



## **BYLAWS**

### **MISSION**

The JOHN MERCER LANGSTON BAR ASSOCIATION'S ("JMLBA") is an organization primarily comprised of African American attorneys with the purpose of facilitating excellence and diversity within the legal profession while encouraging community service for those in need. The JMLBA achieves these goals by providing valuable information, networking opportunities, mentoring opportunities, and CLE programs to its members.

### **Article I. Membership**

#### **1. Members**

- A. Eligible members: Any lawyer in good standing with a highest state court of jurisdiction, any law school graduate, or any current law student may be a member of the JMLBA.
- B. Members: Any person, not including persons who are exempt from dues, who have fully paid dues and any other debts owed to JMLBA. Attorneys licensed for less than one year can become members by paying dues as if licensed between one and three years.

#### **2. Dues Structure to be Set by Board of Directors**

The Board of Directors shall establish, by a vote two-thirds (2/3) vote of the Board the dues structure for each membership class of the JMLBA. Any new dues structure shall then become effective thirty (30) calendar days after the vote.

### **Article II. Executive Committee**

1. The JMLBA Executive Committee be:
  - A. President
  - B. President-Elect
  - C. Treasurer
  - D. Secretary
  - E. Immediate Past-President
2. Terms of Executive Committee members shall be one year, or until successors are qualified. Any member licensed to practice law for over one year at the time s/he would hold office is eligible to be an Executive Committee member.
3. The President shall be the chief officer of the JMLBA, and an ex-officio member of all committees except the Nominating Committee; preside over all meetings of the Board of

Directors, Executive Committee, and general membership; appoint members as necessary to fill vacancies in office or committee chairs; serve as spokesperson for JMLBA; and convene any special meeting of the Executive Committee.

4. The President-Elect shall preside over meetings and perform any necessary leadership, appointment, and spokesperson duties in the President's absence or incapacity; and chair any committee meeting in the absence of that committee's chairperson.
5. The Secretary shall take and prepare a written record of all JMLBA General Body, Board of Director, and Executive Committee meetings and proceedings; maintain all papers, letters and correspondence, and provide copies of the same, as directed; direct the dissemination of information to the general body; and chair of the Communications Committee.
6. The Treasurer shall pay all properly payable obligations of JMLBA; receive and deposit all monies into financial institutions as identified by the Executive Committee; maintain record of all transactions and financial holdings by means of acceptable standardized accounting practices; maintain custody of financial records and instruments including negotiable instruments, credit/debit cards, investment certificates, and any other documents relating to JMLBA assets or liabilities; prepare meeting reports of the treasury to include cash reconciliations, budgets, financial statements, and returns required by taxation authority, or at any other time directed by the Executive Committee; and maintain a current monthly list of dues paying members.
7. The Immediate Past-President shall chair the Nominating Committee, sit on the Executive Committee, and perform any functions necessary as may be delegated from time to time by the President.

### **Article III. Board of Directors**

1. The Board of Directors shall be responsible for the day to day actions and decisions of the JMLBA, shall be empowered to take any actions necessary and proper for the organization's function consistent with the mission of the JMLBA, and shall set the JMLBA's meeting schedule for the calendar year, and meet as necessary.
2. At-Large Board of Director members will serve a one-year term.
3. The Board of Directors shall consist of at least five (5), but no more than fifteen (15) members:
  - A. Five (5) Executive Committee members as identified herein; and
  - B. Up to ten (10) at-large Board of Directors. Each at large Board of Director will be assigned to chair or co-chair the following standing committees as identified below:
    - i. Communications Committee (1)
    - ii. Community Activism Committee (1)

- iii. Fund Development/Finance Committee (2)
- iv. Membership/Social Outreach Committee (1)
- v. Mentoring Committee (1)
- vi. Professional Development (1)
- vii. Judicial Screening Committee (1)
- viii. Nominating Committee (1)
- ix. Technology/Social Media Committee (1)

#### **Article IV. Standing Committees**

The JMLBA Standing Committees, at the discretion of the Executive Committee, may include the following:

1. Communications Committee- The Communications Committee shall develop and maintain a program of activities that will keep members and the public aware of JMLBA activities, including without limitation, developing and administering the distribution of press releases, newsletters, announcements, public relations materials and press contacts, compiling JMLBA information, and promoting global networking among other professional organizations.
2. Community Activism Committee- The Community Activism Committee shall monitor and advocate positions and policies that impact the local and national legal community and community at large; develop pro bono projects addressing needs commensurate with the JMLBA mission; create outreach programs and pipeline programs promoting the legal profession.
3. Fund Development/Finance Committee- The Fund Development and Finance Committee shall oversee the financial affairs of the JMLBA and monitor financial statements and present a recommended budget to the Board of Directors. This committee shall also create programs and seek contributions that hat strengthen the financial growth and stability of the JMLBA.
4. Membership/Social Outreach Committee- The Membership and Social Outreach Committee shall be responsible for increasing JMLBA membership and shall distribute information to potential members, organize membership drives as needed to recruit and retain new members and work to recruit new members through JMLBA events.
5. Mentoring Committee- The Mentoring Committee shall maintain a scholarship fund for the benefit of African-American law students, establish and revise scholarship criteria, develop and implement programs aimed at increasing African-American participation in internships and clerkships, and focus on building and maintaining relationships between Black Law Student Association chapters and the JMLBA.

