

**BY-LAWS**

**TULSA COUNTY BAR ASSOCIATION, INC.**

**May 15, 2008**

**Amended July 21, 2020**

**ARTICLE I**

**IDENTIFICATION**

1.1 Name. The name of this non-profit Association shall be the TULSA COUNTY BAR ASSOCIATION, INC. (“Association”).

1.2 Seal. The corporate seal shall be inscribed:

"TULSA COUNTY BAR ASSOCIATION, INC."  
An Oklahoma Non-Profit Corporation

1.3 Fiscal Year. The fiscal year of the Association shall begin on the first day of September and end on the thirty-first day of August in the succeeding year.

**ARTICLE II**

**MEMBERSHIP**

2.1 Membership Classifications. There shall be the following classifications of membership in this Association: regular, associate, and emeritus.

2.1.1 Regular Members. Any lawyer or judge who is duly licensed to practice law in any State or the District of Columbia and who regularly engages in such practice in Tulsa County, Oklahoma and any lawyer duly licensed to practice law in any State or the District of Columbia and who is a full-time member of the faculty or staff of the University of Tulsa College of Law is eligible to be a Regular Member of this Association. Regular Members are eligible to vote and hold elective office in this Association.

2.1.2 Associate Members. Persons including, but not necessarily limited to, law students, attorneys on active duty with the military, attorneys not duly licensed by the State of Oklahoma but who are duly licensed by another state or the District of Columbia, attorneys not actively engaged in the practice of law in Tulsa County, Oklahoma, paralegals, and any person who by reason of their occupation or profession or other reason holds a demonstrable interest in the activities of the Association or one or more of its committees or sections, may be Associate Members. Associate Members may not vote or hold elective office in this Association. The Board of Directors may adopt such additional requirements or qualifications for Associate membership as deemed appropriate from time-to-time.

2.1.3 Emeritus Members. The TCBA Board of Directors shall have the discretion to award emeritus membership to any attorney who (i) has been engaged in the practice of law or employed in legal academia for at least 40 years or has attained the age of 70; (ii) has been a dues paying member of this Association for at least the most recent 10 consecutive years; and (iii) is no longer actively practicing law on more than a 50% basis. Emeritus Members shall have all the rights and privileges of Regular Members but shall not be assessed dues. All members whose membership was processed as a “senior” membership for the 2016-2017 membership year, shall be eligible for emeritus membership without regard to the foregoing qualifications.

2.2 Application for Membership. Any person eligible for membership in the Association may become a member upon application and payment of the proper dues, if any are required for membership. Any question of eligibility shall be decided by the Board of Directors. This decision may be reviewed by the members at any regular or special meeting of this Association.

2.3 Termination of Membership. Once approved for membership in the Association, a member of the Association shall remain a member until the member voluntarily withdraws, fails to pay membership dues in any year, or is no longer eligible for membership in this Association.

## **ARTICLE III**

### **DUES**

3.1 Establishment of Dues. The annual dues for Regular, Associate, and Emeritus members, and any appropriate sub-categories thereof, shall be fixed by the Board of Directors no later than July 1st of the fiscal year preceding the fiscal year for which such dues shall be payable. Should the Board of Directors fail to establish annual dues for any membership category or sub-category for any upcoming fiscal year, the annual dues shall remain unchanged from the preceding fiscal year. In establishing any such sub-categories, the Board may distinguish on the basis of years in practice, governmental service, and employment in academia.

3.2 Payment of Dues. Dues shall be due and payable on or before September 1st of each year. Only members who have paid their dues in full may attend free continuing legal education programs offered by the Association at no cost. Members who have not paid their dues in full may attend free continuing legal education programs offered by the Association at the non-member cost.

3.3 Suspension for Non-payment of Dues. In the event a member shall fail to pay dues on or before November 1st of the year in which they are payable, such member shall be automatically suspended from membership in this Association. The Treasurer shall diligently seek to collect dues from suspended members and shall notify members who have failed to timely pay dues that they are suspended from membership in this Association. Suspended members shall not be entitled to receive notices of or attend meetings or receive any other Association benefits until all unpaid dues shall be paid in full. The Board of Directors may, in its discretion, also establish and require the payment of a membership reinstatement fee.

3.4 Dues not to be Assessed to Certain Sub-Categories of members.

3.4.1 Law Students. Law students who are Associate Members of this Association shall not be assessed dues while attending law school.

3.4.2 Recent Law School Graduates. Recent graduates of law school, who have not been admitted to the practice of law in any other state in a previous year, on being admitted to a State Bar, shall enjoy a waiver of dues for the first year of their membership in this Association.

3.4.3 Active Duty Military Members. Members who serve on active duty with the Armed Forces of the United States shall continue as Associate Members without the payment of dues during the periods of such duty and the balance of the fiscal year of their separation from active duty.

