

THE LEGAL AID SOCIETY OF CLEVELAND

CODE OF REGULATIONS

(As Amended and Restated as of July 10, 2000)

ARTICLE I

Name

The name of the corporation shall be The Legal Aid Society of Cleveland, hereinafter referred to as the "Society".

ARTICLE II

Purposes

The purposes for which said corporation is formed are:

- (a) To render legal services in civil matters to persons unable to employ counsel for lack of means, either in the nature of consultation and advice or in the nature of representation in court or before administrative bodies;
- (b) To render defender services to persons unable to employ counsel for lack of means who are accused of crime, either in the nature of consultation or advice or in the nature of representation in court;
- (c) To undertake, promote, develop and carry out charitable, benevolent, eleemosynary and educational, civic and community projects, planned objects and activities of every kind, nature and description in furtherance of legal aid and defender work;
- (d) To do any act suitable and proper in the accomplishment of the purposes or the attainment of any of the objects or in furtherance of the powers herein set forth, either alone or in association with other firms, corporations, or individuals;
- (e) To act as an ombudsman by assisting citizens in dealing with governments, including political subdivisions, governmental agencies and instrumentalities, and public officials through the investigation of citizen complaints concerning government services and operations; and
- (f) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid purposes which may be permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law),

and which are also permitted under the laws of the State of Ohio, each as now enforced or hereafter amended.

The foregoing enumeration of purposes shall be construed both as objects and powers.

Notwithstanding any other provision of this Code of Regulations the Society shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law).

### ARTICLE III

#### Membership

Section 1. Members. The members of the Society shall be such persons interested in the work of the Society who shall pay annual dues to the Society in such amounts and in such manner as the Board of Trustees shall from time to time determine; provided, however, that each Client Eligible Trustee shall be deemed to be a member of the Society during such Trustee's tenure in office without the payment of dues.

Section 2. Voting. Only members in good standing who are appointed to the Board of Trustees shall be entitled to vote and take part in the proceedings of the Society.

### ARTICLE IV

#### Board of Trustees

Section 1. Number. The management of the Society shall be vested in a Board of Trustees consisting of (i) at least thirteen Attorney Trustees to be appointed by the Bar Association, plus any Trustee who shall continue as a Trustee by reason of the provision of Section 4 of this Article, and (ii) not more than eight Client Eligible Trustees as may be designated in accordance with policies and procedures established by the Board from time to time. For staggered three-year or one-year terms commencing July, 2000, the Board of Trustees shall be comprised of two Attorney Trustees and one Client Eligible Trustee from the Lorain County service delivery area, two Attorney Trustees and two Client Eligible Trustees from the Ashtabula County service delivery area, and ten Attorney Trustees and four Client Eligible Trustees from the Cleveland service delivery area. After 2003, the Board of Trustees shall include one Attorney Trustee and one Client Eligible Trustee from the Ashtabula County service delivery area, two Attorney Trustees and one Client Eligible Trustee from the Lorain County

service delivery area, and ten Attorney Trustees and six Client Eligible Trustees from the Cleveland service delivery area.

Section 2. Term of Office. Attorney Trustees shall be appointed for terms of three years, in such manner that the terms of approximately one-third thereof shall expire each year. Client Eligible Trustees shall be appointed in accordance with 45 CFR 1607.3(3) and their term of office shall be designated in accordance with policies and procedures established by the Board from time to time. Each trustee shall hold office until the successor of such Trustee is appointed or designated and is qualified.

Section 3. Nominations and Elections. The Nominating Committee appointed pursuant to Section 2(a) of Article VII shall propose to the Trustees a slate of officers. The election of officers shall be conducted according to the provisions of Article V.

Section 4. Limitations on Term of Office. No person who shall have been appointed for two consecutive terms as an Attorney Trustee shall be eligible for appointment until one year shall have elapsed after the end of the second term; provided, however, that an officer or nominee for election as an officer shall continue as a member of the Board of Trustees for the duration of the term of office in which such officer is then serving and/or to which such nominee is elected; and provided further that any trustee who shall serve as President during such Trustee's second consecutive term shall continue as a member of the Board of Trustees for one year after the expiration of his or her term of office as President.

Section 5. Vacancies. Vacancies in trustee positions occasioned by death, resignation or otherwise shall be filled from the service delivery area represented by the vacated position in a manner consistent with the Code of Federal Regulations. A trustee appointed to fill a vacancy shall be appointed for the unexpired term of his/her predecessor.

Section 6. Savings Clause. This method of appointing Trustees has been established in order to comply with those requirements set forth in Public Law 97-377 and 45 CFR 1607 et seq. This method of appointing Trustees shall remain in effect only to the extent that applicable statutes and regulations so require.

