

**STATE BAR OF GEORGIA  
BOARD OF GOVERNORS  
MEETING MINUTES  
Saturday, January 11, 2025, 9:00 a.m.  
JW Marriott Savannah Plant Riverside District  
Savannah, Georgia**

The 305<sup>th</sup> meeting of the Board of Governors of the State Bar of Georgia was held at the location, date and time shown above. President Ivy N. Cadle presided and called the meeting to order at 9:00 a.m.

Pledge of Allegiance

Lindsey Macon, Atlanta Circuit, Post 20, led the pledge of allegiance.

Invocation

Thua G. Barlay, Rockdale Circuit, 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. He also recognized the YLD members in attendance and the current YLD Leadership Academy class.

Roll Call

Secretary 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.

President's Report

President Ivy N. Cadle commended the members of the Executive Committee for their hard work on revising Bar rules and bylaws that needed updating. He noted that there were some in need of substantial changes, while many others were housekeeping updates to reflect the current workflow and needs of the Bar.

Treasurer's Report

Treasurer Bill Gentry reported on the Bar's finances. The Board of Governors received a copy of the October 2024 financials. He said that currently, finances are tracking on schedule, and there are no known issues. The Bar continues to be fiscally sound. He thanked the Board and members of the Bar for their generous contributions to both the Legislative Fund and Georgia Legal Services Program. Treasurer Gentry also reported the fiscal audit for the year ending June 30, 2024, was completed and there were no audit adjustments made by the auditors and there were no management letter comments related to operations. A copy of the audit report is posted on the State Bar's website.

Executive Director's Report

Executive Director Damon Elmore thanked the Bar staff for their hard work and dedication, particularly those working this meeting, and the course correction, the adaptation, and the pivots that they had to make for it because of the bad weather in North Georgia. He reported that Bar staff has been working diligently on finalizing budget options for 2025-2026. He said that facility improvements remain a significant part of our work, including the Coastal Georgia and the South Georgia offices. Recent improvements at the Atlanta office include mechanical, electrical and plumbing repairs, efficiency and member service enhancements, safety and security improvements, and general refreshments, which reflect a commitment to maintaining

professional, functional spaces that serve the needs of our members and staff effectively. He announced the new EV charging station spaces in the parking deck that were recently installed.

#### Young Lawyers Division Report

YLD President Kenneth Mitchell Jr. reported that the YLD Signature Fundraiser will take place on March 8 at Truist Park, where Paula Frederick will receive the YLD Lifetime Achievement Award and Ashley Akins will receive the Signature Service Award. He said the YLD Leadership Academy completed their first session the previous day and acknowledged those in the room. They will complete five more sessions, culminating in a graduation ceremony at the Annual Meeting in June. YLD President Mitchell added the YLD Spring Meeting will take place in Nashville on March 28-30 and will include a CLE on the ELVIS Act.

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

Executive Director Karlise Grier reported on the activities of the Chief Justice's Commission on Professionalism. She thanked Chief Justice Michael P. Boggs for his continued leadership. The 25<sup>th</sup> Annual Justice Robert Benham Awards will be held on April 15 at the Nathan Deal Justice Center. CJCP will once again hold the Connect with a Colleague Contest from March 1 through April 30, 2025. To win a prize, attorneys may submit up to five entries for having lunch, dinner, coffee or a cocktail connection with a colleague outside the attorney's office, firm, or legal organization. The 2025 Law Day Theme is "The Constitution's Promise: Out of Many, One." The State Bar's Professionalism Committee will send suggested talking points to volunteers regarding the 2025 Law Day Theme before the month of May. She added that there are two upcoming free CLEs that will be held on Zoom, on March 7 and March 28, with 1 hour of ethics and 1 hour of professionalism each.

#### Special Committee on Artificial Intelligence and Technology Report

Chair Darrell Sutton reported on the Special Committee on Artificial Intelligence and Technology, which President Ivy Cadle created and appointed at the beginning of his year. He explained that the mission of the subcommittee includes making recommendations to the Supreme Court of Georgia and the Board of Governors about how the Georgia Rules of Professional Conduct covers developments in technology, particularly artificial intelligence, and the practice of law (examining whether GRPC and Bar policies are sufficient regarding a lawyer's technology-related actions, omissions, or conduct); and making recommendations about how the Bar can aid its members as they integrate artificial intelligence and technological advances into the practice of law (identifying AI tools for lawyers and examining methods to provide education, communication, resources, and assistance to lawyers about these tools to ensure lawyers understand the utility and convenience of embracing AI and technological advances while maintaining their duty to exercise independent judgment). Areas of focus for the special committee are as follows: identify ethical implications for AI and other technology, as considered by the current GRPC; evaluate the need for revisions to the GRPC based upon the committee findings; and develop ideas and best practices for the State Bar providing assistance to practitioners implementing AI into their practices. The special committee plans to provide a comprehensive report and recommendations to the Board of Governors at the Annual Meeting in June 2025.

