

Proposed OBA Bylaws Amendments

The following amendments, reviewed and endorsed by the OBA Board of Governors, have been submitted to the Bylaws and Rules Committee for consideration at the House of Delegates during the 102nd OBA Annual Meeting at 10 a.m. Friday, Nov. 17, 2006, at the Crowne Plaza Hotel in Tulsa.

Oklahoma Bar Association Bylaws

(Okla. Statutes Title 5, Chapter 1, Appendix 2) (As Amended)

PREAMBLE

WHEREAS, the Supreme Court of the State of Oklahoma has heretofore promulgated rules creating and regulating the Oklahoma Bar Association:

NOW, THEREFORE, we, the members of the Oklahoma Bar Association, do hereby adopt the following Bylaws:

ARTICLE I

Section 1. CONTROL OF ASSOCIATION

The control and administration of the Association shall be vested in a House of Delegates composed of active and senior members of the Oklahoma Bar Association ~~and the State of Oklahoma.~~

Section 2-(a). MEMBERSHIP

The House of Delegates shall be composed of one delegate or alternate from each County of the State, who shall be an active or senior member of the Bar of such County, as certified by the Executive Director at the opening of the annual meeting; providing that each County where the active or senior resident members of the Bar exceed fifty shall be entitled to one additional delegate or alternate for each additional fifty active or senior members or major fraction thereof. In the absence of the elected delegate(s) the alternate(s) shall be certified to vote in the stead of the delegate. In no event shall any County elect more than thirty (30) members to the House of Delegates. Each delegate and alternate shall be elected for a term of two years to begin with the commencement of the annual meeting following his or her election, and terminating with the commencement of the third annual meeting following his or her election or until the election and certification of his or her successor, provided, that beginning with the election of delegates and alternates following adoption of this amendment, the Board of Governors shall designate the number of delegate positions in each County which shall be for an initial one-year term and which delegate positions shall be a two-year term, providing further, that as nearly as it is mathematically possible, the one and two-year terms shall be divided equally for Counties entitled to two or more delegates, the respective County Bar Association shall determine the method of designating the delegates for one-year terms and the delegates for two-year terms.

Each member of the Board of Governors of the Association shall be an ex officio non-voting member of the House of Delegates and shall be vested with the courtesy of the floor of the House of Delegates and the right to speak therein, but shall have no right to introduce resolutions or legislative proposals or motions or to vote thereon, unless certified as a delegate from his or her county of residence. Each former President of the Oklahoma Bar Association shall be a Member at Large of the House of Delegates of said Association with the same powers, duties and voting rights as an elected delegate of the House of Delegates. Also, the Oklahoma Judicial Conference shall select from its membership one district judge as delegate and one district judge as alternate to him, and one associate district judge as delegate and one associate district judge as alternate to him, who shall have, respectively, all the rights, duties and powers of delegates and alternate delegates.

~~(b)~~ **Section 3. RESIDENCE**

A member shall be deemed to be a resident, within the purposes of these Bylaws, of the County in which is located his or her mailing address for the Journal of the Association.

Section 34. MEETINGS

The House of Delegates shall meet during the annual meeting of the members of the Association, the time and place of such meeting to be fixed by the Board of Governors. A mid-year meeting of the House of Delegates may be called by the Board of Governors if the Board deems such meeting necessary and proper. Additional meetings of the House of Delegates shall be called by the President or President-Elect of the Association on the written request of or consent of twenty-five (25) of its members. One-third of the voting delegates present at any meeting duly convened shall constitute a quorum. The President-Elect of the Association, or, in his or her absence, the Vice-President, shall preside at the meeting of the House of Delegates. In the absence of both President-Elect and Vice-President, the House shall select one of its members to preside. The House of Delegates may adopt such rules of procedure for the transaction of its business as it deems practical and shall be the judge of the selection and qualifications of its members. Unless other rules are adopted at any meeting, Robert's Rules of Order of an edition to be selected by the Executive Director, shall be the rules of procedure for the transaction of any business when not consistent with the OBA Bylaws.

