

**STATE BAR OF GEORGIA  
BOARD OF GOVERNORS  
MEETING MINUTES  
Saturday, March 22, 2025, 9:00 a.m.  
Hyatt Place Athens Hotel & The Classic Center  
Athens, Georgia**

The 306<sup>th</sup> meeting of the Board of Governors of the State Bar of Georgia was held at the date and time shown above. President Ivy N. Cadle presided and called the meeting to order at 9 a.m.

Pledge of Allegiance

Kevin Patrick, Atlanta Circuit, Post 22, led the pledge of allegiance.

Invocation

Maria Justus, Eastern Circuit, Post 3, gave the invocation.

Special Recognition

President Ivy 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 Cadle reviewed the Future Meetings Schedule. He reminded everyone that the Annual Meeting will be held at the Sawgrass Marriott Golf Resort & Spa at Ponte Vedra Beach, Florida. He announced that the Opening Night Festival will be held offsite at The Yards and to please dress comfortably. President-Elect Christopher P. Twyman discussed his upcoming meetings: 2025 Fall Meeting at Cloudland at McLeMore Resort in Rising Fawn in Northeast Georgia; 2026 Midyear Meeting at the Omni Hotel at the Battery Atlanta; 2026 Spring Meeting at the Ritz-Carlton Reynolds at Lake Oconee; and 2026 Annual Meeting at the Omni Amelia Island Resort at Fernandina Beach, Florida.

President's Report

President Ivy Cadle began his remarks by thanking the Board of Governors for everything they have done to make sure the Bar is governed in the way that is needed, and for passing multiple rules and bylaws throughout the year. He said that he strategically changed the format of the meeting agenda in order to remove some duplicative efforts. Instead of working through the action first, he moved the reports to the beginning of the agenda to remove content that would be found in reports and action items. President Cadle also thanked the Bar's committee members for their efforts. He reminded everyone to let President-Elect Chris Twyman know if they are not able to serve and leave room for those who have more bandwidth for committee work.

Treasurer's Report

Treasurer Bill Gentry reported on the financials of the Bar and said that everything was in good financial order. The Board was provided with the January 2025 financial statements for Bar Operations and the Bar Center. Based on the financials through January 2025, the budget is tracking with where it should be at this point in the fiscal year.

### Young Lawyers Division Report

YLD President Kenneth Mitchell Jr. reported on the recent activities of the Young Lawyers Division. Some of the highlights included the Leadership Academy's second session, "Lawyers as Leaders in State Government;" a CLE on Deposition Etiquette, hosted by the YLD Ethics and Professionalism Committee; and "Jury Trials in Family Law," a lunch and learn CLE hosted by the YLD Family Law Committee. He announced that the YLD Signature Fundraiser raised \$90,000, and honored Paula Frederick and Ashley Akins with awards for their dedication to the YLD. The YLD Spring Meeting is March 27-30 in Nashville, Tennessee, including the third session of the Leadership Academy, YLD General Session, a CLE on the ELVIS Act, and a kickball game with the Tennessee Bar YLD. The Board of Governors also received a written report from the YLD.

### Office of the General Counsel Report

General Counsel Russ Willard thanked Paula Frederick for leaving everything in order to allow for his successful transition. The department has received 1,642 grievances from the start of this Bar year through the end of January. After screening by Grievance Counsel, 141 were determined to merit consideration by the State Disciplinary Board and were forwarded to the State Disciplinary Board for additional investigation. An additional nine grievances were administratively mooted after the Supreme Court of Georgia entered an order of disbarment. From Bar Counsel, he reminded the BOG of the amendments to a number of rules and bylaws. This Bar year, the Supreme Court has entered public orders in 33 cases and the board has imposed confidential discipline in an additional 30 cases. The Board of Governors also received a written report from the Office of the General Counsel. He ended by saying that he looks forward to serving as the Bar's general counsel.

### Legislative Report

Director of Governmental Affairs Jenn McNeely reported the following on the Bar's 2025 legislative package:

1. HB327, Amendments to Title 53 and Related Code Sections (Fiduciary Law Section), unanimously passed out of both the Senate and House Judiciary committees, and now we are waiting on them to get on the rules calendar.
2. HB85, Superior Court Judicial Compensation Reform Act, SUPPORT, passed out of both the Senate and House Judiciary committees, and now we are waiting on them to get on the rules calendar.
3. HB86, Public officers and employees; calculating and setting the salaries of certain state officials; revise provisions, passed out of both the Senate and House Judiciary committees, and now we are waiting on them to get on the rules calendar.
4. Budget Request for FY 2026 – Funding for Civil Legal Services Grants for Victims of Domestic Violence (Committee to Promote Inclusion in the Profession). Included in current budget and don't foresee any changes.
5. Support for the Judicial Counsel's Budget Request for FY 2026 – Continued Funding for the Georgia Resource Center (Indigent Defense Committee). Included in current budget and don't foresee any changes.
6. Support for a Resolution of the General Assembly Recognizing April 2025 as Legal Professionalism Month (Professionalism Committee).

