

CODE OF REGULATIONS
OF
WEST SHORE BAR ASSOCIATION, INC.

ARTICLE I
Members

Section 1 — Members

Members of the Corporation shall be individuals who have been approved for membership in the Corporation by the Board of Trustees and who shall make payment of the dues recommended by the Board of Trustees. Each Member shall be entitled to one vote. Membership is restricted to attorneys who are licensed to practice in the State of Ohio, and who have an office or residence within the geographical jurisdictions of the Rocky River Municipal Court and the Lakewood Municipal Court. The term office includes attorneys elected or appointed to public office within the geographical jurisdictions of the Rocky River Municipal Court and the Lakewood Municipal Court.

1(a) – Associate Members

Associate Members of the Corporation shall be individuals who have been approved for membership in the Corporation by the Board of Trustees and who shall make payment of the dues recommended by the Board of Trustees. Each Associate Member shall be entitled to one vote. Associate Membership is restricted to attorneys who are licensed to practice law in the State of Ohio. Associate Members are not required to have an office or residence within the geographical jurisdictions of the Rocky River Municipal Court and the Lakewood Municipal Court.. The term office includes attorneys elected or appointed to public office within the geographical jurisdictions of the Rocky River Municipal Court and the Lakewood Municipal Court. Associate Members are precluded from being elected, appointed or to serve in any capacity as a Member of the Board of Trustees, as defined under Article II of the Code of Regulations of West Shore Bar Association, Inc. Associate Members are precluded from being elected, appointed or to serve in any capacity as an Officer of the Corporation, as defined under Article III of the Code of Regulations of West Shore Bar Association, Inc.

For definitional purposes, except as outlined above, the terms “Member” or “Members” as used in the “Code of Regulations of West Shore Bar Association, Inc.”, shall include “Associate Members”.

Section 2 — Annual Meeting

The annual meeting of the Members of the Corporation shall be held for the purpose of electing Trustees and for the consideration of reports to be presented at the meeting. The annual meeting shall be held at the Corporation's principal office in Cuyahoga County, Ohio or such other place within or without this state as the Board of Trustees or the President may designate, on January 4th at 5:00 p.m., beginning with the calendar year 2011 but if said day be a legal holiday, such meeting shall be held at the same hour on the next succeeding business day.

Section 3 — Special Meetings

Special meetings of the Members shall be held at such times and places within or without the State of Ohio, as may be specified in the notice therefore, whenever called by any of the following: the President; in case of the President's absence, death or disability, the Vice President is authorized to exercise the authority of the President; the Secretary; a majority of the Members of the Board of Trustees acting with or without a meeting, or by the lesser of (a) 10% of the whole number of Members or (b) 25 of such Members. Upon a request in writing delivered to the President or to the Secretary by any persons entitled to call such meeting of Members, stating the purposes for which such meeting is called, it shall be the duty of the President or the Secretary to give notice thereof to the members in the manner set forth in Section 4 of this Article 1, and if such request be refused, then the persons making such request may fix the time of the meeting, and give the notice thereof in the manner set forth in Section 4 of this Article 1.

Section 4 — Notice of Meetings

Written notice of the annual and all special meetings of Members shall state the time, place and purposes thereof and shall, unless waived in writing by such Members, be given by the President or the Secretary to each Member entitled to notice of such meeting by personal delivery or by mailing such notice at least ten (10) but not more than thirty (30) days before the date fixed for such meeting to each Member so entitled to notice of such meeting. If such notice is mailed, such notice shall be addressed to the Member at his address as the same appears upon the records of the Corporation. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 5 -- Waiver of Notice of Meeting

A Member may waive notice of the time, place and purpose of any meeting of Members, either (a) by written waiver, specifying the date and place of the meeting, signed and filed with or entered upon the records of the meeting either before or after such meeting or (b) by the attendance in person, or by proxy, of such Member at such meeting, without protesting, prior to or at the commencement of such meeting, the lack of proper notice.

