



An Ohio Nonprofit Corporation
Code of Regulations

Approved 11/13/2008

ARTICLE I

The name of this organization shall be the Ohio Association of Civil Trial Attorneys. It is an Ohio Nonprofit Corporation.

ARTICLE II - PURPOSE

This organization is an association of Ohio attorneys who represent the interests of defendants in tort litigation and other parties in civil disputes who are paid for their services other than principally out of the recovery they obtain, and personnel from corporations, government bodies and insurance companies responsible for managing such matters, formed to act together to advocate in the courts, to educate the bar on common problems and to serve the public by promoting and improving the administration of justice.

ARTICLE III - MEMBERSHIP

Qualification for Membership: Those persons qualified for membership are:

ACTIVE:

(1) Members of the Bar of Ohio actively engaged in the practice of civil law who represent the interests of defendants in tort litigation or other parties in civil disputes who are paid for their services other than principally out of the recovery they obtain.

(2) Full-time supervisory or managerial employees of insurance companies, corporations, governmental bodies, or house counsel who individually devote a substantial portion of their time to coverage disputes, civil litigation or litigation administration.

ASSOCIATE:

(1) Full-time law professors.

(2) Law students.

(3) Full-time judges, magistrates and their legal staff.

(4) Paralegals, legal assistants, or other employees who perform legal services under the direction and supervision of an attorney and are sponsored by a member of the organization who is their employee, supervisor, or co-employee. Paralegal membership is not open to anyone who has been admitted to practice law before the bar of the State of Ohio.

(5) Anyone the Board of Trustees determines by a vote of two-thirds of those present, who meets the purpose of the organization as stated in Article II.

INACTIVE:

(1) Any member who permanently retires from work or who moves out of Ohio and who had been a member in good standing for at least five years.

Procedure: Application for membership shall be submitted to the Secretary and shall then be referred to the Board of Trustees for acceptance or rejection.

Rights: Only active members may vote or hold office.

ARTICLE IV - MEETINGS

(A) Members

There shall be an Annual Meeting of the Membership at which time the Officers and Trustees shall be elected and such other business as appropriate will be conducted. Special meetings of the membership may be called by the President or by a majority of the Board of Trustees. Notice of all meetings of the Membership shall be communicated to all members. Such notice may be oral, written or e-mail. In the case of Annual Meeting, it shall be given not less than thirty (30) days before the meeting, and in the case of special meetings, not less than ten (10) days before such meeting. Unless otherwise stated, a majority vote will be sufficient to determine any matter.

(B) Board of Trustees

There shall be at least four regular meetings of the Board of Trustees each year. The President shall determine the date and location. Such meetings will be held in Ohio, unless a majority of all the Board of Trustees members agree to another location.

Special meetings of the Board of Trustees may be called by the President or by any three of the Board of Trustees at a date the President or they determine. At special meetings, only the purposes specified may be discussed or voted upon.

Notice of all meetings shall be communicated by the President, or the Executive Director at the request of the President, or by those calling a special meeting, to all members of the Board of Trustees and to all committee chairpersons. Any member may attend meetings. Such notice may be oral or in writing, and must be given at least three days in advance for special meetings of the Board of Trustees. Such notice will state the time and place, and in the case of special meetings, the purposes.

A quorum at any meeting shall be a majority of the whole authorized number of the Board of Trustees members. Only members of the Board of Trustees may constitute a quorum, and only they may vote. Trustees may attend meetings electronically. Trustees attending remotely shall be counted when determining a quorum. Any proxy voting at any regular or special meeting of Trustees must be submitted to the President and attached to the minutes of such meeting. Members voting by proxy shall be counted as present when determining a whether a quorum is present.

