencing on the expiration of such person's term as Second Vice President and ending at the end of the fiscal year for which such First Vice President was appointed. Upon the expiration of the term as the First Vice President such officer shall succeed to the office of the President for a one-year term commencing on the expiration of such person's term as First Vice President and ending on the end of the fiscal year. The Treasurer shall serve a one year term beginning on the first day of the following the election to such office and ending on the commencement of the next fiscal year or the election of the President's successor, whichever is later. The Treasurer shall serve a one year term beginning on the first day of the fiscal year. The Secretary shall serve a one year term beginning on the first day of the fiscal year. The Secretary and Treasurer may serve two consecutive terms, if willing and nominated. The election of officers shall be held at the Annual Meeting. The officers to be elected shall be chosen from the candidates nominated for the respective office. Election shall be by voice vote except in the case of a contested election which shall be by written or electronic ballot. To be elected, a candidate must receive a majority of the votes cast. If no candidate receives the majority of the votes cast, there shall be a second ballot between the two candidates receiving the highest number of votes on the first ballot.

Section 4. Powers and Duties. The Board of Trustees shall have the authority under Article XII of the Articles of Incorporation of the Association to administer the business and finances of the Association, including, but not limited to, establishing initiation fees and annual dues which shall be required of members of the Association.

Section 5. Officers. In addition to the Chief Executive Officer, the officers of the Association shall be a President, First Vice President, Second Vice President, Secretary, and Treasurer and such other officers as the Board of Trustees may determine.

Section 6. Duties of Officers.

6.1. President. The President shall be the presiding officer of the Association and preside at all meetings of the Association. The President shall be a member and serve as Chair of the Board of Trustees. The President shall have the right from time to time to assign to the other officers and Association members, such duties, responsibilities and authority as the President shall deem appropriate in the President's discretion to carry out the purposes of the Association. The President shall have such other powers and duties as determined by the Board of Trustees from time to time.

6.2. Vice Presidents. In the absence of the President, the Vice Presidents, in order, shall discharge the duties of that office and shall perform such other duties as may be required by the President or the Board of Trustees.

6.3. Secretary. The Secretary shall keep all records of all regular and special meetings of the Association and shall perform such other duties as may be required of the Secretary by the President or the Board of Trustees.

6.4. Treasurer. The Treasurer shall collect and, subject to the control of the Board of Trustees, shall disburse all funds of the Association. The Treasurer shall report the Association's finances annually and more often if required. The Treasurer shall keep regular accounts, which shall be open to the inspection of any Trustee. The Treasurer shall comply with such regulations as to other duties of the Treasurer's office as may be required by the President or Board of Trustees and shall give such bond as may be required by the Board of Trustees.

Section 7. Death, Disability or Resignation. In the event of the death or resignation of the President or the President's disability or inability to act or continue to act, as determined by the Board of Trustees, the First Vice President shall fulfill and perform the duties of the office of the President for the remainder of the term of such officer. In the event of the death or resignation of the First Vice President, during a term in which such Vice President has succeeded to the Presidency or by the President's disability or inability to act or continue to act, as determined by the Board of Trustees, the Second Vice President shall fulfill and perform the duties of the office of the President for the remainder of the term of such officer. In the event of the death or resignation of an officer other than the President, or in the event of the disability or inability to act or to continue to act of such officer other than the President, as determined by the Board of Trustees, the remaining Trustees of the Board of Trustees shall appoint a successor to such office from the membership of the Association, such officer so appointed to hold office for the remainder of the term of the officer succeeded. In any such event where a First or Second Vice President is so succeeded, such Vice President's successor so appointed shall not become the President of the Association unless nominated and elected.

Section 8. Removal. The Board of Trustees shall have the power to remove any of its Trustees by a vote of a majority of the Board of Trustees at any regular or special meeting of the Board of Trustees, called for that purpose, for any one of the following reasons:

- A. A willful failure of the Trustee to carry out the duties of the office as imposed by the Code of Regulations or policies adopted by the Board of Trustees.
- B. Conviction of a criminal offense or suspension from practice by the Supreme Court of Ohio.
- C. Engaging in conduct involving dishonesty, fraud, deceit or misrepresentation; or any conduct that adversely reflects upon the Trustee's fitness to practice law or upon the legal profession.