Section 6 -- Quorum

At any meeting of Members, there shall be present, in person, or by proxy, in order to constitute a quorum, a majority of the Members of the Corporation. The majority of Members present in person, or by proxy, at any meeting of members shall constitute a quorum for the purpose of adjourning the meeting from time to time without notice other than announcement at such meeting, until a quorum competent to act on any matter or proposal is present, and at any such adjourned meeting there may be transacted any business which might have been transacted at the meeting as originally notified.

Section 7 — Voting

At any meeting of Members, each person who is a member of the Corporation on the date fixed pursuant to Section 10 of Article II of this Code of Regulations as the record date for the determination of Members entitled to vote at such meeting, or, if no such record date shall have been fixed, then at the time of such meeting, shall be entitled to one vote on each matter properly submitted to the Members for their vote, consent, release or other action. At any meeting of Members at which a quorum is present, all questions coming before the Members for decision shall be decided by a vote of a majority of Members present at the meeting.

Section 8 — Rescission

The authorization or taking of any action by vote, consent, waiver or release by the Members of this Corporation may be rescinded or revoked by the same vote, consent, waiver or release as at the time of rescission or revocation would be required to authorize or take such action in the first instance, subject, however, to the rights of third parties in contract.

Section 9 — Membership Book

This Corporation shall maintain a membership book, which shall contain the name and address of each Member of this corporation and the date of his or her admission to membership. Only individuals whose name is reflected in the Membership Book on the date fixed pursuant to Section 10 of Article II shall be entitled to vote on any matter properly submitted to the members for their vote, consent, waiver, release or other action.

Section 10 — Order of Business

At all Members' meetings, after the ascertainment of Members present in person, or by proxy and the presentation, approval and filing of proxies with the Secretary, the business of the Corporation shall be considered in such order as the President or a majority of the Members deem advisable and expedient.

Section 11 — Action Without Meeting

Any action that may be authorized or taken at a Members' meeting may be authorized or taken without a meeting in a writing or writings signed by a majority of the Members who would be entitled to notice of a meeting of the Members held for such purpose, and such writing or writings shall be made a part of the records of the Corporation.

Section 12 — Proxies

Any Member of record may be represented at any meeting of the members, annual or special, and may vote by proxy or proxies, evidenced by an instrument in writing, but such written proxy must be first filed with the Secretary of the Corporation before the person authorized may vote thereunder. No proxy shall be valid after the expiration of one year from the date of its execution, unless the Member executing it shall have specified therein the length of time it shall continue in force. The presence at a meeting of the person appointing a proxy does not revoke the proxy.

Section 13 — Annual Fees

The annual dues to be paid by each Member are \$25.00. Dues shall be paid prior to commencement of business at the annual meeting of the Members of the Corporation to be held on January 4th of each year, unless a different date is otherwise provided in Article I, Section 2 of the Code of Regulations.

Section 14 — Resignation

All resignations of Members must be submitted in writing to the Board of Trustees.

Section 15 — Suspension

The Board of Trustees may suspend the privileges of any Member for any improper conduct of such Member that may be at variance with the Articles of Incorporation, Code of Regulations or Rules and Regulations.

**ARTICLE II
Board of Trustees**

Section 1— General Powers

All of the authority of this Corporation shall be exercised by the Board of Trustees, except as otherwise provided in the Articles of Incorporation or by Chapter 1702, Ohio Revised Code. A Trustee shall perform his duties as a trustee in good faith, in a manner he reasonably believes to be in the best interests of the Corporation, and with the care that an ordinarily prudent person in a like

position would use under similar circumstances. In performing his duties, a Trustee, when acting in good faith, is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data that are prepared or presented by (a) one or more Trustees, Officers or employees of the Corporation whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented; (b) counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency; or (c) a committee of the Trustees upon which he does not serve, duly established in accordance with Section 14 of this Article II, as to matters within its designated authority, which committee the Trustee reasonably believes to merit confidence.