## ARTICLE IV

### MEETINGS OF THE ASSOCIATION

4.1 Regular Meetings. There shall be one regular meeting of this Association in each fiscal year. The meeting, which is herein referred to as the “Annual Meeting,” shall be held in August of each year at such time and place as may be fixed by the Board of Directors.

4.2 Special Meetings. Special meetings of this Association may be called by the President, a majority of the voting members of the Board of Directors, or not less than one-fourth of the voting members of the Association. A special meeting shall be deemed called when the person or persons calling the meeting files with the Secretary a writing which states that the meeting is called and sets forth the time, place and purpose of the meeting.

4.3 Notice of Regular and Special Meetings. Written notice of all meetings of this Association shall be disseminated by U.S. mail, email, publication in the Association’s newsletter or in the *Tulsa Lawyer*, or other method the Board of Directors deems most effective, by or at the direction of the Secretary, to each member of this Association, at least ten (10) nor more than forty (40) days before the date of the meeting. Such notice shall state the place, day and hour of the meeting, and, in the case of a special meeting, the purpose or purposes for which the meeting is called.

4.4 Place of Meetings. All meetings shall be held in the city of Tulsa, Tulsa County, Oklahoma or in another place as may be determined by the Board of Directors.

4.5 Quorum. Twenty-five (25) active members of the Association, present in person, shall constitute a quorum.

4.6 Voting. The vote of the majority of the quorum shall decide any question brought before the meeting.

**ARTICLE V**  
**BOARD OF DIRECTORS**

5.1 Board of Directors. The Association shall have a Board of Directors consisting of not less than twenty (20) nor more than forty (40) Directors, all of whom shall be active members of the Association. The Board of Directors shall consist of:

- a. the Officers;
- b. seven (7) Directors At-Large;
- c. the Chair(s) of each Standing Committee;
- d. the Chair(s) of each Special Committee;
- e. the Chair(s) of the Sections;
- f. the two (2) members elected by the Association to serve on the Board of Law Library Trustees; and
- g. the member elected by the Association as delegate to the American Bar Association.

5.2 Ex-officio Members of the Board. The following individuals may attend and participate in meetings of the Board as non-voting ex-officio members:

- a. the Executive Director of the Association;
- b. the Chief Judge of the United States District Court for the Northern District of Oklahoma or a federal judge designated by the Chief Judge;
- c. the Presiding Judge of the District Court of Tulsa County or a district judge designated by the Presiding Judge;
- d. the Chief Judge of the City of Tulsa Municipal Court or a municipal judge designated by the Chief Judge;
- e. the Dean of the University of Tulsa College of Law or an Associate Dean designated by the Dean;
- f. a representative to be elected or appointed by the Student Bar Association of the University of Tulsa College of Law;
- g. the President of the Tulsa County Bar Foundation and the Chairs of the Tulsa County Bar Foundation Law Week, Community Outreach, and Golf Committees; and

- h. the person elected to the Oklahoma Bar Association Board of Governors from Judicial District No. 6, Tulsa; provided that the person is a member of the Association.

5.3 Powers and Duties of the Board of Directors. The Board of Directors shall manage the affairs of the Association in accordance with the Articles of Incorporation and the By-Laws.

5.4 Meetings of the Board of Directors. The Board of Directors shall meet at least nine (9) times annually and shall keep a record of its proceedings. The Board shall make its own rules as to time, place and notice of meetings, and its own rules of procedure. Fifteen (15) voting members of the Board of Directors shall constitute a quorum. A Director shall not vote by proxy; provided, that in the event a Committee Vice-Chair attends the Board of Directors meeting in lieu of the Committee Chair, said Vice Chair may vote the proxy of the Committee.

5.5 Vacancies on the Board of Directors. Vacancies in any committee chair position shall be filled by the President. Vacancies of other non-Officer positions shall be filled by a majority vote of the Board of Directors voting, and each person so elected shall serve the balance of the term and until the installation of a successor.

5.6 Rules and Regulations of the Board of Directors. The Board of Directors shall have the power to formulate and adopt rules and regulations to effectuate the reasonable intent of this Article.

5.7 Statements on Issues of Public Policy. Recognizing that the Association is an apolitical, not-for-profit corporation that consists of voluntary members with diverse views on many important public policy issues, the Association's officers, directors, committees, sections, and staff shall not make official statements on behalf of the Association regarding matters of public policy without the Board's prior approval. Recognizing the First Amendment's right to free speech, the Association's officers, directors, and staff remain free to express their personal opinions but should be mindful that such expressions may reflect upon the Association or the law profession. The Association encourages respectful, civil discourse on any important issue of public policy within the foregoing parameters.

## **ARTICLE VI**

### **OFFICERS AND EXECUTIVE COMMITTEE**

6.1 Officers. The Officers of the Association shall be a President, President-Elect, Past President, Vice President, Secretary and a Treasurer. The Officers other than the President and Past President shall be elected for a one-year term by the members of the Association, as provided in Article X. The President-Elect shall succeed to the office of the President for a one-year term without further vote of the members of the Association and the President shall succeed to the office of Past President for a one-year term without further vote of the members of the Association.

