

**STATE BAR OF GEORGIA  
BOARD OF GOVERNORS  
MEETING MINUTES  
Saturday, November 2, 2024, 9:00 a.m.  
Jekyll Island Club Resort  
Jekyll Island, GA**

The 304<sup>th</sup> meeting of the Board of Governors of the State Bar of Georgia was held at the date and location shown above. President Ivy N. Cadle presided.

Pledge of Allegiance

Board of Governors Member Ryan W. English, Houston Circuit, led the pledge of allegiance.

Invocation

Board of Governors Member Hon. Charity R. Bridgewater, Clayton Circuit, Post 2, gave the invocation.

Special Recognition

President Ivy N. Cadle recognized the members of the judiciary, the past presidents of the State Bar, and other special guests in attendance.

Roll Call

Secretary R. Javoyne Hicks circulated the roll for signature. The list of those in attendance is attached as Exhibit A.

Future Meetings Schedule

President Ivy N. Cadle reviewed the Future Meetings Schedule. The 2025 Midyear Meeting will be held at the JW Marriot Savannah Plant Riverside District in Savannah on Jan. 9-12; the 2025 Spring Meeting will be held at the Hyatt Place Athens Hotel & The Classic Center in Athens on March 21-23 (contract pending); and the Annual Meeting will be held at the Sawgrass Marriott Golf Resort & Spa in Ponte Vedra Beach, FL, on June 5-8.

SOLACE Report

Hon. Render M. Heard reported on the State Bar of Georgia's SOLACE program. SOLACE stands for Support of Lawyers/Legal Personnel—All Concern Encouraged. He shared a video about SOLACE's work and the Bar's response during Hurricane Helene. In the video, Hon. Amanda Heath thanked the Bar for supporting Augusta and the other affected areas. Judge Heard said that while helping in the aftermath of Helene, the committee realized that SOLACE needs a more formal system and a more extensive network, especially when an event affects many lawyers in one area like Augusta. The committee will be working on that this year.

Young Lawyers Division Report

YLD President Kenneth Mitchell Jr. reported on the activities of the YLD. He said the YLD General Session and CLE on Friday, Social Media Smarts, went well. YLD committees are working on creating opportunities for more CLEs on professionalism and ethics. He reminded everyone that as the service arm of the Bar, the YLD tries to hold service projects at each meeting. For this meeting, the YLD partnered with Hand in Hand of Glynn, collecting personal hygiene items for individuals experiencing homelessness. He requested that the Board of Governors encourage young lawyers to become active in the YLD, reminding them they are automatically members.

### Treasurer's Report

State Bar Treasurer Bill Gentry reported on the Bar's finances. He said the audit had been completed for the 2023-2024 fiscal year with no findings thanks to the Bar's accounting team, led by Chief Financial Officer Ron Turner. He highlighted the information in the executive summary below. No items of note in the first quarter of the 2024-2025 FY. He thanked everyone for contributing to the legislative fund and the Georgia Legal Services Program.

The Board of Governors received a copy of the June 2024 Financial Statements, including Bar operations and Bar Center. The Executive Summary is as follows:

In total, the Bar budgeted a loss of \$610,661 for the year ended June 30, 2024. This total budgeted loss for the Bar was calculated as a budgeted loss for Bar operations of \$564,108 and a budgeted loss for the Bar Center of \$46,553. The Bar Center realized an actual loss of \$140,209 for the year. Bar operations realized a gain of \$544,085 instead of the budgeted loss of \$564,108. This difference of \$1,108,193 (calculated as the difference between the realized gain of \$544,085 and the budgeted loss of \$564,108) is comprised of the following components: (1) additional interest income and earnings due primarily to the write-up of the Bar's investments to fair market value. These income amounts totaled \$314,907 than what was budgeted. The write-up or write-down of investments to fair market value is a standard adjustment. However, since we normally do not sell investments we have a zero budget for both the realized and unrealized gains on investments (2) savings in salaries and related personnel costs of \$740,316, (3) savings in officer expenses of \$38,754, (4) savings in bond premium amortization and investment service fees of \$50,327 (5) savings associated with the Bar Journal of \$90,324 and (6) overall savings in meeting costs (Board of Governors and Members meetings, Supreme Court meeting costs and Executive Committee meetings costs) of \$28,529 (7) savings in subscriptions and books of \$30,538 and (8) savings in shared office expenses of \$118,053. The savings were offset by the following components: (9) an overage on membership software license costs of \$32,490 (10) additional costs for the State Disciplinary Board Panels of \$32,616 (11) additional website maintenance costs of \$25,264 (12) website redesign costs of \$275,105 and (13) Membership Database Project costs of \$57,911. These thirteen items total \$988,362.