A trustee shall not be found to have failed to perform his duties, unless it is provided, by clear and convincing evidence, in an action brought against the trustee that he has not acted in good faith, in a manner he reasonably believes to be in or not opposed to the best interests of the corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances, such an action includes, but is not limited to, an action that involves or affects any of the following:

- a. A change or potential change in control of the corporation;
- b. A termination or potential termination of his service to the corporation as a trustee;
- c. His service in any other position or relationship with the corporation.

Subject to Sections 1702.30(D)(2) and 1702.30(D)(3) Ohio Revised Code, a trustee is liable in damages for any act that he takes or fails to take as trustee only if it is proved, by clear and convincing evidence, in a court with jurisdiction that the act or omission of the trustee was one undertaken with a deliberate intent to cause injury to the corporation or was one undertaken with a reckless disregard for the best interests of the corporation.

In determining what a trustee reasonably believes to be in or not opposed to the best interests of the corporation, a trustee shall consider the purpose of the corporation and may consider any of the following:

- 1) The interests of the employees, suppliers, creditors, and customers of the corporation;
- 2) The economy of this state and of the nation;
- 3) Community and societal considerations;
- 4) The long-term and short-term best interests of the corporation, including, but not limited to, the possibility that those interests may be best served by the continued independence of the corporation.

Section 2 — Number

The Board of Trustees of this Corporation shall consist of five (5) persons.

Section 3 — Election

The Board of Trustees shall be elected at the annual meeting of Members, or, if not then elected, or if such meeting be not held at the time fixed therefore, then at a special meeting of the Members held for the purpose of electing Trustees. Only persons nominated as candidates shall be eligible for election. At all elections of Trustees, the candidates receiving the greatest number of votes shall be elected.

Section 4 — Term

Each Trustee elected at any annual or any special meeting of the Members shall serve until the next annual meeting of Members and until his successor is elected, or until his earlier resignation, removal from office or death.

Section 5 — Vacancies

The office of a Trustee shall become vacant if he dies or resigns, which resignation shall take effect immediately or at such other time as said Trustee resigning may specify. The remaining Trustees, though less than a majority of the whole authorized number of Trustees, may, by a vote of the majority of their number, fill any vacancy in the Board for the unexpired term. The Trustee elected to fill a vacancy shall serve until the next annual meeting of members and until his successor is elected and qualified.

Section 6 — Removal

All of the Trustees or any individual Trustee may be removed from office by the vote of a majority of the Members present at a meeting of Members called for the purpose of removing Trustees, if a quorum is present. Such removal shall create a vacancy or vacancies on the Board.

Section 7 — Annual Meeting; Special Meetings

The annual meeting of the Board of Trustees shall be held immediately following the annual meeting of Members at which Trustees are elected, and no notice of the annual meeting of the Board of Trustees shall be required to be given. Special meetings of the Board of Trustees may be called from time to time by the President, any Vice President or any two Trustees. All meetings of the Board of Trustees shall be held at the offices of the Corporation in Fairview Park, Cuyahoga County, Ohio or at such other places within or without the State of Ohio, as the President or the Board of Trustees may designate from time to time and as may be specified in the notice of meeting. Meetings of the Board of Trustees may be held through any means of communication equipment if all persons participating can hear each other.

Section 8 — Notice of Meetings

Notice of meetings of the Board of Trustees shall be mailed to each Trustee, addressed to him at his residence or usual place of business, or delivered to him personally, at least two (2) days prior to the holding of such meeting. Every such notice shall state the time and place of the meeting, but shall not be required to state the purpose thereof. Notice of any meeting of the Board of Trustees need not be given to any Trustee, however, (a) if waived by him in writing and such waiver is filed with the Secretary either before or after the holding of such meeting, or (b) if he shall be present at said meeting without protesting, prior to or at the commencement of such meeting, the lack of proper notice. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 9 — Quorum

At all meetings of the Board of Trustees a majority of the whole authorized number of Trustees is necessary to constitute a quorum for the meeting of such Board of Trustees, except that a majority of the Trustees in office constitutes a quorum for filling a vacancy in the Board of Trustees. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board.