6.2 President.

6.2.1 Duties. The President shall be the chief executive officer of the Association. The President shall chair the Executive Committee, preside at all meetings of the Association and

the Board of Directors, appoint a Chair to each standing committee, and perform such other duties as may be assigned by the Board of Directors.

6.2.2 Qualifications. The President shall have been a member of the Association for a minimum of five (5) consecutive years immediately prior to serving as President and shall have served for a minimum of three (3) years on the Board of Directors.

6.3 President-Elect.

6.3.1 Duties. The President-Elect shall appoint the Vice-Chair of each standing committee, chair the Long Range Planning Committee, and perform such other duties as may be assigned by the President or by the Board of Directors.

6.3.2. Qualifications. The President-Elect shall have been a member of the Association for a minimum of five (5) consecutive years immediately prior to serving as President-Elect and shall have served for a minimum of two (2) year on the Board of Directors.

6.4 Past President. The immediate past president of the Association shall serve as Past President, shall chair the Nominations and Awards Committee, and perform such other duties as may be assigned by the President or by the Board of Directors.

6.5 Vice President. In the event of the resignation, removal, disability, or death of the President, or in the absence of the President, the Vice President shall perform the duties of President. The Vice President shall perform such other duties as may be assigned by the President or by the Board of Directors.

6.6 Secretary. The Secretary shall prepare written minutes of all proceedings and oversee the preservation of all records, books and papers of the Association, the Executive Committee and the Board of Directors, and perform such other duties as may be assigned by the President or by the Board of Directors.

6.7 Treasurer. The Treasurer shall receive, safely keep, pay out at the direction of the Board of Directors and account for, all money and property belonging to the Association and act as *ex-officio* member of the Budget Committee. The Board of Directors may authorize committees of the Association to keep in separate accounts, maintain and separately account for funds not under the care or control of the Treasurer. The Board of Directors may require a surety bond for the faithful performance of the duties of the Treasurer, in favor of the Association, in such form and for such amount as the Board of Directors may approve. Immediately upon vacating the office, the Treasurer shall account for and deliver to the Treasurer's successor all money, books, papers and property belonging to the Association and then in the custody or under the control of the Treasurer. The Treasurer shall mail a statement of dues to each member on or before July 31st of each year.

6.8 Resignation, Removal, Death or Disability of Officer. In the event of the resignation, removal, death or disability of any Officer other than the President, Past President or President-Elect, an interim successor shall be chosen by the vote of the majority of the remaining members of the Board of Directors to serve until a successor is elected at the next annual election.

6.9 Resignation, Removal, Death or Disability of Past President. In the event of the resignation, removal, death or disability of the Past President, the next preceding Past President of the Association willing to serve shall so act. If none is willing to serve, the office shall remain vacant for the balance of the term.

6.10 Resignation, Removal, Death or Disability of President-Elect. In the event of the resignation, removal, death or disability of the President-Elect, a successor shall be chosen by the nomination and election procedure as provided by these By-Laws, and shall succeed to the office of President upon the conclusion of the term of office of the President.

6.11 Executive Committee. The Officers along with the Chair of the Budget Committee shall comprise the Executive Committee of this Association. The President of the Tulsa County Bar Association shall be an ex officio member of the Executive Committee of this Association.

6.11.1 Meetings of the Executive Committee. The Executive Committee shall make its own rules as to time, place and notice of meetings and its own rules of procedure. A majority of the voting members of the Executive Committee shall constitute a quorum. An Executive Committee member shall not vote by proxy.

6.11.2 Powers of the Executive Committee. The Executive Committee, except to the extent limited by the Oklahoma Association Act, shall have the powers of the Board of Directors during the periods when the Board is not in session and such other powers as may be lawfully delegated to it by the Board of Directors.

6.12 Indemnification. Every member of the Board of Directors, Officer, or employee of the Association, including members of all committees of the Association in the performance of their duties shall be indemnified by the Association against all reasonable expenses and liabilities, including counsel fees, necessarily incurred, and when approved by the Board of Directors, by or imposed upon such Director, Officer, employee or member of a committee in connection with any threatened action, pending action or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) to which such Director, Officer, employee or member of a committee may be made a party or in which such person may become involved by reason of being or having been a Director, Officer, employee or member of a committee, or any settlement thereof, whether or not such person is a Director, Officer, employee or member of a committee at the time such expenses are incurred, if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Association.

This indemnification shall not apply in such cases where the affected Director, Officer, employee or member of a committee is found to not have acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the Association or where the employee is adjudged guilty of willful misfeasance or malfeasance in the performance of such person's duties. Provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

The provisions of this section shall be applicable to actions, suits or proceedings pending at the adoption hereof or commenced after the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to Directors, Officers, employees and members of a committee and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the Directors, Officers, employees and members of a committee referred to in this section. This indemnity agreement shall not inure to the benefit of any indemnitor, insurer, surety, or bonding company.