Section 7. Meetings. Meetings of the Board of Trustees may be called by the President, a Vice President, or by not less than five members thereof; provided, however, that the Board shall meet within ten days after the annual meeting of members to elect officers as provided for in Article V, Section 2. Trustees may participate in and vote at meetings via any form of communications equipment as long as all persons participating can hear each other, and participation in a meeting in such manner shall constitute presence at such meeting.

Section 8. Notice. Written notice stating the place and time of each meeting of the Board of Trustees shall be given by personal delivery, telegram or mail to all Trustees of the Society not less than two days before the day of the meeting.

Section 9. Quorum. A majority of Trustees then in office shall constitute a quorum.

Section 10. Powers. The Board of Trustees shall have all the powers conferred upon it by law, by the Articles of Incorporation and by this Code of Regulations. Without limiting the generality of the foregoing, by way of illustration, the Board is authorized:

- (a) To manage the property and affairs of the Society;
- (b) To determine the scope and extent of the activities of the Society and to define and carry out its policies;
- (c) To elect, appoint or employ such officers, committees, agents and employees as the Board shall deem necessary or desirable, and to delegate such powers of the Board as may lawfully be delegated; and
- (d) To determine and cause to be carried into effect all measures which the Board may deem proper and expedient to promote the objects and purposes of the Society.

## ARTICLE V

### Officers

Section 1. Officers and Duties. The officers of the Society shall consist of a President, one or more Vice Presidents, a Secretary, a Treasurer and such other officers as the Board of Trustees may deem necessary. The offices of Secretary and Treasurer may be combined when there are no Treasurer's duties to be performed. The duties of the officers shall be such as are usually performed by such officers, and they shall have such other duties as the Board of Trustees from time to time may prescribe.

Section 2. Election and Term of Office. The officers shall be elected by the Board of Trustees from its members, at the Board's first meeting following the annual meeting of members, and shall serve for terms of one year. No Trustee shall be elected to the same office for more than two consecutive terms.

Section 3. Removal. Any officer so elected may be removed by the Board of Trustees whenever in its judgment the best interests of the Society will be served thereby. The removal of an officer shall be without prejudice to the contract rights, if any, of the officer so removed. Election of an officer or agent shall not of itself create contract rights.

Section 4. Vacancies. If any vacancy shall occur in any office of the Society, such vacancy may be filled by the Board of Trustees for the unexpired portion of that term.

Section 5. Compensation. None of the Officers or Trustees of the Society shall receive any salary or compensation except for normal travel and other out-of-pocket expenses required for fulfillment of the obligations of the office or the board membership.

## ARTICLE VI

### Indemnification

The Society shall indemnify each trustee and officer, each former trustee and officer, and each person who is serving or has served at its request as a trustee or officer of any other enterprise (and the heirs and personal representatives of each such director and officer) to the full extent from time to time permitted by the laws of the State of Ohio in the event any of such persons shall be made, or threatened to be made, a party to any threatened, pending or completed action, suit or proceeding, whether criminal, civil, administrative or investigative.

## ARTICLE VII

### Committees

Section 1. Executive Committee. The officers of the Society shall administer the affairs of the Society when the Board of Trustees is not in session. Additional members may be appointed to the Executive Committee by the President with the approval and consent of the Executive Committee. The Executive Committee shall be comprised of the Officers who shall include a Trustee from the Ashtabula County service delivery area and a Trustee from the Lorain County service delivery area.

Section 2. Nominating Committee.

- (a) At least seventy-five days prior to the annual meeting of the Society, the President, having first obtained the advice and approval of the Board or Executive Committee, shall announce the appointment of a Nominating Committee consisting of five or more current or former Trustees of the Society.
- (b) The Nominating Committee shall have the power and duty to submit nominations for officers to the Board of Trustees at or before the Board's first meeting following the annual meeting of members.

Section 3. Personnel Committee. Within thirty (30) days after the annual meeting of members, and with consent of the Executive Committee, the President of the Society shall appoint a seven (7) to nine (9) member Personnel Committee from each of the following categories: Three (3) permanent employees, including one (1) nonprofessional, one (1) professional, nonlegal, and one (1) professional legal; and four (4) to six (6) trustees, including at least one (1) Client Eligible Trustee, and at least one (1) Officer of the Society.

Section 4. Other Committees. The President, with the approval and consent of the Board of Trustees or the Executive Committee, shall designate such other committees as may be appropriate, and shall appoint the members thereof.

## ARTICLE VIII

### Meetings of Members

Section 1. Meetings. The annual meeting of the members of the Society shall be held at such time and place as the Board of Trustees shall determine.

## ARTICLE IX

### Miscellaneous

Section 1. Annual Report. On an annual basis, the President and Treasurer shall present reports to the Board of Trustees. The President's report shall cover the activities of the Society during the preceding year. The Treasurer's report shall contain a summary of all receipts and expenditures of the Society during the preceding year together with a statement of the Society's assets and liabilities as of the end of such year.