Section 10 — Record Date for Members

The Board of Trustees shall fix a time not exceeding sixty (60) days preceding the date of any meeting of Members, as a record date for the determination of the Members entitled to notice and to vote at any such meeting, and in such case, only the persons who are Members of record on the date so fixed shall be entitled to notice of and to vote at such meeting, notwithstanding any termination of membership on the books of the Corporation after any record date fixed as aforesaid, and such persons shall conclusively be deemed to be the Members of the Corporation on such record date notwithstanding notice or knowledge to the contrary; and the Board of Trustees may close the books of the Corporation against the admission or termination of membership during the whole or any part of such period.

Section 11 — Provisional Trustee

Upon the petition of not less than one-fourth (1/4) of the Trustees of this Corporation, the Court of Common Pleas of (County in which non-profit corporation maintains its principal office) County, Ohio, may, pursuant to Section 1702.521, Ohio Revised Code, appoint a provisional Trustee for this Corporation. Such appointment may be made even though a different number of Trustees has been fixed by or pursuant to Section 2 of Article II.

Section 12 — Bylaws

For the government of its actions, the Board of Trustees may adopt bylaws consistent with the Articles of Incorporation and this Code of Regulations.

Section 13 — Action Without Meeting

Any action which may be authorized or taken at a Trustees' meeting may be authorized or taken without a meeting in a writing or writings signed by all of the Trustees who would be entitled to notice of a meeting of the Trustees held for such purpose, and such writing or writings shall be made a part of the records of this Corporation.

Section 14 — Conflicts of Interest

No contract, action, or transaction shall be voided or voidable with respect to the Corporation because the contract, action, or transaction is between or affects the Corporation and one or more of its Trustees or Officers, or is between or affects the Corporation and any other person in which one or more of its Trustees or Officers are directors, trustees, or officers, or in which one or more of the Corporation'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 Board of Trustees or a Committee thereof that authorizes the contract, action, or transaction, if any of the following applies: (a) the material facts as to his or their 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 Committee; or (b) the material facts as to his or their relationship or interest and as to the contract, action, or transaction are disclosed or are known to the Members entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of Members held for such purpose of voting on the contract, action, or transaction by the affirmative vote of a majority of the Members of the Corporation not interested in the contract, action, or transaction; or (c) the contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the Trustees or a Committee thereof.

Common or interested Trustees may be counted in determining the presence of a quorum at a meeting of the Trustees or of a Committee thereof which authorizes the contract, action, or transaction.

The Trustees, by the affirmative vote of a majority of those in office and irrespective of any financial or personal interest of any of them, shall have authority (a) to establish reasonable compensation, which may include pension, disability and death benefits, for services to the Corporation by Trustees and Officers, or (b) to delegate such authority to one or more Officers or Trustees.

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 Corporation or his continuation in office as a Trustee of the Corporation.

ARTICLE III

Officers

Section 1 — General Provisions

The Officers of the Corporation shall consist of a President, such number of Vice Presidents as the Board may, from time to time, determine, a Secretary and Treasurer. The Board of Trustees may, from time to time, create such offices and appoint such other Officers and Assistant Officers as it may determine. The Officers shall be elected by the Board of Trustees. Any two of such offices may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity.

Section 2 — Term of Office

The Officers of the Corporation shall hold office until the organizational meeting of the Board of Trustees following the date of their election and until their successors are chosen and qualified.

Section 3 — President and Vice President

The President shall preside at all meetings of Members and Trustees and shall be the Chief Executive Officer of the Corporation. He shall have general supervision, management, control and oversight of the business of the Corporation, subject to this Code of Regulations and subject to the orders of the Board of Trustees, and shall, in general, perform all the duties usually incident to the office of President or that may be imposed or required by the Members or Board of Trustees. In his absence or inability to act, the Vice President shall discharge the duties of the President and shall perform such other duties as shall be determined by the Board of Trustees.