ARTICLE II

Section 1(a). OFFICERS ENUMERATED

(a). The officers of the Association shall be a President, President-Elect, who shall also be ~~Chairman~~ Chairperson of the House of Delegates, Vice-President and Executive Director, who shall also serve as Treasurer.

~~(b). The officials of the Bar, for the purposes of the Rule creating the Judicial Council of Oklahoma, shall consist of the foregoing officers, the General Counsel of the Association, the members of the Board of Governors and the lawyer members of the Judicial Nominating Commission, and none other.~~

~~(cb)~~. All officers, officials, commission members, committee chairs and committee members appointed or elected in accordance with these Bylaws shall

assume their offices on January 1 of each calendar year and serve for the period of their election or appointment, with all terms expiring on December 31 of the calendar year in which the elected or appointed term expires, or until a successor is appointed or elected.

Section 2. ELECTION OF OFFICERS: MISCELLANEOUS PROVISIONS

(a). At the annual meeting held following the adoption of these Bylaws, the House of Delegates shall elect a President-Elect who shall take office on the first day of January following his or her election and who shall serve as President-Elect for one year and then automatically shall become President and serve as such for one year. The President-Elect selected in 1971 shall be a resident of a county other than Oklahoma or Tulsa Counties; the President-Elect selected in 1972 shall be a resident of Tulsa County; the President-Elect selected in 1973 shall be a resident of a county other than Tulsa or Oklahoma Counties; the President-Elect selected in 1974 shall be a resident of Oklahoma County.

Thereafter, the cycle set forth above shall be repeated.

(b). At each such annual meeting the House of Delegates shall elect a Vice-President who shall be a resident of a county other than the county of residence of the incoming President. The Vice-President so elected shall serve as such for one year commencing the first day of January following his or her election.

(c). The members of the Board of Governors serving when these Bylaws are adopted shall continue in office for the terms to which they have heretofore been selected, and their successors shall be elected at the time and in the manner provided for in these Bylaws subject to the Rules governing this Association as prescribed by the Supreme Court.

(d). All elections shall be by a majority vote of delegates present and voting.

Section 3. THE BOARD OF GOVERNORS

The Board of Governors shall elect the Executive Director of the Association and shall employ such other personnel as may be necessary to carry these Bylaws into effect.

Section 4. ELIGIBILITY

Eligibility to serve as an officer, official of the Bar, member of the House of Delegates, and delegate of the Association to the House of Delegates or the American Bar Association is limited to active ~~and senior~~ members of the Association in good standing.

Section 5. INDEMNIFICATION

Every member of the Board of Governors, officer, or employee of the Oklahoma Bar Association, including members of the Professional Responsibility Commission, shall be indemnified by the Oklahoma Bar Association against all reasonable expenses and liabilities, including counsel fees, necessarily incurred, and when approved by the Board of Governors, by or imposed upon such governor, officer, employee or member of the Professional Responsibility Commission 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 Oklahoma Bar Association) to which he or she may be made a party or in which he or she may become involved by reason of his or her being or having been a governor, officer, employee or member of the Professional Responsibility Commission, or any settlement thereof, whether or not he or she is a governor, officer, employee or member of the Professional Responsibility Commission at the time such expenses are incurred, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Oklahoma Bar Association. This indemnification shall not apply in such cases where the affected governor, officer, employee or member of the Professional Responsibility Commission 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 Oklahoma Bar Association or where the employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Governors approves such settlement and reimbursement as being for the best interests of the Oklahoma Bar Association. The provisions of this section shall be applicable to actions, suits or proceedings pending at the adoption hereof, whether arising from acts or omissions occurring before or after the adoption hereof, and to governors, officers, employees and members of the Professional Responsibility Commission and other persons who have ceased to render such service, and shall inure to the benefit of the heirs, executors and administrators of the governors, officers, employees and members of the Professional Responsibility Commission referred to in this section. This indemnity agreement shall not inure to the benefits of any indemnitor, insurer, surety, or bonding company.