In other legislative news of interest to the Bar:

- HB530, which allows for electronic filing in probate courts, passed out of both the Senate and House Judiciary committees, and now we are waiting on them to get on the rules calendar.

- HB426, nonpartisan elections for magistrate court, has also moved and it's going to be on the governor's desk for signature.
- HB406, which increases the retirement age for superior court judges from 60 to 65, has also passed both chambers and is heading to the governor's desk for signature.
- SB215, state bar reorganization bill, State Bar of Georgia; responsibilities of the administrative arm of the Supreme Court relative to the practice of law in this state, not going to move this session.

#### Unallocated Cash Report

State Bar of Georgia Executive Director Damon Elmore provided an update related to unallocated cash. The report included a brief background and history related to the work in the area. It was also a review of how the unallocated cash has been invested and how it interplays with the remaining balance of the budget.

The report reminded that any potential projects are analyzed through a lens with seven areas of focus, including: technology upgrades; investments that are specifically for the State Bar Conference Center, investments for the main office and our State Bar Satellite offices, investments for current and prospective tenant improvements, investments in the building's infrastructure, a long-term recommendation for an increase in our cash reserve, and minor, miscellaneous investments. In addition to those areas, the report reminded that with its recommendations, staff is regularly thorough in its scrutiny, prudent in its application, and detailed in its analysis.

The background walked through work on the project since 2021, where the Bar had roughly \$10 million that was not otherwise designated as a result of COVID savings, a transfer of ICLE cash from Athens, profitable revenue from the ICLE programming, savings in our budget on salaries, and other positive events.

In 2022, an initial report was presented to the Board of Governors at the Fall Meeting. It was a summary of the study conducted, evaluating 5-6 equivalent Bar associations and their policy for cash reserves and spend. As further background, in 2022 the Bar also commissioned an engineering study for 104 Marietta St., focused on the mechanical, electrical, plumbing, and systems needs of the Bar Center. No such evaluation had been carried out since the initial analysis that was a part of the purchase around 1996 of a building built in 1960.

The report referenced the State Bar of Georgia Unallocated Cash chart that has been a part of the three most recent financial reports and will be a supplement to all future reports. That also includes changes to the Summary of Use and Cash Report, which has been updated with tracking on spend.

The report reminded that detailed updates are provided to the Executive Committee on a regular basis, and analysis of the 4+ year plan is conducted with the president, president-elect, treasurer and Executive Committee at necessary intervals. Additionally, Chief Financial Officer Ron Turner manages detailed tracking sheets, and they provide specifics on use and recommendations, including status and notes, the budgeted amount for the investment, the progress on the spend at certain intervals, and any remaining balance of the budget at the completion of the project.

The report turned to details on the spend, highlighting investments made from July 1, 2023, through December 31, 2024, in each category (Infrastructure – 25%, Technology – 25%, HQ and Satellite Offices – 20%, Tenant Improvements 0.18%, Conference Center – 12% and Misc. – 0%). In the 2023-2024 Bar year, a grand total of \$1.26 million was spent on the identified projects and from July 1, 2023, through December 31, 2024, a total of \$2,307,556 was invested in completed projects.

The report then identified what a planned or potential investment would be by category for future investments through June 30, 2030, with detailed dollars. It was also reminded that all planned or projected

investments were forward-looking and actual results may vary. He reminded the Board of Governors that all long-term projects are approached with caution, as the rapid evaporation of these resources could put the Bar in a truly complicated financial position, even though we are aware some members encourage a more aggressive bleed of the unallocated cash.

Additional assumptions were provided when assessing recommendations for investment and future budgets. If we made all the recommended investments and operations manages to budget 96-97% each year and the Bar budgets to a loss with expenses rising 4-8% on average and revenue being limited to a 2-3% increase, it is possible that there will be no unallocated cash in or around the 2026-2027 Bar year. The report concluded by addressing questions related to interplay with the current/proposed budget, specific details for spending in 2025-2026, as well as support for the report and plan, and a recommendation for an aggressive use of the cash.

#### Proposed Changes to the Rules

President Ivy Cadle presented background information on how the proposed changes to Rule 1-202, Membership Status, came about. Betsy Griswold and Rachel Spears – Pro Bono Partnership of Atlanta – contacted him to discuss expanding the pool of potential pro bono volunteers by lowering the emeritus age from 70 to 65. After reflection and discussion with the Supreme Court of Georgia, these proposed changes go in a different but complementary direction. President Cadle explained that the goal was to do something consistent with addressing the problem and complementing the Georgia Lawyer Competency Task Force.