(C) Action without Meeting

Any action of the Board of Trustees that may be authorized or taken at a meeting of the Trustees, may be authorized or taken without a meeting with the written affirmative vote or approval of, signed by all of the Trustees, who would be entitled to notice of a meeting for that purpose. Any such writing shall be filed with or entered upon the records of the corporation. Any transmission by authorized communications equipment that contains an affirmative vote or approval of the Trustee is a signed writing for purposes of this provision. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed.

ARTICLE V - OFFICERS AND THEIR DUTIES

(A) President

The President shall preside at all meetings of the organization and of the Board of Trustees. The President shall, with the assistance of the Secretary, present to each meeting of the organization and of the Board of Trustees an agenda of the matters to come before each meeting. The Treasurer or President shall co-sign all checks drawn on any account of the organization for more than \$5,000. The President shall perform such other duties and acts as usually pertained to the office and as may be prescribed by the organization and/or Board of Trustees.

(B) Vice President

The Vice President shall assume the duties, but not the title, of the President upon request of the President or when the President is absent or when the President is otherwise unable to perform the duties of her or his office. The Vice President shall have the responsibility for overseeing the Substantive Law Committees of the organization.

(C) Secretary-Membership Chair

The Secretary shall be the custodian of all books, papers, documents, and other property (except money) of the organization and Board of Trustees, and do and perform all acts usually pertaining to the office and as may be prescribed by the organization and/or Board of Trustees all under the supervision and direction of the Board of Trustees. The Secretary shall make reports of the organization's activities at every meeting of the organization and of the Board of Trustees. The Secretary shall set up and maintain special books showing a true copy of all amendments of, and to, this code of regulations showing the date of adoption. This shall be kept current. The Secretary shall also assume the position of Membership Chair with the responsibility for coordinating efforts to maintain and expand the membership of the organization. The Secretary in conjunction with the Executive Director shall confirm in each January that the Association has on file with the Secretary of State the name of its Statutory Agent and that the Association's Statement of Continued Existence is on file with the Secretary of State pursuant to R.C. 1702.59.(Currently due February 12, 2012). The Secretary, in conjunction with the Executive Director shall be responsible for maintaining the membership records, including the names, addresses, date of admission to membership and their classification, as required by R.C.1702.13

(D) Treasurer

The Treasurer shall perform the usual duties of a Treasurer in organizations of this kind; collect dues, keep accounts, and except for current expenses, shall disburse the monies of the organization only upon direction of the Board of Trustees of the organization and shall make reports of the receipts and expenditures and financial condition of the organization at every meeting of the organization and of the Board of Trustees. The Treasurer or President shall co-sign all checks drawn on any account of the organization for more than \$5,000. The Treasurer shall also serve upon and act as chair of the Finance Committee, which will include two additional members appointed by the President from the past presidents of the organization. The Treasurer shall review the annual tax filings prepared by the organization's accountants and association management on behalf of the organization prior to any filing being made.

(E) Immediate Past President

The Immediate Past President shall serve as an ex officio voting member of the Executive Committee and Board of Trustees. The President may call upon the Immediate Past President to perform such duties as are appropriate for this position of honor.

(F) Removal

An officer may be removed from office for failure to perform the duties of the position by a two-thirds vote of all members of the Board of Trustees, provided such person shall have a right to a full hearing before the Board of Trustees before removal.

ARTICLE VI- TRUSTEES AND THEIR DUTIES

(A) Membership

The number of elected trustees shall be determined at the Annual Meeting, but such number shall not be less than twelve (12), five (5) of whom shall be the Officers of the organization. The trustees shall perform such duties as may be assigned to them by the President or by the Board of Trustees. In addition to the elected trustees the Immediate Past President and DRI State Representative shall serve as ex officio voting Trustees.

(B) Attendance at Meetings, Vacancy and Removal

Each Trustee shall respond to the Executive Director advising whether they will attend in person or by proxy or will be unable to attend a noticed Board Meeting

A trustee may be removed from office for failure to perform the duties of the position by a two-thirds vote of all members of the Board of Trustees, provided such person shall have a right to a full hearing before the Board of Trustees before removal. Any trustee seat which becomes vacant during the year, by death, resignation or removal may be filled by majority vote of the Board for the remainder of the Trustee's term.