*President Ivy N. Cadle adjourned the Board of Governors Meeting and called to order the Plenary Session of the Membership of the State Bar of Georgia.*

#### Proposed Bylaws Changes

Following a report by Deputy General Counsel Bill NeSmith, the members of the State Bar of Georgia made the following actions on the proposed bylaws changes:

1. Article I. Members. Section 1. Registration of Members.

The proposed amendment, recommended by Bar Counsel, simplifies the language and reorganizes a long paragraph by creating subparts.

State Bar of Georgia members, by majority vote, approved the proposed changes.

2. Article I. Members. Section 2. Active Members and Foreign Law Consultants.

The proposed amendments, recommended by Bar Counsel, add “good standing” language and enabling rules for foreign law consultants.

State Bar of Georgia members, by majority vote, approved the proposed changes.

3. Article I. Members. Section 6. Affiliate Membership and Law Student Membership.

The proposed amendment, offered by the Membership Department, removes the provision that a law student member attends a law school in Georgia, making the bylaw consistent with Bar Rule 1-206.1.

State Bar of Georgia members, by majority vote, approved the proposed changes.

4. Article III. Board of Governors. Section 13. Standing Board Policies.

The amendment creates a new bylaw that provides authority for “Standing Board Policies.”

State Bar of Georgia members, by majority vote, approved the proposed changes.

5. Article IV. Executive Committee. Section 1. Members. (EC Elections)

This is a rewrite of the EC Election bylaw, designed to simplify the election process for Executive Committee members.

State Bar of Georgia members, by majority vote, approved the proposed changes.

6. Article IV. Executive Committee. Section 3. Misconduct and Removal.

This new bylaw guides the removal process for officers, board members, volunteers, guests, and others who have engaged in misconduct.

State Bar of Georgia members, by majority vote, approved the proposed changes.

7. Article IV. Executive Committee. Section 4. Standing Executive Committee Policies.

This amendment creates a new bylaw that provides authority for “Standing Executive Committee Policies.”

State Bar of Georgia members, by majority vote, approved the proposed changes.

8. Article VIII. Committees – Generally. Section 5. Authority to Establish Internal Rules.

The amendment creates a new bylaw that provides explicit authority for a State Bar committee to establish its operation or procedural rules.

State Bar of Georgia members, by majority vote, approved the proposed changes.

9. Article VIII. Committees – Generally. Section 6. Quorum.

This amendment creates a new bylaw that lowers the quorum requirements established by Roberts Rules of Orders (50% +1) to 40% of the committee membership. This allows committees with a large number of members (many of whom rarely attend meetings) to more easily establish a quorum and conduct the business of the committee.

State Bar of Georgia members, by majority vote, approved the proposed changes.

*President Ivy N. Cadle adjourned the Plenary Session of the Membership of the State Bar of Georgia and reconvened the Board of Governors Meeting.*

Minutes of the 304<sup>th</sup> Meeting of the Board of Governors

The minutes of the Board of Governors meeting held on November 2, 2024, were approved as presented by a majority vote.

Proposed Rules and Bylaws Changes

Following a report by Deputy General Counsel Bill NeSmith, the Board of Governors, by majority vote, took the following action on the proposed amendments to the following rules:

10. Bar Rule 1-302. Composition.

This is a rewrite of the rule defining the composition of the Board of Governors. This proposed change is designed to simplify the rule and remove old, archaic language that is no longer relevant.

The Board of Governors, by majority vote, approved the proposed changes.

11. Bar Rule 1-501. License Fees.

This proposed change simplifies the appeal process for challenging a delinquent dues payment and reduces the termination date from five years to three years, matching the Office of Bar Admissions rules.

The Board of Governors, by majority vote, approved the proposed changes.

12. Bar Rule 1-501.1 License Fees—Late Fee.

This proposed change removes the escalating late fee and sets it at \$175.

The Board of Governors, by majority vote, approved the proposed changes.

13. Bar Rule 4-106. Conviction of a Crime; Suspension and Disbarment.

The proposed amendment to Rule 4-106 comes as a motion from the Disciplinary Rules and Procedures Committee. The changes clarify that the report of a Special Master is to be filed with the State Disciplinary Clerk.

The Board of Governors, by majority vote, approved the proposed changes.

14. Bar Rule 4-108. Conduct Constituting Threat of Harm to Clients or Public; Emergency Suspension.

The proposed amendment to Rule 4-108 comes as a motion from the Disciplinary Rules and Procedures Committee. The changes clarify that the report of a Special Master is to be filed with the State Disciplinary Clerk.

The Board of Governors, by majority vote, approved the proposed changes.