Section 4 — Secretary

The Secretary shall (a) keep minutes of all of the meetings of the Members and of the Board of Trustees, as well as all Actions by Written Consent and waivers of notice; (b) give notice of all meetings of Members and Trustees, except as otherwise provided by this Code of Regulations, (c) keep such books as may be required by the Board of Trustees, including a registry of the Members of the Corporation; and (d) perform such other duties as may be assigned to him from time to time by the Board of Trustees or by the President. All books and papers pertaining to the office of the Secretary shall be subject at any time to the inspection of any member of the Board of Trustees, and, on the expiration of the Secretary's term of office such Secretary shall deliver all books, papers and other property of the Corporation in his possession or under his control to the President or to the Secretary's successor in office; and, in general, the Secretary shall perform all duties pertaining to such office as may be required by the President or Board of Trustees.

Section 5 — Treasurer

The Treasurer shall have general supervision of all finances; he shall receive and safely keep all moneys belonging to the Corporation and he shall perform such other duties as from time to time may be assigned to him by the Board of Trustees. He shall keep proper books of account and keep accurate account of the finances of the Corporation and shall present, at the annual meeting of Members, a statement of profit and loss and surplus, including a summary of profits and other changes in the surplus account of the Corporation, and a balance sheet containing a summary of the assets and liabilities, stated capital and surplus as of the close of the Corporation's fiscal year. The financial statement shall have appended thereto a certificate signed by the President or a Vice President and the Treasurer or an Assistant Treasurer, or by a public accountant or a firm of public accountants, to the effect that the financial statement presents fairly the financial position of the Corporation and the results of its operations in conformity with generally accepted accounting principles applied on a basis consistent with that of the preceding period or such other certificate as is in accordance with sound accounting practice. At any meeting of the Board of Trustees, the Treasurer shall furnish summary statements of the financial condition of the Corporation as of the

date requested by the President or the Board of Trustees. Upon the expiration of his term of office, the Treasurer shall deliver all money, books, papers and other property of the Corporation that shall be in his possession or under his control to his successor in office.

ARTICLE IV Indemnification of Trustees and Officers

Each Trustee, officer, director, agent, employee or volunteer of this Corporation, and any trustee, officer, director, agent, employee or volunteer of any other corporation serving as such at the request of this Corporation shall be indemnified by this Corporation under the standards set by and to the fullest extent allowable under Section 1702.12(E), Ohio Revised Code, as the same shall be amended from time to time.

The foregoing right of indemnification shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Members or disinterested Trustees of this Corporation or otherwise.

ARTICLE V Amendments

The Members at a meeting held for such purpose, may adopt an amendment to these Regulations by the affirmative vote of a majority of the Members present if a quorum is present. In addition to or in lieu of adopting an amendment to the Regulations, the Members may adopt amended Regulations by the same action or vote as that required to adopt the amendment.

ARTICLE VI Miscellaneous

Section 1 — Fiscal Year

The fiscal year of the Corporation shall end on the 31st day of December in each year, or on such other day as may be fixed from time to time by the Board of Trustees.

Section 2 — Mortgages

The Board of Trustees may authorize any mortgage or pledge of all or any of the property of this Corporation of any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or contract of this Corporation. No vote or consent of the Members of this Corporation or authorization from a court pursuant to Section 1715.39, Ohio Revised Code, is necessary for such action.

Section 3 — Property

All property acquired by this Corporation by purchase, gift, bequest or otherwise shall be the absolute property of this Corporation, unless at the time of acquiring such property it is otherwise specified in writing.

Section 4 — Sale or Disposition of Assets

The Board of Trustees of this Corporation may authorize the lease, sale, exchange, transfer or other disposition of any of the assets of this Corporation without the necessity of procuring authorization from the court pursuant to Section 1715.39, Ohio Revised Code, and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.

Section 5 — Books and Records

The books and records of this Corporation may be examined by any Member or any Trustee or the agent or attorney of any Member or any Trustee for any reasonable and proper purpose at any reasonable time.

Date March 2, 2010

Brian F. Hagan, President

Date March 2, 2010

Rebecca B. Wetzell, Vice President

Date March 2, 2010

Andrea F. Rocco, Vice President

Date March 2, 2010

Michael J. O'Shea, Secretary

Date March 2, 2010

Andrew A. Meyer, Treasurer