## ARTICLE VII

### **DIRECTORS AT LARGE, BOARD OF LAW LIBRARY TRUSTEE DELEGATES, AMERICAN BAR ASSOCIATION DELEGATE**

#### 7.1 Directors at Large.

7.1.1 Composition. There shall be seven (7) Directors at Large as follows: two (2) Small/Solo Firm Directors at Large, who shall represent the interests of members employed with firms with nine or fewer attorneys, two (2) Mid-Size Firm Directors at Large, who shall represent the interests of members employed with firms with between ten and twenty-five attorneys, two (2) Large Firm Directors at Large, who shall represent the interests of members employed with firms with more than twenty-five attorneys, and one (1) Public/Non-Profit/Corporate Director at Large, who shall represent the interests of members who are practicing law outside of a private firm. Each Director at Large must be employed and maintain employment in the category in which they are elected to serve as Director at Large during their term of office.

7.1.2 Term. The first Directors at Large who serve following enactment of this Article, shall serve a term as follows: the two current Directors at Large with a year remaining in their term shall complete their term, one serving as a Small/Solo Firm Director at Large and the other serving as a Mid-Size Firm Director at Large; one additional Small/Solo Firm Director at Large shall be elected to serve a two-year term; one additional Mid-Size Firm Director at Large shall be elected to serve a two-year term; two Large Firm Directors at Large shall be elected, one whom shall serve a one-year term and one of whom shall serve a two-year term; and one Public/Non-Profit/Corporate Director at Large shall be elected to serve a two-year term. Thereafter, each term shall be for a period of two years.

7.1.3 Duties. The Directors at Large shall serve the Association and represent the interests of the membership group to whom they belong and have been elected to serve by serving on and attending the meetings of the Membership and Nominations and Awards Committees and performing such other duties as may be assigned by the President or by the Executive Committee.

7.2 Board of Law Library Trustees Delegates. Two members of the Association shall serve as the Association's delegates on the Board of Law Library Trustees. The delegates shall be elected by the Association to serve two-year staggered terms on the Board of Law Library Trustees. The delegates shall represent the interests of the Association on the Board of Law Library Trustees, shall keep the Association informed of the status of or any issues of concern related to the Law Library, and shall fulfill all duties required of Trustees of the Law Library Board.

7.3 American Bar Association Delegate. One member of the Association shall serve as the Association's delegate to the American Bar Association, and one member of the Association shall serve as alternate delegate. The ABA Delegate and alternative delegate shall be elected bi-annually to serve a two year term. The ABA Delegate shall attend such ABA meetings as are required of local bar association delegates. In the event the delegate is unable or unwilling to perform the duties of delegate, the alternative delegate shall perform said duties.

## ARTICLE VIII

### STANDING AND SPECIAL COMMITTEES

#### 8.1 Standing Committees.

8.1.1 Composition. Each standing committee shall, unless otherwise stated herein, be comprised of a Chair, Vice-Chair, and such members of the Association who shall volunteer for service on a standing committee(s).

8.1.2 Appointment of Chair and Vice-Chair. Unless provided otherwise herein, the President shall appoint the Chair of each standing committee. The President-Elect shall appoint the Vice-Chair of each standing committee.

8.1.3 Removal of Chair and Vice-Chair. A Chair or Vice-Chair may be removed by the President, with the concurrence of a majority of the Board of Directors. In determining a majority, any Chair sought to be removed shall be excluded.

8.1.4 Vacancy of Chair or Vice-Chair. If a Chair is removed, resigns or dies during a term of office, the President shall appoint a replacement. If a Vice-Chair is removed, resigns or dies during a term of office, the President-Elect shall appoint a replacement.

8.1.5 Standing Committees. The Standing Committees of the Association are:

a. Bench and Bar. The committee shall endeavor to address the specialized needs and concerns of judges and lawyers in federal courts, state courts and municipal courts operating within the Tulsa metropolitan area. The committee shall strive to improve the functioning of the judicial systems located within the Tulsa metropolitan area by promoting communication between judges and members of the bar; collaborating with the bench on problems common to the bench and bar; encouraging diligence and competence in the bench and bar; aiding in the development of fair and efficient court rules, practices and procedures; and encouraging and fostering cohesion, civility and good relations between judges and members of the bar through seminars, meetings, and other events.

b. Budget.

i. Composition. The committee shall be composed of a Chair, the Executive Committee, and the immediate Past-Chair of the Committee.

ii. Function and Duties. The committee shall oversee the compiling of such information as may be necessary in order to prepare and recommend a budget

for the Association's fiscal year, which budget shall be presented to the Board of Directors for its approval no later than thirty (30) days after the beginning of the Association's fiscal year; maintain current inventories of all property of the Association; regularly inspect all office space and facilities to determine their condition and need for maintenance; and supervise, train and recommend to the Executive Committee compensation (including fringe benefits) for staff members.