15. GRPC 1.0. Terminology and Definitions.

The proposed amendment to Rule 1.0 comes as a motion from the Disciplinary Rules and Procedures Committee. The proposed amendments to Rule 1.0 amend the definition of “lawyer” and add definitions of “attorney” and “counsel.”

The Board of Governors, by majority vote, approved the proposed changes.

16. GRPC 1.6. Confidentiality of Information.

The proposed amendment to Rule 1.6 comes as a motion from the Disciplinary Rules and Procedures Committee. The proposed amendments to Rule 1.6 adopt language from ABA Rule 1.6(c).

The Board of Governors, by majority vote, approved the proposed changes.

Center for Lawyer Wellbeing Dues Approval

Chair of the Center for Lawyer Wellbeing Javoyne Hicks reported that the Board of Governors, per the Wellbeing Center bylaws, is required to approve the dues amount in order for it to be included on the annual license fee notice. The Board of Governors, by majority vote, approved the requested \$40 dues amount.

Nominations of ABA Delegates

President Ivy N. Cadle proposed the ABA delegate nominations listed below. The Board of Governors nominated the following attorneys to the Georgia ABA Delegate Posts as indicated. These positions are open to Georgia lawyers who are members of the ABA.

<u>Post</u>	<u>Delegate</u>
2	Glenn Hendrix (two-year appointment)
4	Paula J. Frederick (two-year appointment)

Nominations of State Bar Officers

The Board of Governors received the following nominations for State Bar officers for the 2025-2026 Bar year:

<u>Office</u>	<u>Nominator</u>	<u>Nominee</u>
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Secretary	Tracee R. Benzo Edward T. McAfee (Seconding)	Shiriki Cavitt Jones
Treasurer	Hon. Shondeana Morris Hon. Kenneth B. Hodges (Seconding)	R. Javoyne Hicks
President-elect	Past President Darrell Sutton Hon. Joseph P. Dent (Seconding)	William C. Gentry

Per Article VII, Section 1 “Nominations and Elections” of the State Bar of Georgia Bylaws, nominations are open for 10 days after this meeting.

Advisory Committee on Legislation (ACL)/Legislative Proposals

Following a report by State Bar Lobbyist Mark Middleton, 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>
<i>Professionalism Committee</i>		
1) Support for a Resolution of the General Assembly Recognizing April 2025 as Legal Professionalism Month	Passed by majority vote	Passed by 2/3 majority
<i>Indigent Defense Committee</i>		
2) Support for the Judicial Council’s Budget Request for FY 2026 – Continued Funding for the Georgia Resource Center	Passed by majority vote	Passed by 2/3 majority

Legislative Update

Legislative Consultant Mark Middleton reported that it is constitutionally mandated that the Legislature begins its session on the second Monday in January. He reported several new members in the Legislature and said the first week will be largely committee assignments and the Governor’s State of the State address. He said along with the two proposals that were just passed, there were two proposals passed at the Fall Meeting, the Committee to Promote Inclusion in the Profession’s proposal to support Funding for Civil Legal Services Grants for Victims of Domestic Violence and the Fiduciary Law Section’s proposal for Amendments to Title 53 and Related Code Sections. Outside of the Bar’s official legislative agenda, other items of interest will be an effort to increase salaries for judges along with a tort reform package from Governor Kemp. While those aren’t items that are on the Bar’s legislative agenda, State Bar lobbyists will be watching those and reporting back to the Bar as necessary.

Code of Conduct for Bar Events

The Board of Governors received the “Code of Conduct for Bar Events.”

Office of the General Counsel

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

Sections Report

The Board of Governors received a written report of the Sections.

Law Practice Management Program

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

ICLE Report

The Board of Governors received a written report on the activities of the Institute of Continuing Legal Education of the State Bar of Georgia.

Media Report

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

Old Business

There was no old business.

New Business

Treasurer Bill Gentry reported that the Senior Lawyers Committee continues to work to form a Senior Lawyers Division, that in part will: encourage pro bono participation, recognize cognitive decline, and isolation of senior lawyers. The committee is working on a business plan to present first to the Executive Committee and then to the Board of Governors at the Annual meeting in June.

Announcements

Sgt. Dexter Harden gave a report and recommendations on the condition of the roads due to the inclement weather.

Executive Session

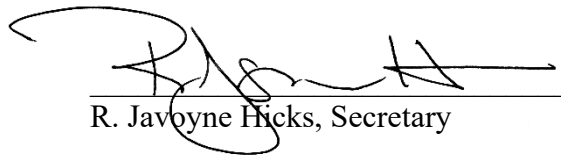
There was no executive session.

Remarks / Q&A / Comments / Suggestions

President Ivy N. Cadle opened the floor to remarks, questions, comments and suggestions.

Adjournment

There being no additional business, the meeting was adjourned at 11:16 a.m.

  
R. Javoyne Hicks, Secretary

Approved:

  
Ivy N. Cadle, President