### Minutes of the 302<sup>nd</sup> and 303<sup>rd</sup> Meeting of the Board of Governors

Secretary R. Javoyne Hicks presented the minutes of the Board of Governors meetings held June 7-8, 2024, at the Omni Amelia Island Resort, Amelia Island, FL. By majority vote, the Board of Governors approved the minutes.

### Proposed Rules and Bylaws Changes

Deputy General Counsel Bill NeSmith presented the following proposed rules and bylaws changes:

1. *Rule 10-106. Eligible Claims.*

This proposed change comes from the Clients' Security Fund Board of Trustees. This rule change corrects an oversight that seems to prohibit the Trustees from paying a claim if the lawyer is deceased or disabled and requires that the claimant cannot ask for relief unless the lawyer has a final disciplinary action from the Supreme Court of Georgia. This proposed change cleans up the rule, making it more concise.

The Board of Governors, by majority vote, approved the proposed changes to Rule 10-106.

2. *Franchise and Distribution Section Bylaws*

The Board of Governors, by majority vote, approved the proposed Franchise and Distribution Section Bylaws.

3. *Alternate Dispute Resolution Section Bylaws*

The Board of Governors, by majority vote, approved the proposed changes to the Alternate Dispute Resolution Section Bylaws.

4. *Real Property Law Section Bylaws*

The Board of Governors, by majority vote, approved the proposed changes to the Real Property Law Section Bylaws.

5. *Antitrust Section Bylaws*

The Board of Governors, by majority vote, approved the proposed changes to the Antitrust Section Bylaws.

6. *Center for Lawyer Wellbeing Bylaws*

This proposed change allows the Board of Governors to vote to approve the dues amount for the Center at any meeting, not just the Annual Meeting.

The Board of Governors, by majority vote, approved the proposed changes to the Center for Lawyer Wellbeing Bylaws.

Appointments to the Commission on Continuing Lawyer Competency

The Board of Governors approved the two-year appointments (2025-2027) of Paul Painter III and Sarah “Sally” Akins to the Commission on Continuing Lawyer Competency by majority vote.

Advisory Committee on Legislation New Legislative Proposals

Following a report by Legislative Consultant Rusty Sewell, the Board of Governors took the following action on proposed legislation:

<u>Legislative Proposal</u>	<u>Germane to Purposes of the Bar</u>	<u>Support on Merits 2/3 Majority</u>
1) <i>Committee to Promote Inclusion in the Profession</i> Budget Request for FY 2026 – Funding for Civil Legal Services Grants for Victims of Domestic Violence.	Passed by majority vote	Passed by 2/3 vote
2) <i>Fiduciary Law Section</i> Amendments to Title 53 and Related Code Sections	Passed by majority vote	Passed by 2/3 vote

Legislative Update

Legislative Consultant Mark Middleton discussed the upcoming legislative session. He said while elections are next week, many good lawyers are friends to the Bar in both the Senate and House, and they will continue to work closely with them and the Bar’s legislative package. New Director of Governmental Affairs Jennifer McNeely was also introduced to the Board of Governors.

### President's Report

President Ivy N. Cadle reported the Bar year was off to a busy start with several initiatives in process, not to mention the unexpected devastation of Hurricane Helene. He said the transition from General Counsel Paula Frederick to General Counsel Designate Russ Willard continues to progress well, and the onboarding process has been thorough. He reported that the Attorney-Client Solicitation Committee has been reinvigorated with the help of two new committee chairs, Darl Champion and Brian Adams. They have created four subcommittees with specific tasks and areas to focus on. He said the Executive Committee, Executive Director Damon Elmore, and Chief Financial Officer Ron Turner continue to look at the unallocated cash and the three to four-year plan for spending that down to a reasonable amount.

President Cadle said the Supreme Court of Georgia has created a new study committee on Legal Regulatory Reform to address the state's civil justice gap, which prevents many rural or low-income Georgia residents from acquiring legal representation in non-criminal matters. The 13-member committee, chaired by Justice Carla Wong McMillian and vice-chaired by Georgia Court of Appeals Presiding Judge Stephen Louis A. Dillard, is charged with developing recommendations by June 2025 that would bolster access to civil legal services for rural or low-income Georgians by giving them more options while also maintaining high standards for legal practitioners. He said that the Bar has five appointments to the committee: Jeremy J. Abernathy, Thua G. Barlay, Cherish Anne Dela Cruz, Thomas F. Lindsay, and Kevin C. Patrick.

He also reported that he has created a special committee on Artificial Intelligence and Technology, chaired by Past President Darrell Sutton. The committee will examine how the Georgia Rules of Professional Conduct cover advancements in technology, particularly artificial intelligence, and the practice of law; whether existing rules and Bar policies adequately address lawyers' technology-related conduct; and how the State Bar of Georgia can aid its members as they integrate artificial intelligence and technological advances into the practice of law. They will report their findings to the Executive Committee, the Board of Governors, and the Supreme Court of Georgia.

