



OHIO STATE BAR
ASSOCIATION
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**REPORT OF THE OHIO STATE BAR ASSOCIATION
GENERAL ASSEMBLY MEETING
And the OSBA's Treasurer's Report**

The Ohio State Bar Association General Assembly meeting took place virtually via Zoom on Friday, July 24, 2020 to consider two amendments to the OSBA Constitution that would further update our governance structure and align with modern best practices, and to provide more leadership opportunities through the OSBA Council of Delegates.

Ohio State Bar Association President Eleana Drakatos called the meeting to order at 9:30 AM. Following the State of the Judiciary from Chief Justice O'Connor and an OSBA report from President Drakatos, the general assembly considered the proposed constitutional amendments.

Proposed Amendment – Opportunity for Extension of Terms for District Representatives on the Board of Governors.

The amendment allowed for those elected to the OSBA Board of Governors to serve up to two consecutive, three-year terms, provided they are re-elected by the members of their districts. Currently, board members may serve only one three-year term. A majority of the current board supported this change, believing the opportunity for longer terms will help strengthen future governing bodies as they endeavor to be good stewards of the association budget and set the strategic direction for the OSBA.

Mr. Groves presented the proposed amendment and made a motion for its approval.

Proposed Amendment (Full Text)

ARTICLE IX

Board of Governors

§9.1 There shall be a Board of Governors consisting of the president, the president-elect, and the immediate past president, and one member elected by regular members of the Association in each of the districts established under authority of Article XI and in the manner set forth in Article XII, all of whom shall be regular members of the Association. Any Association contractor paid in excess of \$45,000 in one year or any previous employee shall be ineligible to be a member of the Board of Governors for a period of five years from the last date of engagement or employment. The president-elect, subject to approval by the Board of Governors, shall appoint one additional regular member of the Association to serve a three-year term on the Board of Governors. The terms of office of elected members of the Board of Governors and the member appointed by the president-elect shall be three years beginning on July 1 next following their elections or appointment. The terms of the elected members shall be alternated as provided by the

Board of Governors. Board of Governors members elected during bar year 2020-2021 or after are eligible to serve a second, consecutive three-year term. Any such incumbent candidate must declare his or her candidacy in accordance with the policies of the Association and be re-elected by the members of his or her District.

§9.2 The Board of Governors shall annually adopt a budget for the Association, and shall determine the strategic and future direction of the Association. Except as otherwise set forth specifically in this constitution, all authority of this Association shall be exercised by or as directed by the Chief Executive Officer of the Association, subject to the policies promulgated by and the fiduciary oversight of the Board of Governors.

§9.3 The Board of Governors shall have authority to promulgate bylaws for the conduct of its own meetings, meetings of the Association, and meetings of the committees and section of the Association, which bylaws shall not be inconsistent with the provisions of this Constitution. The Board of Governors shall create such committees of the Board of Governors as it deems appropriate. The president, president-elect and immediate past president shall be non-voting members of all Board of Governors standing committees.

§9.4 All property of the Association, real, personal and mixed, shall be held in the name of the Association. The Association shall have the power to rent, lease, own, buy, sell, exchange, transfer, mortgage or pledge real or personal property; provided, that a lease, sale, exchange, transfer, mortgage, pledge or other disposition of all, or substantially all, the assets of the Association may be made only when that transaction is expressly authorized by the Board of Governors.

§9.5 Authority is vested in the Board of Governors to establish and collect a registration fee from each member attending a regular meeting of the Association as a condition precedent to registration and participation in any of the activities of such meeting other than participation in the meeting of the Council of Delegates or the General Assembly.

§9.6 No person who has been elected or appointed to a full term during bar year 2019-2020 or before, pursuant to §9.1 to the Executive Committee or the Board of Governors shall thereafter be eligible to be elected or appointed to the Board of Governors. No person who has been elected or appointed to two full terms during bar year 2020-2021 or after, pursuant to §9.1 to the Board of Governors, shall thereafter be eligible to be elected or appointed to the Board of Governors.

§9.7 Each member of the Board of Governors from a district shall be the representative of the Association in that district. The Board of Governors member shall call and preside at all district meetings; shall promote the purposes of and stimulate membership in the Association in the district; shall seek to correlate the work and activities of this Association with the work and activities of local bar associations within the district; and shall perform such other duties in the district as may be assigned by the president or the Board of Governors. Any Board of Governors member seeking a second, consecutive term pursuant to §9.1 must recuse himself or herself from presiding over any election or debate related to such Board of Governors seat.

Ms. Walker then made a motion to amend the proposed amendment to delete “, and consecutive” from §9.1 and delete “No person who has been elected or appointed to a full term during bar year 2019-2020 or before, pursuant to §9.1 to the Executive Committee or the Board of Governors shall thereafter be eligible to be elected or appointed to the Board of Governors” and delete “during bar year 2020-2021 or after,” from §9.6. The motion was seconded by Ms. Graham-Hurd.

The motion was accepted by a vote of 118 in favor and 33 against.

Mr. Groves then made a motion to delete “Board of Governors” from §9.1 so that it reads as follows “Members are eligible to serve a second three-year term. Any such incumbent candidate must declare his or her candidacy in accordance with the policies of the Association and be re-elected by the members of his or her District.”

To Mr. Groves motion, Judge Trapp suggested a friendly amendment to add “Association” to §9.1 so that it reads as follows “Association members are eligible to serve a second three-year term. Any such incumbent candidate must declare his or her candidacy in accordance with the policies of the Association and be re-elected by the members of his or her District.”

Mr. Groves accepted the friendly amendment, and Judge Trapp seconded the motion. The proposed amendment was accepted by a vote of 134 in favor and 14 against.