ARTICLE III NOMINATIONS AND ELECTIONS

Section 1. NOMINATIONS

(a). Not less than ninety (90) days before the opening of the annual meeting of the Association each year, the Executive Director will cause to be published in the Oklahoma Bar Association Journal and posting on the OBA Web site a continuing notice to the membership of specific vacancies occurring on the Board of Governors and the other officers of the Association, that will be elected at the forthcoming annual meeting. The notice will include the name of the present member of the Board of Governors whose term expires, the Judicial District he or she serves, and the counties in that District. If the retiring member is at large, the notice will so indicate. In addition, the notice published and posted on the website will inform the membership as to the procedure contained in this Article as to the deadline and requirements for nominating petitions.

(b). Not less than sixty (60) days before the opening of the annual meeting of the Association in each year, twenty-five (25) or more voting members of the Association within the Supreme Court Judicial District from which the member of the Board of Governors is to be elected in that year, shall file with the Executive Director a signed petition (which may be in parts) nominating a candidate for the office of member of the Board of Governors for and from such Judicial District; or, one or more County Bar

Associations within said Judicial District may file a nominating resolution nominating such a candidate for such office. For nomination to the office of Member at Large on the Board of Governors the nominating petition shall be signed by fifty (50) voting members of the Oklahoma Bar Association from any or all Judicial Districts of the State, or nomination may be made by resolutions of at least three (3) County Bar Associations. The Executive Director shall thereupon cause the name of the nominee and the names of the signers of his or her nominating petition to be published in the next issue of the Oklahoma Bar Journal and posting on the OBA Web site.

(c). Not less than sixty (60) days before the opening of the annual meeting of the Association in each year, fifty (50) or more voting members of the Association may file with the Executive Director a signed petition nominating a candidate for the office of President-Elect, or of Vice-President. In the alternative, not less than sixty (60) days before such meeting, three or more County Bar Associations may file appropriate resolutions nominating a candidate for the office of either President-Elect or of Vice-President. The Executive Director shall thereupon cause the name of the nominee and the names of the signers of his or her nominating petition or the resolutions to be published in the next issue of the Oklahoma Bar Journal and posting on the OBA website.

(d). In addition to the methods above prescribed, nominations to any of the above offices to be filled at an annual meeting shall be received from the floor of the House of Delegates, on petition signed by not less than thirty (30) delegates certified to and in attendance at the session of the House of Delegates at which the election is to be held. No such nominations from the floor shall be in order when Section 3 of this Article is applicable.

(e). The duly elected ChairmanChairperson of the Young Lawyers Division of the Association shall automatically assume his or her office on the Board of Governors on the first day of his or her term of office as ChairmanChairperson of the Young Lawyers Division of the Association. The foregoing provisions of Section 1 of this Article III shall not be applicable to the Association.

Section 2. MAJORITY VOTE: RUN-OFF

Election to any elective office in this Association shall be by simple majority vote of the members of the House of Delegates present and voting. If no candidate receives a majority, there shall be a run-off vote between the two candidates who received the highest number of votes. If the run-off results in a tie, the winner shall be determined by lot in such manner as the presiding officer shall prescribe.

Section 3. UNCONTESTED ELECTION

At the close of the period, for nominations in accordance with Section 1, if only one candidate has been nominated for any office, the candidate is elected and the Executive Director shall announce his or her election.

Section 4. DEFECT OF CANDIDATES

If no candidate is nominated for a particular office or position to be filled at an annual meeting, or if there is no candidate by reason of death or of any other cause,

the Board of Governors shall fill the vacancy at its next meeting following the annual meeting of the Association.