c. Children and the Law. The committee shall develop and maintain programs for members to volunteer time and efforts to protect children and their interests, especially in legal proceedings.

d. Continuing Legal Education. The committee shall make available regular educational programs of high quality on subjects of current and practical interest, including programs which qualify for approval by the Mandatory Continuing Legal Education Commission of the Oklahoma Bar Association for continuing legal education credit.

e. Diversity. The committee shall promote diversity in the profession with the goal of ensuring equal opportunity and inclusion in the membership, leadership and activities of the bar regardless of race, religion, ethnicity, sex, national origin, disability, sexual orientation or gender identity. The committee will coordinate with area schools to connect with diverse students to introduce the legal profession as a career choice, and support student access to a legal career.

f. Fee Arbitration.

i. Composition and Quorum. The committee shall be composed of a Chair, Vice-Chair, and lawyer members, each of whom must be members of the Association and have been admitted to the practice of law for not less than five (5) years, and not less than five (5) lay members who volunteer to serve on the committee. The Chair and TCBA President shall be jointly responsible for appointing lay members to the committee. A quorum shall consist of eight (8) members.

ii. Function and Duties. The committee shall arbitrate disputes between lawyers and clients involving fees charged for professional services where all parties to such disputes have voluntarily agreed to submit the dispute to binding arbitration of the Fee Arbitration Committee. Such disputes shall be investigated and arbitrated according to rules of procedure adopted by the committee. All investigations shall be conducted by lawyer members of the committee. The Chair may reassign a fee dispute submitted to a member of the committee for investigation to another member if, in the discretion of the Chair, it would facilitate or expedite the investigation of the dispute. This committee does not resolve client grievances.

g. Law Related Education. The committee shall provide training seminars for Tulsa metropolitan area teachers and lawyers in order to provide meaningful classroom activities and lesson plans. The committee shall also provide schools, youth activities, and community, civic, business and professional organizations with high quality programs, speakers and publications on various legal subjects of interest, with an emphasis on topics that would be useful to the general public in navigating the legal system.

h. Lawyer Referral Service. The committee shall supervise the referral office of the Association, oversee the panel of lawyers to whom referrals are made, and establish the terms of the admission to and retention on such panel, including requiring all lawyers on the panel maintain in full force and effect at all times a policy of malpractice insurance with a reputable insurance carrier in a specified minimum amount.

i. Long Range Planning. The committee shall recommend changes in the Articles of Incorporation and By-Laws; study long range needs of the Association through surveys and review of proposed projects and goals; and make recommendations to the Board of Directors for needed changes in any of the above described areas. The President-Elect shall serve as Chair of the committee.

j. Membership. The committee shall develop, plan, coordinate, and oversee membership recruitment and retention efforts. The committee shall develop programs designed to assist and encourage members to participate in the Association and its various activities; develop and promote recreational activities and other social activities for members; and perform such other duties as may be assigned to it by the President or Board of Directors.

k. Mentoring. The committee shall plan and coordinate programs to provide mentorship for both law students and young lawyers. In doing so, the committee shall work closely with the University of Tulsa to provide law students with effective programs and information. The committee shall also engage in efforts to recruit new student members of the Association.

l. Nominations and Awards. The committee shall maintain close contact with members of the Association and become familiar with activities, accomplishments and achievements both in the practice of law and in the area of public and community service; provide appropriate recognition to members in appreciation of meritorious service to the Association or the community by creating and presenting appropriate awards, including, but not limited to, submitting nominations for Oklahoma Bar Association awards. The committee shall also seek to identify and recruit the best qualified members to serve the Association in its elective offices, review the qualifications of candidates for Association office to ensure compliance with the By-laws, undertake initial investigation of any protest or challenge involving an election to an Association office, and make recommendations thereon to the Board of Directors.

m. Pro-Bono. The committee shall establish programs and procedures to solicit members of the Tulsa County Bar Association to participate in and volunteer for pro-bono activities serving indigent citizens of the Tulsa metropolitan area.

n. Professionalism. The committee shall promote professionalism and civility by encouraging lawyers to handle cases competently, manage law practices effectively, and nurture quality of life sufficiently, through recognition, continuing legal education, and publication in the *Tulsa Lawyer* and other periodicals.

o. Public Relations. The committee shall inform and educate the public about the Association and its activities through the use of the news media.

p. Social Media. The committee shall oversee the Association’s social media accounts and shall suggest and implement social media opportunities to increase communication with the Association’s members, potential members, and others in order to accomplish the Association’s goals. The chairperson of this committee will, subject to the oversight of the President and Executive Director, have primary responsibility for posting Association news and information on the Association’s social media accounts, and, as needed, establishing accounts on new or additional social media platforms. New social media accounts must be approved by the Executive Committee.

q. Special Events. The committee shall plan, coordinate and organize opportunities for the Association to hold events for members to encourage social interaction and comradery between Association members.

r. Tulsa Lawyer. The committee shall oversee the creation, editing and publication of the *Tulsa Lawyer*, including drafting or soliciting articles, photographs, news items and other materials of general interest to the members of the Association, and obtaining advertising to offset, to the extent possible, the costs of publication and distribution.

s. Young Lawyers. The committee shall represent the interests of those members of the Association in good standing who have been admitted to the practice of law in any jurisdiction for not more than ten (10) years (“Young Lawyers”). The committee may plan and execute special educational and social activities designed to encourage participation in the Association by Young Lawyers.