(C) Voting

Unless otherwise stated, with a quorum present a majority vote will be sufficient to determine any matter.

(D) Disinterested Trustees

(1) No contract, action, or transaction is void or voidable with respect to the Association because the contract, action, or transaction is between or affects the Association and one or more of its Trustees or Officers, or is between or affects the Association and any other person in which one or more of the Association's Trustees or Officers are Trustees or Officers, or in which one or more of the Association's Trustees or Officers have a financial or personal interest, or because one or more interested Trustees or Officers participate in or vote at the meeting of the Trustees or a committee of the Trustees that authorizes the contract, action, or transaction, if any of the following applies:

(a) The material facts as to the Trustee's relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Trustees or the committee, and the Trustees or committee, in good faith reasonably justified by the material facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested Trustees, even though the disinterested Trustees constitute less than a quorum of the Trustees or the committee;

(b) The material facts as to the Trustee's relationship or interest and as to the contract, action, or transaction are disclosed or are known to the members entitled to vote on the contract, action, or transaction, and the contract, action, or transaction is specifically approved at a meeting of the members held for the purpose of voting on the contract, action, or transaction, by the affirmative vote of a majority of the voting members of the Association who are not interested in the contract, action, or transaction;

(c) The contract, action, or transaction is fair as to the Association as of the time it is authorized or approved by the Trustees, a committee of the Trustees, or the members.

(2) Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees, or of a committee of the Trustees, that authorizes such a contract, action, or transaction.

(3) Divisions (1) and (2) of this section do not limit or otherwise affect the liability of Trustees under section 1702.55 of the Revised Code.

(4) For purposes of this section, a Trustee is not an interested Trustee solely because the subject of a contract, action, or transaction may involve or effect a change in control of the Association or the Trustee's continuation in office as a Trustee of the Association.

(5) For purposes of this section, "action" means a resolution that is adopted by the Trustees or a committee of the Trustees.

ARTICLE VII- COMMITTEES

(A) Standing Committees: There shall be an Executive Committee, Membership Committee and a Nominating Committee and such other Standing Committees as the Board of Trustees may establish

(1) The Executive Committee shall be composed of the four officers of the Association and the Immediate Past President and chaired by the President.

(2) The Membership Committee shall be chaired by the Secretary of the Association and shall have two other Trustee members and such other members as the President shall appoint.

(3) The Nominating Committee shall be comprised of the prior five Presidents and shall be chaired by the Immediate Past President. At least 75 days before the Annual Meeting the Chairman of the Nominating Committee shall cause an e-mail announcement to be sent to the membership that the Committee welcomes suggestions as to who should be considered for positions as Officers and Trustees. The Committee is solely responsible for selecting the proposed nominees it submits to the membership for election.

(B) Other Committees: The President may create other committees at any time and appoint a chairperson and establish the membership of such committees. Unless otherwise stated, a majority vote by the committee will be sufficient to determine any matter.

ARTICLE VIII – SECTIONS

The Board of Trustees may establish Substantive Law Sections at any time. The President shall appoint a Chairperson for such sections, and for those committees which do not have a Trustee serving as the Chairperson, a Trustee shall be appointed by the President to serve as a liaison from the Board to the Section.

ARTICLE IX - NOMINATIONS, ELECTION, AND TERMS OF OFFICERS AND TRUSTEES

(A) The election of Officers and trustees shall take place at the Annual Meeting of the organization. The election of the Officers and the trustees shall be conducted at the Annual Meeting either by vote of the members then present or by an e-mail or mail and fax vote. The Board shall determine the manner of voting at least 30 days prior to the Annual Meeting.