Section 5. INAUGURATION CEREMONIAL AND OATH OF OFFICE

All elective officers of the Association shall qualify for duty as required by law. They shall be inaugurated at a time and place to be fixed by the Board of Governors. The inaugural ceremonies shall be conducted by the Chief Justice of the Supreme Court of Oklahoma or by such other justice or judicial officer as shall be designated by the Chief Justice.

~~The ceremonies shall be held in the Assembly Room of the Oklahoma Bar Center or as otherwise specified by the Board of Governors.~~

ARTICLE IV DUTIES OF OFFICERS

Section 1. PRESIDENT

The President shall preside at all meetings of the Association ~~and of the House of Delegates~~, except where he or she shall designate the Vice-President to preside. He or she shall perform such other duties as the House of Delegates or the Board of Governors may entrust to him or her. He or she shall appoint the members of all standing committees and such special committees as may be deemed available and fill all vacancies in any committee. He or she shall also serve as a member of the Board of Governors.

Section 2. PRESIDENT-ELECT

The President-Elect shall serve on the Board of Governors. He or she shall generally inform himself or herself on the operation of the Association and the duties to be performed by him or her as President during the next year, and he or she shall perform any duties as may be imposed upon him or her by these Bylaws. At the request of the President, he or she may represent the Association on appropriate ceremonial occasion.

Section 3. VICE-PRESIDENT

The Vice-President shall preside at the meetings of the Association and of the House of Delegates in the absence of or at the request of the ~~President~~ President-Elect. He or she shall perform such other duties as the House of Delegates or the Board of Governors may entrust to him or her. He or she shall also serve as member of the Board of Governors. Upon the disability of the President, or upon an emergency during the absence of the President from the State, the Board of Governors, in its discretion, may direct the Vice-President to discharge the duties of the President until the disability or the emergency ceases.

Section 4. EXECUTIVE DIRECTOR

(a). The Executive Director shall keep the roster of the members of the Association and of the House of Delegates entitled to vote therein. He or she shall

record and be the custodian of the minutes, journal and records of the Association and of the House of Delegates and of the Board of Governors.

(b). The Executive Director shall act as Treasurer, and be the custodian of the funds of the Association. No funds shall be withdrawn except in the manner approved by the Board of Governors.

(1) The expenditures of the Association shall be in accordance with the provisions of the Rules Creating and Controlling the Oklahoma Bar Association as promulgated by the Oklahoma Supreme Court.

(2) The Executive Director shall maintain at all times a fidelity bond executed by a surety company as surety, the amount thereof and the surety to be approved by the Board of Governors.

(c). He or she shall supervise the office of the Association and its personnel and shall see that the work of the Association properly is performed. He or she shall also perform such other duties as the House of Delegates, the Board of Governors or the President of the Association may direct.

ARTICLE V

VACANCIES IN OFFICE AND INELIGIBILITY

Section 1. VACANCY IN THE OFFICE OF PRESIDENT

Upon vacancy in the office of President, the Vice-President shall succeed to the office for the remainder of the term.

Section 2. VACANCY IN THE OFFICES OF PRESIDENT-ELECT OR VICE-PRESIDENT

Upon a vacancy in the office of the President-Elect, the vacancy shall be filled by the House of Delegates in special session called by the President within 30 days of such vacancy upon 15 days notice. Vacancies in the office of the Vice-President shall be filled by the Board of Governors.

Section 3. VACANCY IN THE BOARD OF GOVERNORS

Vacancies in the Board of Governors shall be filled as provided in Article IV, Section 3 of the Rules of the Supreme Court.

Section 4. INELIGIBILITY

The President is ineligible for selection as President-Elect at the time for election of a President-Elect from his or her area of residence next succeeding the expiration of his or her term of office as President.

ARTICLE VI

BOARD OF GOVERNORS – DUTIES

The Board of Governors shall administer the affairs of this Association, during the adjournment of the House of Delegates, and shall perform such other duties as may be delegated to them by order of the Supreme Court for the House of Delegates.