Deputy General Counsel Bill NeSmith reported on proposed changes to Rule 1-202, Membership Status. This proposed rule would expand the universe of non-active members eligible to provide pro bono services beyond emeritus status members to also include inactive members with at least seven years of active service. The revised rule vests determination of which pro bono organizations are eligible to supervise the provision of such services by non-active members with the Supreme Court. The inactive members can only represent clients referred by an approved pro bono organization. Finally, the revised rule requires that an emeritus status member must take an hour-long CLE (in each CLE renewal period) to be eligible for the provision of such services. The Board of Governors will vote on the proposed changes at the Annual Meeting in June.

#### Minutes of the 305<sup>th</sup> Meeting of the Board of Governors

Secretary Javoyne Hicks presented the minutes of the Board of Governors meeting held on January 11, 2025, which were approved as presented by majority vote.

#### Approval of Formal Advisory Opinion Board Appointment

The Board of Governors approved by majority vote the appointment of Prof. Tia Gibbs to the Formal Advisory Opinion Board for a term ending in 2026.

#### License Fee Approval 2025-2026

After a report from Treasurer Bill Gentry, the Board of Governors, by majority vote, approved active license fees at \$270 (\$6 increase from fiscal year 2024-2025) and inactive license fees at \$135 (\$3 increase from fiscal year 2024-2025) for fiscal year 2025-2026.

#### Approval of Other Items to Appear on the License Fee Statement

The Board of Governors, by majority vote, approved the following items to appear on the license fee statement:

- 1) Center for Lawyer Wellbeing and Section Dues (\$10 to \$50).
- 2) Clients' Security Fund (\$15 per member per Rule 1-506).

- 3) Professionalism Fee (\$11/year).
- 4) Legislative and Public Education Fund Contribution (\$100 optional contribution).
- 5) Georgia Legal Services Program (\$400 suggested individual contribution/\$100 suggested contribution for young lawyers).

#### 2025-2026 State Bar Budget

Treasurer Bill Gentry presented the Fiscal Year 2025-2026 Proposed Consolidated Budget (Exhibit E), which the Board of Governors approved by majority vote.

#### Financial Resolutions

The Board of Governors approved the following financial resolutions by majority vote:

- 1) That the President be authorized to secure a blanket fidelity bond to cover all officers, employees and other persons handling State Bar funds as is required by Article V, Section 8 of the Bylaws.
- 2) That the State Bar of Georgia and related entities open appropriate accounts with such banks in Georgia, but excluding any bank that does not participate in the IOLTA Program, and other such depositories as may be recommended by the Finance Committee and/or Investment Committee, and designated by the Executive Committee of the Board of Governors of the State Bar of Georgia, and that the persons whose titles are listed below are authorized to sign an agreement to be provided by such banks and customary signature cards, and that the said banks are hereby authorized to pay or otherwise honor any check drafts, or other orders issued from time to time for debit to said accounts when signed by two of the following: the Treasurer, the President, the President Elect, the Immediate Past President, the Executive Director, the Office Manager and the General Counsel, provided either the President or the Treasurer shall sign all checks or vouchers and that said accounts can be reconciled from time to time by said persons or their designees. The authority herein given is to remain irrevocable so as said banks are concerned until they are notified in writing of such revocation of authority and in writing, acknowledge receipt thereof.
- 3) That Mauldin & Jenkins be designated as the independent auditing firm to audit the financial records of the State Bar of Georgia for the fiscal year 2024-2025.

#### Executive Committee Minutes

The Board of Governors received copies of the minutes of the Executive Committee meetings held on December 5, 2024, and February 5, 2025.

#### Law Practice Management Program

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

#### Sections Report

The Board of Governors received a written report on the activities of the Sections of the Bar.

#### Institute of Continuing Legal Education Report

The Board of Governors received a written report from the Institute of Continuing Legal Education.

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

The Board of Governors received a written report on the activities of Chief Justice's Commission on Professionalism.

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

Board of Governors Member and Executive Director of the Georgia Legal Services Program, Susan Coppedge, asked those in attendance to please complete the Regulatory Reform Committee Survey that was emailed on March 19 from President Ivy Cadle and posted on the Bar's website.

Executive Session

There was no executive session.


Remarks / Q&A / Comments / Suggestions

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

Adjournment

There being no additional business, the meeting was adjourned at 10:50 a.m.

Approved:

  
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R. Javoyne Hicks, Secretary

Approved:

  
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Ivy N. Cadle, President