
To the members of the Ohio State Bar Association

In February 2012, the Ohio legislature enacted significant changes to the unincorporated association statute, R.C. 1745. Changes to this statute are particularly relevant to the Ohio State Bar Association because it is currently organized as an unincorporated association. In response to the statutory changes, a majority of the members of the Board of Governors has proposed adoption of amendments to the OSBA Constitution. The amendments are set forth below. To view a full rationale for the amendments, visit www.ohiobar.org.

The proposed amendments will be considered at the meeting of the General Assembly to be held at 3:30 p.m., on Wednesday, May 2, 2012, at the Duke Energy Convention Center, Cincinnati, Ohio.

Secretary, Ohio State Bar Association

In accordance with Article XX of the Constitution of the Ohio State Bar Association, a majority of the members of the Board of Governors propose adoption of the following amendments to the Constitution. Where the recommendation is to delete language, that language is ~~struck through~~. Where the recommendation is to add language, that language is underlined.

Ohio State Bar Association Report

Vol. 85 #14 April 2, 2012

is a publication of the
Ohio State Bar Association
©2012 Ohio State Bar Association
(ISSN-0744-8376)

Nina Corbut *Editor*
ncorbut@ohiobar.org

Andrew Hartzell *Managing Editor*
ahartzell@ohiobar.org

**Membership, Public
and Media Relations,
and Publications Committee:**

Chair:

Thomas L. Guillozet—Versailles
Members:

Gust Goutras—Canton
Yolanda D. Gwinn, Toledo

John D. Holschuh Jr., Cincinnati
Joseph L. Ludovici, East Liverpool
Kevin Murphy—Warren
Bill Owens—Coshocton

1700 Lake Shore Drive
P.O. Box 16562
Columbus, Ohio 43216-6562

(614) 487-2050
(800) 282-6556

The *Ohio State Bar Association Report* is a service provided to members of the Ohio State Bar Association through their dues and is not available to nonmember attorneys. Governmental agencies and educational and legal research organizations may subscribe at \$150/year. Single copies to members and qualified subscribers \$4.

This presentation of advertising of products or services herein does not necessarily constitute their endorsement by the Ohio State

Bar Association. Editor reserves the right to reject any advertising submitted for publication. While advertising copy is reviewed, no endorsement of any advertisement is intended or implied by publication in *Ohio State Bar Association Report*.

Published weekly by
Thomson Reuters
P.O. Box 64526
St. Paul, MN 55164-0526

Periodical postage paid at Columbus, Ohio, and additional mailing offices.



Recycled paper.

Postmaster

USPS-404-200. Send change of address including nine-digit ZIP code to:

OSBA Report

P.O. Box 16562
Columbus, Ohio 43216-6562

Proposed Amendments

§10.2 Except where this constitution requires that action be otherwise authorized or taken, all of the authority of this Association shall be exercised by or under the direction of the Board of Governors as the managers of the Association. The Board of Governors shall manage the affairs of the Association, including but not limited to budgetary matters, subject to the Constitution and Bylaws; shall make provision for maintaining and administering the offices of the Association; and shall have full power and authority to do all acts and perform all functions of the Association in the intervals between regular meetings of Association members, except that the Board shall not have power to amend the Constitution.

§11.5.3 The Council of Delegates shall consider and act upon any and all resolutions properly before it pursuant to §11.5.5 relative to the promotion of the purposes of the Association submitted to the Council by any of its members, by an Association member, or by any local bar association of the State, providing the same has been timely reported in writing to the secretary of the Association and published pursuant to the provisions of §8.2. Nothing contained herein shall prevent the Council from considering amendments or substitute measures during the deliberative process.

§11.5.5 Subject to the provision of Article X and §11.7, ¶The Council of Delegates shall have the authority to determine general policies of this Association, except as otherwise limited by this Constitution recommend changes in the substantive law of Ohio, in the administration of justice, and to consider and act upon resolutions submitted pursuant to §11.5.3.

§5.3 The president-elect shall be elected by the regular members of the Association duly registered and in attendance at the regular meeting of the Association next preceding the commencement of the term of office.

§9.1 The treasurer shall collect and, by order of the Board of Governors, disburse all funds of the Association and keep regular accounts which at all times shall be open to the inspection of all members of the Board of Governors. The treasurer shall give bond in such sum as shall be set by the Board of Governors.

§10.4 All property of the Association, real, personal, and mixed, shall be held in the name of the Association. The Association is authorized to rent, lease, own, buy, sell, mortgage, or pledge real or personal property. Any one of the following officers: president, president-elect, secretary, treasurer, or executive director, shall be authorized to execute all documents in connection therewith other than the sale of real estate which shall require the signature of at least two of those officials. No lease, purchase, sale or mortgage of Association real estate or pledge of personal property shall be completed without the express authorization of the Board of Governors.

§10.6 Except as otherwise authorized, no person shall serve more than one term as an elected or appointed member of the Board of Governors. Notwithstanding the foregoing, a member of the Board of Governors may run for and be elected president-elect of the Association, and if elected, shall serve as a member of the Board of Governors concurrent with his or her terms as president-elect, president and immediate past president as provid-

continued ►

ed in Articles VII, VI and X respectively. In the event that such person is elected president-elect prior to the expiration of such person's elected or appointed term as a member of the Board of Governors, a vacancy shall be thereby created and shall be filled as provided in § 17.1. ~~No person who has been elected or appointed to a full term pursuant to §10.1 to the Executive Committee or the Board of Governors shall thereafter be eligible to be elected or appointed to the Board of Governors.~~

§11.4 A majority ~~One-third~~ of the members of the Council of Delegates shall constitute a quorum.

15.1 The president, subject to the approval and confirmation of the Board of Governors, shall appoint ~~a~~ members of a committee on legal ethics and professional conduct, ~~and such other committees and boards of governors of such sections as may be approved and provided for by the Board of Governors~~ a committee on unauthorized practice of law, and all section councils. For each committee and section the president of the Association shall designate a chairperson.

§20.1 This Constitution may be amended only by the vote of a majority of the regular members in attendance at a regular or special meeting of the Association. Any such amendment shall be proposed by the filing with the secretary of the Association of a petition containing the full text of the proposed amendment(s) ~~signed by~~ either (i) approved by a majority of the members of the Board of Governors; ~~or signed by~~ (ii) one-half of the members of the Council of Delegates; or (iii) as many regular members of the Association in good standing as there are members of the Council of Delegates at the time the proposed amendment(s) is filed, not more than two-thirds of such signers being from any one district.

New member applicants

The following applications for membership in the Ohio State Bar Association have been received. The names of the applicants will be transmitted to the OSBA Board of Governors for approval in accordance with Article IV of the OSBA Constitution.

March 19, 2012

Elisa T. Arthurs, Columbus
Sarah V. Beaubien, Toledo
Michael D. Clemens, Fairmont, W.Va.
Allan R. Daily, Cincinnati
Matthew P. Hampton, Columbus
Nicholas A. Keller, Columbus
Andrew T. Kielczewski, Columbus
Lauren S. Kuley, Columbus
William J. Gregory Levendusky, Cleveland

Ashon L. McKenzie, Columbus
Tom Mlakar, Cleveland
Jenifer L. Moore, Dayton
Michael S. Owendoff, Beachwood
Jennifer M. Ruehr, Ravenna
Megan A. Spagnolo, Cleveland
Christopher W. Tackett, Sandusky
Matthew P. Yourkvitch, Uniontown