ARTICLE VII

BAR JOURNAL

A Bar Journal shall be published as directed by the Board of Governors.

ARTICLE VIII LEGISLATIVE STUDIES AND PROPOSALS

Section 1. STUDIES

Studies directed toward ascertaining the present state and operation of rules of law, procedural or substantive, may be made by any committee, section, or related group of this Association. Recommendations for legislative improvement of the law, or for improvement thereof through rule of court, when appropriate, may be made to the Association by filing these recommendations with the Executive Director; such recommendations may be filed by any Association committee, section or related group, or by any member of the Association.

Section 2. LEGISLATIVE OR RULE-MAKING RECOMMENDATIONS BY ASSOCIATION

Action by the Association upon proposals for improvement of the law by legislation or by judicial rule shall consist of: (a) Adoption as part of the Legislative Program of the Association; (b) Endorsement in principle. Only those measures which have become part of the Legislative Program of the Association shall be within the jurisdiction and duties of the Association Committee on Legislation, or be presented to the Legislature as measures actively proposed by the Association. Individual members, or committees, sections, or related groups may present proposals which have been endorsed in principle, and may publicize such endorsement, but may not represent that the measures are part of the Legislative Program of the Association.

Section 3. LEGISLATIVE PROGRAM: SUBJECT MATTER

The Legislative Program of the Association shall be confined to those measures relating to the administration of justice; to court organization, selection, tenure, salary and other incidents of the judicial office; to rules and laws affecting practice and procedure in the courts and in administrative bodies exercising adjudicatory functions; and to the practice of law. However, measures relating to these matters may, at the discretion of the Association, be endorsed in principle rather than be included in the Legislative Program.

Section 4. ENDORSEMENT IN PRINCIPLE: SUBJECT MATTER

Any proposal for the improvement of the law, procedural or substantive, may be endorsed in principle.

Section 5. LEGISLATIVE PROPOSALS AND ENDORSEMENTS IN PRINCIPLE: JURISDICTION TO MAKE

Only the House of Delegates shall have authority to place a measure on the Legislative Program or to endorse it in principle. Legislative proposals shall require for adoption the affirmative vote of at least sixty percent (60 percent) of the members of the House of Delegates voting thereon. Endorsements in principle may be made by a simple majority vote. However, the exact vote shall be publicized; and shall be made

available in connection with any formal statements made by members of the Association concerning such endorsement. Either an inclusion in the Legislative Program or an endorsement in principle may be made at an annual or a special meeting of the House of Delegates, or, if deemed proper by the Board of Governors, through a poll by mail of the members of the House of Delegates, conducted in accordance with general rules prescribed in advance by the House of Delegates or the Board of Governors, and subject to the regulations established by these Bylaws.

Section 6. PUBLICITY CONCERNING PROPOSALS

Before a proposal to place a measure upon the Legislative Program or to endorse it in principle is submitted to vote, by any method, it shall be published in at least one issue of the Journal of the Oklahoma Bar Association and posted on the OBA website, at least three weeks prior to the vote, together with a notice and posting that it will be submitted to vote, specifying time, place and manner.

Section 7. DURATION OF LEGISLATIVE PROGRAMS OR ENDORSEMENTS

When a measure has been made a part of the Legislative Program or has been endorsed in principle, it shall remain so for a period of three (3) years from the date of its approval or endorsement unless it be removed from the Program prior to the end of said period by a majority vote of the delegates voting upon the question or by reason of its enactment into law.

Section 8. RECOMMENDATIONS CONCERNING POLICY

No recommendation concerning policy to be followed by the State, or by the United States, or by the American Bar Association shall be made except by a majority vote of the members of the House of Delegates voting thereon in any of the methods prescribed by Section 5 hereof; provided that recommendations may be made by the Board of Governors as specified in Section 9 hereof.