The General Assembly then voted on the approval of the Proposed Constitutional Amendments as Amended. The amended proposal was accepted by a vote of 132 in favor and 12 against.

Below are the amendments, as adopted (Full Text).

ARTICLE IX

Board of Governors

§9.1 There shall be a Board of Governors consisting of the president, the president-elect, and the immediate past president, and one member elected by regular members of the Association in each of the districts established under authority of Article XI and in the manner set forth in Article XII, all of whom shall be regular members of the Association. Any Association contractor paid in excess of \$45,000 in one year or any previous employee shall be ineligible to be a member of the Board of Governors for a period of five years from the last date of engagement or employment. The president-elect, subject to approval by the Board of Governors, shall appoint one additional regular member of the Association to serve a three-year term on the Board of Governors. The terms of office of elected members of the Board of Governors and the member appointed by the president-elect shall be three years beginning on July 1 next following their elections or appointment. The terms of the elected members shall be alternated as provided by the Board of Governors. [Association members are eligible to serve a](#)

second three-year term. Any such incumbent candidate must declare his or her candidacy in accordance with the policies of the Association and be re-elected by the members of his or her District.

§9.2 The Board of Governors shall annually adopt a budget for the Association, and shall determine the strategic and future direction of the Association. Except as otherwise set forth specifically in this constitution, all authority of this Association shall be exercised by or as directed by the Chief Executive Officer of the Association, subject to the policies promulgated by and the fiduciary oversight of the Board of Governors.

§9.3 The Board of Governors shall have authority to promulgate bylaws for the conduct of its own meetings, meetings of the Association, and meetings of the committees and section of the Association, which bylaws shall not be inconsistent with the provisions of this Constitution. The Board of Governors shall create such committees of the Board of Governors as it deems appropriate. The president, president-elect and immediate past president shall be non-voting members of all Board of Governors standing committees.

§9.4 All property of the Association, real, personal and mixed, shall be held in the name of the Association. The Association shall have the power to rent, lease, own, buy, sell, exchange, transfer, mortgage or pledge real or personal property; provided, that a lease, sale, exchange, transfer, mortgage, pledge or other disposition of all, or substantially all, the assets of the Association may be made only when that transaction is expressly authorized by the Board of Governors.

§9.5 Authority is vested in the Board of Governors to establish and collect a registration fee from each member attending a regular meeting of the Association as a condition precedent to registration and participation in any of the activities of such meeting other than participation in the meeting of the Council of Delegates or the General Assembly.

§9.6 No person who has been elected or appointed to two full terms pursuant to §9.1 to the Board of Governors shall thereafter be eligible to be elected or appointed to the Board of Governors.

§9.7 Each member of the Board of Governors from a district shall be the representative of the Association in that district. The Board of Governors member shall call and preside at all district meetings; shall promote the purposes of and stimulate membership in the Association in the district; shall seek to correlate the work and activities of this Association with the work and activities of local bar associations within the district; and shall perform such other duties in the district as may be assigned by the president or the Board of Governors. Any Board of Governors member seeking a second, consecutive term pursuant to §9.1 must recuse himself or herself from presiding over any election or debate related to such Board of Governors seat.

In a second item of business, the General Assembly considered a proposed amendment to the OSBA Constitution to provide more leadership opportunities on the OSBA Council of Delegates.

Proposed Amendment – Increased District Representation on the Council of Delegates

This amendment increased the number of representatives on the OSBA Council of Delegates to ensure that in future years, each of the 18 districts would have at least two delegates elected to the council, regardless of the number of regular attorney members practicing in that district. In addition, districts with more than 300 members would elect one additional delegate for every 150 regular association members or a major fraction thereof.

These delegates would serve in addition to members of the board of governors, who by virtue of their position, also represent their district on the council. This reform was unanimously recommended by the OSBA Board of Governors.

Proposed Amendment (Full Text)

ARTICLE IX

Council of Delegates

§10.1 There shall be a Council of Delegates consisting of (1) the members of the Board of Governors; (2) ~~one~~ two delegates for each of the districts established under Article XI ~~in which there are not more than 225 Association regular members~~; (3) one delegate for each 150 Association regular members or major fraction thereof, for each of such districts in which there are more than ~~225~~ 300 Association regular members; and (4) six at-large delegates, at least two of whom shall be past-presidents of the Association.

The proposed amendment was accepted by a vote of 141 in favor and 9 against.

The meeting was adjourned at 10:30 AM.

Respectfully submitted,

Mary Amos Augsburger, Esq.
Chief Executive Officer and Corporate Secretary

The report of OSBA's Treasurer, Ken Heintz, for FY 2020 (July 1, 2019 – June 30, 2020) is below. Please note these financials are not yet audited, but they will be in the coming months.

Treasurer's Report

Report of the OSBA Treasurer for the Fiscal Year End 2020 ⁽¹⁾

Revenue

Dues.....	\$4,744,109
CLE.....	2,976,138
Advertising, Sponsorship & Exhibitors.....	199,482
Meeting.....	63,606
Investment Income ⁽²⁾	1,160,160
Other.....	531,502
Total.....	<u>\$9,674,998</u>

Expenses

Publications.....	\$821,866
Meetings & Seminars.....	699,481
Board of Governors & Council of Delegates.....	92,089
Video Production.....	27,782
Personnel.....	5,117,429
Office & Occupancy.....	1,550,596
Building (including capital expenditures) ⁽³⁾	1,455,351
Other.....	492,981
Total.....	<u>\$10,257,576</u>

Net Income (Surplus/Deficit) (\$582,578)

Notes:

- (1) This statement is unaudited
- (2) Includes dividends from OBLIC
- (3) Includes spending on significant building remodeling and updates to the 30-year old building