Section 2. Bank Accounts. The Board of Trustees may open such accounts as the Society may require, including custodian accounts, in such banking institutions as it may select, in which the funds and securities under its control may be deposited. All checks, drafts, orders for the payment of money or other orders upon such accounts shall be signed by such officers or agents as the Board of Trustees may designate.

Section 3. Fiscal Year. The fiscal year of the Society shall end on the 31<sup>st</sup> day of December each year.

Section 4. Audit. The financial transactions and records of the Society shall be audited by a firm of certified public accountants, selected by the Board of Trustees, from time to time as the Board, in its discretion, may deem necessary.

## ARTICLE X

### Nondiscrimination

In its hiring, promoting, obtaining services, payment for services, rendering services, obtaining members, electing trustees and officers, and in all its activities, the Society shall not discriminate against any individual because of such individual's race, color, religion, sex, age, or national origin.

ARTICLE XI

Amendments

This Amended Code of Regulations may be amended as follows:

- (a) A proposal that the Amended Code of Regulations be amended may be made by ten or more members of the Society in good standing by filing with the Secretary a written statement setting forth the proposed amendment or amendments, signed by the proposers, together with a request that the proposal be submitted at the next meeting of the Trustees or at a special meeting of the Trustees called to consider such proposal.
- (b) A proposal that the Amended Code of Regulations be amended may also be made by resolution of the Board or Executive Committee, and in such case the Board or Executive Committee may direct that the proposal be submitted at the next meeting of the Trustees or at a special meeting of the Trustees called by the Board to consider such proposal.
- (c) When a proposal has been made as provided in this Article XI, the notice of the meeting at which the proposed amendment or amendments are to be considered shall state that the purpose or one of the purposes of the meeting is the consideration of such proposal, and a copy of the proposed amendment or amendments or a summary of the changes to be effected thereby shall be set forth in or mailed with the notice.
- (d) An amendment or amendments proposed and submitted at a meeting of the Trustees provided in this Article shall be adopted upon receiving the affirmative vote of two-thirds of the Trustees who are present and voting at such meeting.

This Amended and Restated Code of Regulations was unanimously adopted by the voting members present at the Annual Meeting of the Legal Aid Society of Cleveland on the 10<sup>th</sup> day of July, 2000.

Attest

Virginia S. Brown  
President

Attest

Stephen V. Cheatham  
Secretary

Date

July 10, 2000

**Exhibit B**

**Articles of Incorporation**



# 50118

A51 1935

These articles of incorporation of The Legal Aid Society of Cleveland; Witnesseth, that we the undersigned all of whom are citizens of the State of Ohio, desiring to form a corporation not for profit, under the general corporation laws of said state, do hereby certify:

First: The name of said corporation shall be The Legal Aid Society of Cleveland.

Second: Said corporation shall be located and its principal business transacted at Cleveland in Cuyahoga County, Ohio.

Third: The purpose for which said corporation is formed is to render legal assistance gratuitously or for a moderate charge to deserving persons not otherwise able to obtain the services of competent attorneys.

In witness whereof we have hereunto set our hands this 10th day of May, A.D. 1935.

Frederic C. Howd  
 George H. Kelly  
 Wladimir Prossman  
 Julian W. Lytle  
 Maximo Levine  
 W. M. Bankard  
 David Bergstein  
 R. D. Baldwin  
 A. H. Furbach  
 W. S. Engelman  
 W. H. Roberts  
 George A. Welch  
 R. H. ...  
 Gen. ...  
 Charles P. ...  
 Martin A. Marks

The State of Ohio,

A54 1936

Cuyahoga County) ss.

On this 11 day of May, A.D. 1905, personally appeared before me, the undersigned, a notary public within and for said county, the above named Frederick C. Howe, Isador Grossman, Manuel Levine, A.M. Bonhard, David Bergstein, A.D. Baldwin, A.H. Firbach, Jos. J. Engelman, W.O. Matthews, George A. Welch, R.H. Crowell, John MacGregor, Jr., Charles P. Hine, Martin A. Marks, George M. Kelly, Julian W. Tyler,

who each severally acknowledged the signature of the foregoing articles of incorporation to be his free act and deed, for the uses and purposes herein mentioned.

Witness my hand and official seal on the day and year last aforesaid.

Louis Englander  
Notary Public

The State of Ohio,

Cuyahoga County) ss.

I, Charles P. Salen, Clerk of the Court of Common

Plaint within and for the county aforesaid, do hereby certify that

Louis Englander whose name is subscribed to the foregoing acknowledgment as a notary public was at the date thereof a notary public in and for said county commissioned and qualified and authorized as such to take said acknowledgment, and further that I am well acquainted with his handwriting and believe the signature to said acknowledgment is genuine.