The Trustee shall be given notice of the meeting and the purpose thereof and shall be given a reasonable opportunity to be heard. The Trustee shall not have the right to vote on any removal charge.

Section 9. Meetings. The Board of Trustees shall meet upon call of the President or at the request of a majority of Trustees of the Board of Trustees.

Section 10. Quorum. A majority of Trustees of the Board of Trustees shall constitute a quorum.

Section 11. Reports. The Board of Trustees shall keep a record of its proceedings and shall report its activities, if called for, at any meeting of the Association.

Section 12. Decisions by the Board of Trustees. Unless otherwise expressly provided herein, all determinations by the Board of Trustees shall be based on a majority of the voting Trustees of the Board of Trustees present at a meeting at which there is a quorum, or the approval of all Trustees of the Board of Trustees if done by email or other written consent.

Section 13. Meetings. Regular meetings of the Board of Trustees shall be held at periodic intervals as the Board of Trustees may deem appropriate. Notice of any meeting shall be given to each Trustee of the Board of Trustees at least two days prior to the meeting by any effective means of communication. Any such notice may be waived. Meetings of the Board of Trustees may be held through communications equipment if all persons participating can hear each other, and such participation shall constitute presence at the meeting for purposes of calculating a quorum.

Section 14. Association Property. The Board of Trustees and its successors shall hold all real and personal property of the Association as Trustee for the Association.

Section 15. Conflicts of Interest. It is expected that Trustees of the Board of Trustees shall act so as to scrupulously avoid conflicts of interest between the interests of the Association and personal, professional and business interests. This includes avoiding potential and actual conflicts of interest as well as the appearance of a conflict of interest. Conflict of interest refers to any interest that, in the sole judgment of the Trustee, may actually or potentially affect the Trustee's ability to consider a matter or issue fairly and without bias. Each Trustee shall certify such Trustee's compliance with the Conflict of Interest Policy at any time as requested by the President, the Board of Trustees or the Chief Executive Officer.

Section 16. Compensation. Except for the Chief Executive Officer, or other professional officers hired by the Association, no officer or Trustee of the Board of Trustees shall receive any compensation for serving in such position; however, officers and Trustees may be reimbursed for actual expenses incurred in the performance of their duties for the Association in accordance with reimbursement guidelines approved by the Board of Trustees from time to time.

ARTICLE IV. Chief Executive Officer. The Chief Executive Officer shall be appointed by the Board of Trustees. The Chief Executive Officer shall serve at the pleasure of the Board of Trustees and shall have such duties, authority, terms of employment and compensation as may be determined by the Board of Trustees from time to time. The Chief Executive Officer shall manage the day-to-day business of this Association and shall have authority to employ any other staff members necessary to maintain the daily operation or discharge any staff member. The Chief Executive Officer shall be a non-voting ex officio member of the Board of Trustees and all of the Sections of the Association. For purposes of orderly administration of the business of the Association, the Chief Executive Officer shall report to and shall be supervised by the President, except as the Board of Trustees may otherwise determine.

ARTICLE V. COMMITTEES; SECTIONS.

Section 1. Creation; Discontinuance. From time to time, the Board of Trustees may form Committees, Divisions, Sections or Groups (collectively “Sections”), whose functions are to promote the activities of the Association assigned to them by the Board of Trustees. The Board of Trustees may discontinue Sections as it sees fit in its sole discretion. The Current standing committees of the Association are as follows: Finance, Certified Grievance (formerly known as Professional Ethics), Bar Exam & Qualifications, Fee Dispute and Arbitration, and Unauthorized Practice of Law. The President shall, upon assuming office, promptly designate a chair and/or co-chair and appoint members to each of the foregoing Sections if still in existence.