6. Professional Development Committee- The Professional Development Committee shall create and implement Continuing Legal Education programs, implement strategies in increase the client base for members in private practice, and provide support for professional responsibility counsel.
7. Judicial Screening Committee- The Judicial Screening Committee shall evaluate persons who are candidates for the offices of Franklin County Municipal Judge, Common Pleas Judge, and Tenth District Court of Appeals Judge, and to publicize the ratings given to the candidates for those offices. The committee shall also gather information for consideration by appropriate persons regarding the qualifications of applicants for Federal District or Circuit Court appointments in Ohio when directed to do so by the Board of Directors. In all matters, the committee shall operate on a nonpartisan basis and shall not allow any irrelevant or impermissible factor such as race, religion, gender, national origin, sexual orientation, or other similar factor to influence its decision. Further information about the procedures associated with this committee shall be developed by this committee as adopted by the Board of Directors.
8. Nominating Committee- The Nominating Committee shall administer the procedures established by these Bylaws for the nomination and election of Executive Committee members and Board of Directors of the JMLBA. In fulfilling its duties as set forth herein, the committee shall strive to select nominees from diverse legal backgrounds.
9. Technology/Social Media Committee- The Technology and Social Media Committee shall develop and implement policies relating to the JMLBA website and list serve, work with the JMLBA webmaster as needed, and support technology needs for JMLBA standing committees. The committee shall also maintain the integrity of JMLBA affiliated social media sites.

#### **Article V. Advisory Board**

The JMLBA Board of Directors shall recruit, establish and maintain a JMLBA Advisory Board, which will consist of respected legal practitioners within the Columbus, Ohio legal community who support and promote the JMLBA mission. The Advisory Board will work with the JMLBA Board of Directors to advise on the long-term strategic planning and goals of the JMLBA, as well as to provide support on matters such as funding, mentoring and other outreach concerns. The co-chairs of the Advisory Board shall be approved by a two-thirds (2/3) vote of the Board of Directors. The Advisory Board shall meet from time to time, but at a minimum, annually.

#### **Article VI. Nominations and Elections**

The Nominating Committee shall solicit and nominate eligible Members for election to a position on the Board of Directors. No candidate for office shall serve on the Nominating Committee. Newly elected Board of Directors' tenure shall be effective the first day of July.

1. In the event a position on the Board of Directors is not contested, the following procedures should be followed:
  - A. An ad-hoc Nominating Committee will be established in January of each year, and shall be responsible for verifying nominees' eligibility to hold office, prepare ballots, and oversee the execution of all nomination and election procedures.
  - B. Nomination of officers shall be made during the March Board of Directors' meeting.
  - C. The Nominating Committee shall verify the eligibility of nominated candidates.
2. In the event a position on the Board of Directors is contested, the following additional procedures should be followed:
  - A. The Nominating Committee shall present a written ballot of qualified candidates at the May special meeting when elections are held.
  - B. Elections shall be conducted at the May Special meeting. All candidates must be members licensed to practice law for more than one year at the time the candidate's term of office would begin if elected. Candidates shall be elected by a simple majority (51%) vote of the members present. Voting shall be conducted by written, secret ballot. The chair of the Nominating Committee shall prepare, administer, and collect the ballots, and tally and report the voting results.
  - C. No written proxies are permitted. No member shall cast more than one ballot. The chair of the Nominating Committee shall secure a list of members from the Treasurer before balloting.
  - D. At least fourteen (14) days prior to the Special meeting, there shall be published in a manner reasonably calculated to come to the attention of the JMLBA members, a brief summary of the qualifications of all nominees, in alphabetical order.

#### **Article VII. Voting**

Any JMLBA matter materially impacting the organization (other than Elections), and not within the authority of the President and Board of Directors expressly reserved herein, shall be brought before the body to a vote subject to the following conditions:

1. All members may vote;
2. A quorum, which shall consist of one-third (1/3) of the members of the association, shall be necessary to bring any item to vote;
3. A quorum shall be present at the meeting;
4. Ties shall be broken by the vote of the President; and
5. Approval of any matter requires a majority vote of more than fifty percent (50%).

**Article VIII. Removal of Board Members**

Any Board of Director or Advisory Board member may be removed for good cause by two-thirds (2/3) vote of the Board of Directors.

**Article IX. Non-profit Statement**

The JMLBA shall only engage in activities consistent with its mission, polices and 501(c)(3) status.

**Article X. Amendment**

The Bylaws, or any provision hereof, may be amended or repealed at any regular or special meeting of the general body, by a majority vote of the members present at the meeting, provided that the proposed amendment shall have been submitted one month prior to the meeting at which the vote is to be taken.

Approved and adopted at a regular meeting of this body this \_\_\_\_ day of January, 2012.

**CERTIFIED:**

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Secretary – Terrance Mebane, Esq.