In witness whereof I hereunto set my hand and affix the seal of said court at Cleveland this 11 day of May A.D. 1905.

Charles P. Salen  
Clerk of Court

Deputy Clerk - Common Pleas  
County Cuyahoga County  
Cleveland, Ohio

CERTIFICATE OF AMENDMENT OF THE  
ARTICLES OF INCORPORATION OF THE  
LEGAL AID SOCIETY OF CLEVELAND

Richard E. Streeter, President, and James Calgie, Secretary, of The Legal Aid Society of Cleveland, an Ohio not for profit corporation, do hereby certify that a meeting of the voting members of said Society was called and held for the purpose of adopting resolutions of amendment of the Articles of Incorporation of said Society on the 27th day of March, 1975, at 8:00 P.M., at which meeting, by the unanimous vote of the voting members present, the following resolutions of amendment were adopted:

RESOLVED, that Article First of the Articles of Incorporation which reads as follows:

"First: The name of said corporation shall be The Legal Aid Society of Cleveland."

shall be amended to read as follows:

"First: Name. The name of the corporation shall be The Legal Aid Society of Cleveland."

RESOLVED, that Article Second of the Articles of Incorporation which reads as follows:

"Second: Said corporation shall be located and its principal business transacted at Cleveland in Cuyahoga County, Ohio."

shall be amended to read as follows:

"Second: Principal Place of Business. The place in the State of Ohio where the principal office of the corporation is to be located is in the City of Cleveland, Cuyahoga County."

RESOLVED, that Article Third of the Articles of Incorporation which reads as follows:

"Third: The purpose for which said corporation is formed is to render legal assistance gratuitously or

for a moderate charge to deserving persons not otherwise able to obtain the services of competent attorneys."

shall be amended to read as follows:

"Third: Purposes. The purposes for which said corporation shall be formed are:

- (a) To render legal services in civil matters to persons unable to employ counsel for lack of means, either in the nature of consultation and advice or in the nature of representation in court or before administrative bodies;
- (b) To render defender services to persons unable to employ counsel for lack of means who are accused of crime, either in the nature of consultation and advice or in the nature of representation in court;
- (c) To undertake, promote, develop and carry out charitable, benevolent, eleemosynary and educational, civic and community projects, planned objects and activities of every kind, nature and description in furtherance of legal aid and defender work;
- (d) To do any act suitable and proper in the accomplishment of the purposes or the attainment of any of the objects or in furtherance of the powers herein set forth, either alone or in association with other firms, corporations, or individuals;
- (e) To act as an ombudsman by assisting citizens in dealing with governments, including political subdivisions, governmental agencies and instrumentalities, and public officials through the investigation of citizen complaints concerning government services and operations; and
- (f) To do every other act or acts incidental or appurtenant to or growing out of the aforesaid purposes which may be permitted under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law), and which are also permitted under the laws of the State of Ohio, each as now enforced or hereafter amended.

"The foregoing enumeration of purposes shall be construed both as objects and powers.

"Notwithstanding any other provision of these Articles the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law)."

RESOLVED, that the following new Article Fourth shall be added to the Articles of Incorporation:

"Fourth: Nondiscrimination. In its hiring, promoting, obtaining services, payment for services, rendering services, obtaining members, electing trustees and officers, and in all its activities, the corporation shall not discriminate against any individual because of such individual's race, color, religion, sex, age, or national origin."

RESOLVED, that the following new Article Fifth shall be added to the Articles of Incorporation:

"Fifth: Amendments. These Articles of Incorporation may be amended as follows:


- (a) A proposal that the Articles of Incorporation be amended may be made by ten or more members of the corporation in good standing by filing with the Secretary a written statement setting forth the proposed amendment or amendments, signed by the proposers, together with a request that the proposal be submitted at the next annual meeting of the members or at a special meeting of the members called to consider such proposal.
- (b) A proposal that the Articles of Incorporation be amended may also be made by resolution of the Board or Executive Committee, and in such case the Board or Executive Committee may direct that the proposal be submitted at the next annual meeting of the members or at a special meeting of the members called by the Board to consider such proposal.
- (c) When a proposal has been made as provided in this Article Fifth, the notice of the meeting at which the proposed amendment or amendments are to be considered shall state that the

purpose or one of the purposes of the meeting is the consideration of such proposal, and a copy of the proposed amendment or amendments or a summary of the changes to be effected thereby shall be set forth in or mailed with the notice.

- (d) An amendment or amendments proposed and submitted at a meeting of the members provided in this Article shall be adopted upon receiving the affirmative vote of two-thirds of the members in good standing who are present and voting at such meeting."

IN WITNESS WHEREOF, said Richard E. Streeter, President, and James Calgie, Secretary, of The Legal Aid Society of Cleveland, acting for and on behalf of said corporation, have subscribed their names this 30th day of April, 1975.

  
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President

  
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Secretary