The election will be conducted as hereinafter prescribed. At least 75 days before the Annual Meeting the Chairman of the Nominating Committee shall cause an e-mail announcement to be sent to the membership that the Committee welcomes suggestions as to who should be considered for positions as Officers and Trustees. Not less than 60 days prior to the Annual Meeting, the Nominating Committee shall propose nominees for the offices to be filled, and notice thereof shall be given to the members at least 45 days prior to the Annual Meeting. Thereafter, within the period of the next ten (10) days, any group of five or more members may place in nomination additional nominees for one or more offices by written notice to the Secretary.

If the election is to be by e-mail or mail and fax, ballots shall be sent to the members not less than three (3) weeks (21 days) before the Annual Meeting, to be returned to the Secretary prior to the time for the meeting.

The Nominating Committee shall act as the tellers and shall report the results of the election at the Annual Meeting. Each office should be filled by a majority vote of those present at the Annual Meeting, or if by other means, of the ballots cast for each office. In the event of a tie vote for any office, a run-off vote will be held of those tied, using the same voting method used originally.

No person shall be eligible to succeed herself or himself as President, however, if a vacancy in the office of President occurs the Vice President upon becoming President shall be eligible to serve a subsequent full term as President, if so elected.

(B) Terms of Officers and Trustees

Officers and trustees shall be elected for a term of one year. However, the President, upon becoming Immediate Past President remains a trustee for one year. The terms of office shall begin at the conclusion of the meeting at which their successor is elected.

(C) Vacancies

In the event the office of President becomes vacant by resignation, disability, death or removal from office, the Vice President shall become President. In the event one of the other offices or trustee positions becomes vacant by resignation, disability, death or removal from office the President shall fill the vacancy for the remaining term with the approval of the Board of Trustees.

(D) DRI State Representative

The Board of Trustees shall select the DRI State Representative, who shall serve a three year term. The DRI State Representative shall be an ex-officio voting member of the Board of Trustees.

ARTICLE X - REMOVAL OF A MEMBER

A member may be removed or expelled from membership by a two-thirds vote of all members of the Board of Trustees for conduct which is adverse to the best interest of the organization. A member shall have the right to a full hearing before the Board of Trustees before expulsion, and if expelled, may request reinstatement at the next meeting of the membership. For reinstatement, a majority vote of those present at the next meeting will be needed.

The President or Secretary will give at least thirty (30) days written or e-mail notice to any such person prior to the effective date of removal or expulsion. Should such person request a hearing, he or she must give written or e-mail notice to the President or Secretary within fifteen (15) days of mailing of notice of removal or expulsion. Any such hearing will be a special meeting of the Board of Trustees.

ARTICLE XI - DUES

The Board of Trustees shall establish the amount of the annual dues structure for each class of membership. Any changes must be made before the Annual Meeting, and notice given at the Annual Meeting. On motion made and seconded, a majority vote of the members present at the Annual Meeting may establish a different amount.

ARTICLE XII - PERSONAL EXEMPTION

The organization shall indemnify any Officer or trustee or any member acting on behalf of and under the authority of the Board of Trustees for loss or damage arising out of, or in connection with, his duties as such officer, trustee, or member, unless the conduct causing such was dishonest.

ARTICLE XIII- STATUTORY AGENT

The President shall nominate and the Board shall approve the statutory agent pursuant to R. C. 1702.06.

ARTICLE XIV – EXECUTIVE DIRECTOR

The Board may appoint an Executive Director or contract with a management company to perform such duties as the President or Board may delegate, including central office operations, membership coordination, meeting planning and coordination, publications, and financial functions.

ARTICLE XV - FISCAL YEAR

The fiscal year of the organization shall begin on January 1 and end on December 31.

ARTICLE XVI - AMENDMENTS

These regulations may be amended or rescinded at any meeting of the membership by an affirmative vote of two-thirds of the members present, provided further that notice of the proposed change be given by the Secretary to the members by mail or e-mail at least fifteen (15) days before the meeting at which such action proposed.