Section 9. RECOMMENDATIONS CONCERNING PENDING LEGISLATIVE PROPOSALS

The Board of Governors during the adjournment of the House of Delegates, upon approval by two-thirds of the members of the Board of Governors present and voting, may make recommendations upon any proposal pending before Legislature of the State of Oklahoma or any proposal before the Congress of the United States of America, if such proposal relates to the administration of justice, to court organization, selection, tenure, salary or other incidents of the judicial office; to rules and laws affecting

practice and procedure in the courts and in administrative bodies exercising adjudicatory functions; and to the practice of law; provided that such proposal has not been theretofore

presented to the House of Delegates for consideration.

ARTICLE IX SECTIONS

Section 1. DESIGNATION

~~The sections of the Association are:
Alternative Dispute Resolution Section
Appellate Practice Section
Bankruptcy and Reorganization Section
Business and Corporate Law Section
Criminal Law Section
Environmental Law Section
Estate Planning, Probate and Trust Section
Family Law Section
Financial Institutions and Commercial Law Section
General Practice Section/Solo & Small Firm Section
Government and Administrative Law Practice Section
Health Law Section
House Counsel Section
Indian Law Section
Insurance Law Section
Intellectual Property Law Section
Labor and Employment Law Section
Law Office Management and Technology Section
Litigation Section
Mineral Law Section
Real Property Law Section
Taxation Law Section
Workers' Compensation Section~~

Section ~~21~~. ESTABLISHMENT AND DISCONTINUANCE

Sections may be created and discontinued by the Board of Governors.

Section ~~32~~. BYLAWS

Each section shall adopt Bylaws not inconsistent with the Rules of the Supreme Court and Bylaws of the Association, effective upon approval by the Board of Governors.

ARTICLE X

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ARTICLE X-A

DIVISIONS OF THE OKLAHOMA BAR ASSOCIATION

Section 1. YOUNG LAWYERS DIVISION

The Young Lawyers Division of the Oklahoma Bar Association shall consist of all members of the Association in good standing who were first admitted to the practice of law 10 years ago or less. Provided, however, that any member of the Association admitted to practice prior to 1990 shall be considered a member of the division if (1) (s)he has been in practice 10 years or less, or (2) is not over 36 years of age, whichever

provision allows the member to participate in the Young Lawyers Division for the greatest length of time. The Young Lawyers Division shall adopt Bylaws not inconsistent with the rules of the Supreme Court and Bylaws of the Association, effective upon approval by the Board of Governors.

ARTICLE X-B

Section 2. LAW STUDENT DIVISION

The Law Student Division of the Oklahoma Bar Association shall consist of law student affiliates who are currently enrolled in a law school accredited by the American Bar Association. A law student affiliate shall not hold himself or herself out to the public or imply in any manner whatsoever that he or she is a member of the Association or entitled to practice law in this state. The Association retains the right to deny or revoke the privileges of any law student who violates the Rules or Bylaws of the Association. The Law Student Division shall adopt Bylaws, not inconsistent with the Rules or Bylaws of the Association, which shall prescribe the yearly dues for law student affiliates.

ARTICLE XI

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AMENDMENT OF BYLAWS

These Bylaws may be amended in the following manner:

(a) At any regular meeting by a two-thirds vote of the members of the House of Delegates present and voting.

(b) At any regular meeting of the House of Delegates by a majority of the members present and voting, providing the proposed change was submitted at the previous meeting of the House of Delegates.

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ARTICLE XII

REVOCATION

The Bylaws of the Oklahoma Bar Association, as amended to July 23, 1966, 5 O.S. Supp. 1970, Chapter 1, Appendix 2, are hereby revoked; provided, however, that this revocation shall not affect any pending disciplinary matters, legislative policies or any programmed activities of the Association or the duties or rights of officers or officials during the calendar year 1971 or prior thereto.

ARTICLE XIII

IMMEDIATE EFFECT

Adopted by the House of Delegates on December 3, 1971, at the Annual Meeting of the Association in Oklahoma City, Oklahoma.