8.2 Special Committees. The President may create special committees from time to time. The President shall appoint a Chair and the members of any special committees so formed. Unless otherwise provided in the creation of such special committee, such committee shall automatically cease to exist at the end of the Association’s fiscal year unless the President-Elect elects to maintain such committee during his or her presidency.

8.3 Sub-Committees. The Board of Directors and any standing or special committee of the Association may create sub-committees for the expeditious performance of their duties.

8.4 Public Statements by Committees. A committee shall not commit the Association, take action in the name of the Association, or make public statements in the name of the Association, without obtaining the written approval of the President or following other procedures adopted by the Board of Directors.

8.5 Role of Committees in the Association. Standing and special committees of the Association shall work together toward common interests consistent with policies determined by, and in a collective effort to meet the Association’s mission established by the Association.

## **ARTICLE IX**

### **EXECUTIVE DIRECTOR**

9.1 Employment and Tenure. The Board of Directors shall employ a suitable and qualified person as Executive Director of the Association who shall serve at the will of the Board.

9.2 Duties. The Executive Director shall:

- a. Manage the Association's executive office and related support staff under the direction of the President and the Board of Directors.
- b. Maintain a complete and accurate list of the members of the Association and their addresses and membership status, and shall keep and be the custodian of the records and files of the Association.
- c. Preserve copies of the minutes of all Association, Board of Directors and Executive Committee meetings, and the originals of all Officers', committee and other reports, and all other records, books and papers of the Association.
- d. Attend all meetings of the Association and the Board of Directors unless excused by the President, and assist the Secretary in keeping the minutes of each meeting.
- e. Perform all other duties as may be assigned by the President or the Executive Committee.
- f. Have the power to sign drafts (without the counter-signature of the Association's Treasurer) up to and including an amount established by the Board of Directors.
- g. Serve as an ex-officio, non-voting member of all standing committees.

9.3 Surety Bond. The Board of Directors may require a surety bond in favor of the Association, in such form and for such amount as the Board of Directors may approve, for the faithful performance of the duties of the Executive Director.

## **ARTICLE X**

### **NOMINATION AND ELECTION**

10.1 Nominations.

10.1.1 Association Positions. Each year the members of the Association shall nominate from its ranks qualified candidates for the offices of President-Elect, Vice President, Secretary, Treasurer, each open Director At-Large position, and the open Law Library Trustee position. Additionally, every other year, the members of the Association shall nominate from its ranks at least two qualified candidates for the position of American Bar Association Delegate. Members may self-nominate or may be nominated by any other member.

10.1.2 OBA Positions. The Association shall, according to the procedures set forth in section 10.9, nominate an active member of the OBA who is a resident of Oklahoma Supreme Court Judicial District No. 6 to serve as a member of the OBA Board of Governors from Oklahoma Supreme Court Judicial District No. 6 every three years to serve a three year term. Additionally, the Association shall facilitate the annual election of qualified attorneys to the open positions for delegates to the Oklahoma Bar Association House of Delegates according to the procedures set forth in section 10.10.

10.2 Review of Candidate Eligibility. Within five (5) business days of the close of the nomination period, the Nominations and Awards Committee shall determine eligibility of each nominee for the office or position nominated. Should the Committee determine that a nominee is not eligible for the office or position for which she has been nominated, the Committee shall provide written notice of same to the nominee with an explanation for the determination of non-eligibility. The nominee may appeal the Committee's determination to the Executive Committee in writing within five (5) business days of receipt of the notice of non-eligibility. The written appeal shall contain all facts and documents in support of the nominee's appeal. The Executive Committee shall make a final determination based upon the written submissions within five (5) business days of the receipt of the appeal. The Executive Committee's determination shall be final. The Chair of the Nominations and Awards Committee shall certify the final candidate list following the expiration of the appeal period or a final determination by the Executive Committee, whichever is later.

10.3 Publication. The Association shall publish the names of the candidates and the position for which each is running in the *Tulsa Lawyer* prior to the election. The candidates may supply for publication additional information about their background and qualifications for office.

10.4 Ballots. The Association shall prepare a ballot containing the names of the nominees for each position for which the race is contested. Uncontested races shall not be listed on the ballot.

10.5 Delivery and Return of Ballots. A ballot shall be delivered to each regular and emeritus member of the Association not more than ten (10) calendar days and not less than five (5) calendar days prior to election day (i.e. the date on which ballots are to be counted), which date shall be stated on the ballot. The ballot must be received at the office of the Association on or before such date in order to be counted.