Section 2. Liaison. The President shall appoint to each Standing Committee and each Special Committee a Trustee of the Board of Trustees as a non-voting member of such committee for the purpose of liaison between the committee and the Board of Trustees.

Section 3. Reports. Each Section shall maintain a record of its proceedings and shall report its activities to the Board of Trustees as may be requested from time to time. This rule shall have no application to the Certified Grievance Committee which shall be autonomous from the Board of Trustees, subject to supervision pursuant to Rule V, Supreme Court Rules for the Government of the Bar.

Section 4. Removal and Vacancies. The President, with the advice and approval of the Board of Trustees, may remove any member of any Section for failure to attend to such member’s duties and may in like manner fill for the unexpired term any vacancy in any such Section or in the office of Chair or Co-Chair.

ARTICLE VI. MEETINGS OF MEMBERS.

Section 1. Annual Meeting. The Association shall hold an annual meeting each year, the date for which shall be fixed by the Board of Trustees not less than 30 days in advance thereof.

Section 2. Other Monthly and Special Meetings. Other meetings may be held at such times as the President or Board of Trustees shall provide. Special meetings must be called by the President at the written request of one-fourth of the Association members.

Section 3. Quorum. 50 members shall constitute a quorum at any annual or special meeting and all decisions of the members shall be made on the majority vote of those present and voting.

Section 4. Notice of Meetings. Notice of annual, and special meetings of the Membership shall be sent to all members at least ten days prior to the meeting. Such notice may be provided by any of the following means: (i) in an issue of the Association's official publication (ii) on the Association’s website, (iii) through email distribution to the email distribution lists maintained by the Association for communications with Members; or (iv) such other electronic format as is generally accessible to the Regular Members.

ARTICLE VII. FISCAL YEAR. The fiscal year of the Association shall be July 1st through the following June 30th unless changed by the Board of Trustees.

ARTICLE VIII. INDEMNIFICATION

Section 1. Authorization. Unless otherwise prohibited by law, the Association shall indemnify any Trustee or officer or any former Trustee or officer, and may, upon the determination of the Board of Trustees, indemnify any member, or employee, against any and all expenses and liabilities incurred by such person in connection with any claim, action, suit or proceeding to which such person is or is made a party by reason of being a Trustee, officer, member or employee. There shall be no indemnification, however, in relation to matters as to which such person is adjudged to be guilty of a criminal offense or liable to the Association for damages arising out of gross negligence or willful misconduct in the performance of a duty to the Association.

Section 2. Expenses. Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, reasonable attorneys' fees; costs and disbursements; judgments, fines and penalties against such Trustee, officer, member or employee, and amounts paid in settlement by such Trustee, officer, member or employee. The Association may advance expenses or where appropriate may itself undertake the defense of any Trustee, officer, member or employee; provided, however that any such person shall repay such expenses if it is ultimately determined that such person is not entitled to indemnification under this Article.

Section 3. Insurance. The Board of Trustees may authorize the purchase of insurance on behalf of any Trustee, officer, member, employee, or other agent against any liability incurred which arises out of such person's status as a Trustee, officer, member, employee or agent, whether or not the Association would have the power to indemnify the person against that liability under law.

ARTICLE IX. AMENDMENTS TO ARTICLES OF INCORPORATION AND CODE OF REGULATIONS. The Articles of Incorporation and the Code of Regulations may be amended by a two-thirds (b) vote of the members present at any meeting of the Association, providing that the text of any such proposed amendment shall be sent to the membership at least 30 days preceding such meeting. Such notice may be provided by any of the following means: (i) in an issue of the Association's official publication (ii) on the Association's website, (iii) through email distribution to the email distribution lists maintained by the Association for communications with Members; or (iv) such other electronic format as is generally accessible to the Regular Members.

ARTICLE X. AMENDMENT AND RESTATEMENT. This Amended and Restated Code of Regulations amends and restates in its entirety any prior Codes of Regulation of the Association.