President Cadle thanked the Supreme Court and the members of the Board for their quick and immediate response to Hurricane Helene, especially in hard-hit areas like Swainsboro and Augusta. The Supreme Court ordered a 30-day stay for lawyers in the areas affected by the hurricane. The Young Lawyers Division partnered with the Georgia Legal Services Program and trained more than 400 lawyers to help members of the public in need.

Lastly, he reminded the Board that the State Bar of Georgia has the largest governing body in any bar in any state in the United States. He said they can successfully work and accomplish the work of the Bar because of the group's strong connection and respect.

### Executive Director's Report

Executive Director Damon Elmore reported on the operations of the Bar. He called the Board's attention to the written Annual Report included in the Board Book, remarking this is the third year the Bar has provided this snapshot of the work as a whole. He commended the Bar's staff on the hard work everyone has completed in the last few months: a redesign of the website and a complete upgrade to the Bar's membership database. He gave an update on recent staffing changes, including the addition of General Counsel Designate Russ Willard, Director of Governmental Affairs Jennifer McNeely, Meetings Coordinator Xavier Johnson, Administrative Support Assistant Astley Martin, and A/V Manager Matthew Ficocelli. He reminded the Board that the internal portion of the budget planning has begun. He assured the Board that placing tenants in space at the Bar Center remains a top priority and looks promising,

especially in light of a partnership with a new broker. Executive Damon Elmore said that the trend of transparency in the Bar's finances will continue and reviewed how the unallocated cash plan was used to improve the Bar Center so far and what the plan is for the 2024-2025 Bar year. He assured everyone that he and the Bar staff would remain responsible and prudent with the Bar's funds.

#### Preview of Proposed Bylaws Amendments

Deputy General Counsel Bill NeSmith presented the following proposed bylaw changes:

1. *Article I. Members. Section 1. Registration of Members*  
Bar Counsel recommends this proposed amendment after discussing it with the Bar President. The proposed changes take a long paragraph, break it into subparts, and simplify the language.
2. *Article I. Members. Section 2. Active Members and Foreign Law Consultants*  
Bar counsel recommends this proposed amendment after discussing it with the Bar President. The proposed change is a housekeeping amendment, adding "good standing" language and enabling rule for foreign law consultants.
3. *Article I. Members. Section 6. Affiliate Members and Law Student Members*  
The Membership Department brought this proposed amendment to Bar Counsel's attention. The change would make the bylaw match Rule 1-206.1 by removing the requirement that a law student member attend a law school in Georgia and making other housekeeping changes.

#### Chief Justice's Commission on Professionalism Report

CJCP Executive Director Karlise Grier thanked the SOLACE Committee and Judge Heard for their instrumental response to Hurricane Helene. He opened his office to donations being shipped to the area and coordinated with other regions for collections. She then went on to thank Chief Justice Michael Boggs for his leadership of the commission. She said the 25<sup>th</sup> Annual Justice Robert Benham Awards nominations have been opened and will close on Nov. 11. She reminded everyone that serving the community makes a nominee eligible, not service to the Bar. She asked members of the Board to consider submitting a nomination. She acknowledged the 162 Law School Orientation group leaders for volunteering and making those programs successful. She announced that the ABA's 2025 Law Day theme is The Constitution's Promise: Out of Many, One. She also reported that the Connect with a Colleague program will continue in April 2025, with prize drawings for those who participate.

#### Executive Committee Minutes

The Board of Governors received copies of the minutes of the Executive Committee meeting on August 22, 2024.

#### Combined State Bar of Georgia and Office of the General Counsel Annual Report

The Board of Governors received a copy of the 2023-2024 Combined State Bar of Georgia and Office of the General Counsel Annual Report.

#### Office of the General Counsel Report

The Board of Governors received a written report from the Office of the General Counsel.

#### ICLE Report

The Board of Governors received a written report from ICLE.

#### Law Practice Management Program

The Board of Governors received a written report on the activities of the Law Practice Management Program.

Communications Media Report

The Board of Governors received a media report from the Communications Department.

Old Business

There was no old business.

New Business

There was no new business.

Announcements

State Bar Secretary and Attorney Wellness Committee Chair Javoyne Hicks reminded everyone that the Out of Darkness Walk is being held on Nov. 3 and to join, if possible, or contribute to the State Bar's team.

Executive Session

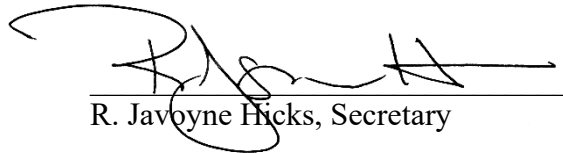
There was no executive session.

Remarks / Q&A / Comments / Suggestions

There were no remarks, Q&A, comments, or suggestions.

Adjournment

There being no additional business, the meeting was adjourned at 10:45 a.m.



R. Javoyne Hicks, Secretary

Approved:



Ivy N. Cagle, President