10.6 Authenticity and Secrecy of Ballots. The Nominations and Awards Committee shall adopt such procedures as reasonably necessary to guarantee the authenticity and secrecy of returned ballots.

10.7 Counting of Ballots. On election day, the Nominations and Awards Committee Chair and the Executive Director, shall obtain a tabulation of the electronic votes cast for each contested election and conduct a hand-count tabulation of all paper ballots received to obtain a final number of votes cast for each candidate for office. In the event the Nominations and Awards Committee Chair is running for an officer position in a contested race, another member of the Nominations and Awards Committee shall fulfill the obligations of this section as to the race in which the Nominations and Awards Committee Chair is running.

10.8 Determination of Officers, Directors At-Large, and Library Trustee. A majority of the votes cast for the candidate for any office other than for the Oklahoma Bar Association House of Delegates positions shall be required to elect a candidate. If no candidate in a particular race obtains a majority of the vote, the two candidates with the highest number of votes shall proceed to a run-off election.

10.9 Oklahoma Bar Association Board of Governors Delegate from Oklahoma Supreme Court Judicial District No. 6. Any active member of the Oklahoma Bar Association who resides in Oklahoma Supreme Court Judicial District No. 6 is eligible to serve as the Oklahoma Supreme Court Judicial District No. 6 representative on the OBA Board of Governors. The Association shall nominate a candidate to the OBA to be elected as the Oklahoma Supreme Court Judicial District No. 6 Board of Governor's member. The candidate nominated by the Association shall be chosen by an election open to all active members of the Oklahoma Bar Association who resides in Oklahoma Supreme Court Judicial District No. 6. All attorneys in good standing with the OBA and meeting the residency requirement contained in the OBA By-laws shall be entitled to vote for Oklahoma Supreme Court Judicial District No. 6 Board of Governor's member by registering with the Association. All members of the Association shall be considered duly registered. All other qualified attorneys who are not members of the Association shall be entitled to vote upon registering each year in which they wish to vote.

Registration shall be effective upon receipt of a completed registration form, together with a self-addressed, stamped envelope at the office of the Association, on or before 5:00 p.m. CST on the last weekday of April. Those wishing to register may obtain an approved registration form from the Association's office or website.

10.10 Oklahoma Bar Association House of Delegates. Tulsa County's delegates to the Oklahoma Bar Association's (OBA) House of Delegates shall be chosen in compliance with the applicable OBA By-laws.

In the event the OBA By-laws provide that a county bar association shall determine the method of designating delegates, the following qualifications and procedures shall be applicable. Nominees shall include only lawyers meeting the residency provisions contained in the OBA By-laws. A qualified member of the OBA may be nominated as a candidate for delegate by submitting a written nomination to the Association.

Delegates shall be elected according to those receiving the highest number of votes in the balloting for the number of delegates allotted Tulsa County by the OBA. Those receiving the next highest number of votes for the number of delegates allotted Tulsa County by the OBA shall be alternate delegates. One-half the allotted delegates and alternate delegates shall be elected annually to serve two (2) year terms. Alternate delegates shall serve in the event of the resignation or absence of regular delegates, and shall be called upon to serve in the order of the number of votes received in the balloting, the one with the highest number of votes to be the first alternate, the one with the second highest number of votes to be the second alternate, and so on.

All attorneys in good standing and meeting the residency requirement contained in the OBA By-laws shall be entitled to vote for delegates by registering with the Association. All members of the Association shall be considered duly registered and entitled to vote. All other qualified attorneys who are not members of the Association shall be entitled to vote upon registering each year in which they wish to vote.

Registration shall be effective upon receipt of a completed registration form, together with a self-addressed, stamped envelope at the office of the Association, on or before 5:00 p.m. CST on the

last weekday of April. Those wishing to register may obtain an approved registration form from the Association's office or website.

10.11 Delegate and Alternate Delegate to American Bar Association. The Association's delegate and alternate delegate to the House of Delegates of the American Bar Association shall be nominated and elected bi-annually and in the same manner as the Officers of the Association. The nominee receiving the highest number of votes shall be elected ABA delegate and the nominee receiving the next highest number of votes shall be elected alternate ABA delegate.

10.12 Publication and Certification of Results. The results of the election of Officers, Directors At-Large, Library Trustees, and delegates shall be announced by the Chair of the Nominations and Awards Committee upon the conclusion of the counting of the ballots, and shall be published once in the *Tulsa Lawyer*. The President and Secretary shall immediately certify the names of the elected delegates and alternates to the Oklahoma Bar Association, and in no event later than forty (40) days prior to the opening of the annual meeting of the Oklahoma Bar Association.

10.13 Run-off Elections. In the event a run-off election is necessary, the voting period shall be for a period of five (5) days and shall be commenced within fifteen days of the general election under procedures as proscribed by the Awards and Nominations Committee.

10.14 Challenge of Election. Any challenge to the election must be filed, in writing, with the Association within five (5) business days of the announcement of election results by the Chair of the Nominations and Awards Committee as provided in section 10.11. The written challenge shall contain all facts and documents in support of the challenge and state the legal basis for the challenge. The Board of Directors shall review and decide any challenge to any election of the Association, which decision shall be final.

## **ARTICLE XI**

### **ASSOCIATION FUNDS**

11.1 Banking. At the beginning of the Association's fiscal year, the Executive Committee shall adopt banking resolutions authorizing checks and drafts to be drawn upon the Association's bank accounts to be signed by persons designated by the Executive Committee.

11.2 Payment of Expenses. The Treasurer, or if delegated by the Treasurer, the Executive Director, shall review all statements, bills and claims submitted to the Association, together with supporting vouchers and approve or disapprove them. Checks then may be issued in payment of approved statements, bills, or claims.

11.3 Appropriations. The Board of Directors may make appropriations to Association committees and sections for specified purposes. Payments made to or on behalf of such a committee or section for such purposes shall not require additional specific authorization by the Board of Directors, so long as the cumulative total of the payments does not exceed the appropriation.

11.4 Investments. The Board of Directors shall adopt an investment policy, which shall be reviewed annually by the Executive Committee. Any changes to the investment policy recommended by the Executive Committee shall be submitted to the Board of Directors for approval. Funds of the Association not currently required for working capital may be deposited in an interest-bearing account at a federally-insured financial institution, used for the purchase of United States government securities, or invested in a manner consistent with the Association's investment policy.

11.5 Surety Bond. The Board of Directors may require a surety bond in favor of the Association in such form and for such amount as the Board of Directors may approve for the faithful performance of the duties of any Officer, Director, committee member, employee or agent of the Association that handles or is entrusted with funds of the Association.

## ARTICLE XII

### CREATION OF SECTIONS

12.1 Creation of New Section. On the motion of the President of the Association or upon written application of twenty-five (25) active members of the Association, the Board of Directors may create a new section of the Association.

12.2 Governance of Sections. Each section shall be governed by By-Laws enacted by that section and approved by the Board of Directors. In the absence of By-Laws, meetings of sections shall be governed by the latest edition of Robert's Rules of Order.

12.3 Role of Sections in the Association. Sections of the Association shall work together toward common interests consistent with policies determined by, and in a collective effort to meet the Association's mission established by the Association.

12.4 Public Statements by Sections. A section shall not commit the Association, take action in the name of the Association, or make public statements in the name of the Association, without obtaining the written approval of the President or following other procedures adopted by the Board of Directors.

## ARTICLE XIII

### PARTICIPATION IN REMOTE MEETINGS

13.1 The provisions of this Article XIII shall apply:

a. During any state of emergency or similar declaration declared by the Governor of the State of Oklahoma, the President of the United States, or some other authorized official of the federal, state, or local government having jurisdiction over the Association; or

b. Upon any determination by the President of the Association or by a majority of the members of the Executive Committee that remote participation in meetings is in the best interests of the Association and its officers, directors, or members.

13.2 Upon a determination that this Article XIII applies and allows participation in remote meetings, any meeting of the Association, Board of Directors, Executive Committee, or any committee or section of this Association may be conducted through remote participation using such telephonic, video, or electronic means as is reasonably available. The Executive Director shall provide for and arrange such telephonic, video, or electronic means and shall include in any meeting notice such information as shall be sufficient to inform those persons entitled to notice regarding the method and means of participating remotely. The rules of the Association and for conducting meetings shall otherwise apply.

## **ARTICLE XIV**

### **AMENDMENTS TO BY-LAWS**

14.1 Non-substantive Amendment Authorized. The Executive Committee is authorized to make non-substantive amendments to these By-laws as needed. Non-substantive amendments include: (i) minor grammatical corrections; (b) changes in section and subsection numbers; and (iii) any other minor amendments that do not affect the substance of the original.

14.2 Proposals for Amendments. Proposals for amendments to the By-Laws may be submitted to the Board of Directors by any voting member of the Board of Directors or by a petition signed by ten percent (10%) of the active members of the Association.

14.3 Procedure for Amending. The By-Laws may be amended at any meeting held pursuant to Section 5.4 upon a majority vote of the Board of Directors favoring such amendment. Notwithstanding anything to the contrary in these By-Laws, during any state of emergency or other declaration falling within the scope of Section 13.1(a), these By-Laws may be amended by the Board of Directors by a meeting conducted in accordance with Article XIII, or by affirmative vote clearly expressed by email by majority of the members of the Board of Directors, and such is deemed effective upon certification by the President of the Association and attestation by the Secretary of the Association.

Adopted this 21st day of July, 2020, by the Board of Directors of the Association.

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James C. Milton, President

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Natalie Sears, Secretary