

**BYLAWS OF THE SECTION LEADERS COUNCIL
OKLAHOMA BAR ASSOCIATION**

March 30, 2012

**ARTICLE I
Name and Purpose**

Section 1. The body will be known as the Section Leaders Council (SLC) of the Oklahoma Bar Association (OBA).

Section 2. The mission of SLC is to enhance the value of sections within the administrative and governing structure of the OBA, and to assist the sections in promoting the mission of the OBA. Purposes include but are not limited to:

- (a) Advocating for the common institutional interests of the sections to the OBA President and Board of Governors;
- (b) Advising the OBA President and Board of Governors on matters of interest, policies, and procedures that affect the sections generally, including the creation, consolidation and dissolution of sections;
- (c) Coordinating information and activities among the sections;
- (d) Working with OBA staff to develop, promote and implement cost-effective procedures for supporting the activities of the sections;
- (e) Providing training to section leaders; and
- (f) Generally assisting the sections in providing services to their members.

Section 3. The actions of the SLC do not restrict in any way the rights and responsibilities of any section.

Section 4. The establishment and discontinuance of any section is within the sole purview of the OBA Board of Governors pursuant to the Bylaws of the OBA, 5 O.S. Ch.1, App. 2, Art. IX. These bylaws and the bylaws of each section shall be consistent with the Rules Creating and Controlling the Oklahoma Bar Association, 5 O.S. Ch.1, App.1, and the Bylaws of the Oklahoma Bar Association 5 O.S. Ch.1, App. 2 and its adoption and any amendments thereto shall be approved by the Board of Governors of the Oklahoma Bar Association.

**ARTICLE II
Membership and Voting**

Section 1. Membership.

- (a) Section Members. Each section is entitled to one section member on the SLC. Each section shall designate one person to serve as its section member for at least a one-year term who shall be the Section Chair or such other person the Section designates. The Section member shall be in good standing with the OBA and the Section

represented by the member. Section members should be able to consistently attend SLC meetings. However, an alternate section member may be designated to serve if the primary section member is unable to attend a particular SLC meeting.

- (b) Officer Voting Rights. The Chair shall only be entitled to vote in the case of a tie vote or to create a tie. If the Vice Chair is serving as Chair at a meeting, he or she shall not vote except in the case of a tie vote or to create a tie.
- (c) Voting Member. The term “voting member” shall mean the representative of each section (or a named alternate member) including SLC officers with voting rights as set out above.

Section 2. Voting. Each voting member is entitled to one vote in the SLC. Proxy voting is prohibited. However, video conferencing or telephonic meetings may be utilized and votes cast during such meetings shall be recorded and shall constitute valid votes of the SLC and such person participating by video conferencing or telephonic means shall be counted for purposes of a quorum.

Section 3. At any properly constituted meeting, a quorum of the SLC consists of the voting members present.

Section 4. Except as otherwise provided for in these bylaws, a majority vote of the voting members present at a meeting at which a quorum is present shall be sufficient to bind the SLC.

Section 5. Any SLC recommendation to the Board of Governors or OBA President must be approved by an affirmative vote of 60 percent of the total number of members in attendance.

ARTICLE III

Officers

Section 1. A Chair and Vice-Chair of the SLC shall be elected by the voting members and each shall serve a two-year term. No person may serve more than two successive one-year terms as Chair or two successive one-year terms as Vice-Chair; provided that a Vice-Chair who becomes Chair may also serve two successive, one-year terms as Chair. The Vice-Chair shall have responsibility for recording all official actions of the SLC, including through the maintenance of minutes, and upon approval of the SLC minutes, shall transmit the same in the manner set forth in the rules of the Guide for Committees and Sections.

Section 2. The chair of SLC shall be an ex-officio representative of the SLC to the Board of Governors. The SLC Representative to the Board of Governors may not be an elected or appointed member of the Board of Governors.

Section 3.

Regular elections shall take place at the Annual Meeting of the OBA. All officers' terms shall start on January 1 next following the date of election. Provided, that the initial SLC officers shall serve until January 1, 2013.

Section 4. All officers and members of SLC must be members of at least one OBA section at all times during their service in the SLC.

ARTICLE IV Meetings

Section 1. The SLC shall meet at least two times per year. The Chair may convene other meetings. The schedule of regular meetings shall be determined as soon as possible after January 1 of each year, and shall be distributed to all voting members and the President of the OBA. The SLC shall have a meeting during the OBA Annual Meeting to elect officers for the following year.

Section 2. The Chair may convene special meetings by providing voting members with at least 15 days prior notice. The notice provided shall state the purpose of the meeting. The Chair shall call a special meeting within 30 days of a written request to do so from five or more voting members or from the President of the OBA. A number of voting members equal to a majority of all of the voting members may waive such notice either in person at the meeting or by written notification, including e-mail notification, given to the SLC Chair before the meeting.

Section 3. A proposed agenda for each meeting shall be furnished to voting members three (3) days prior to the meeting. Notice of agenda items involving an SLC recommendation to the Board of Governors, or OBA President, shall be provided at least 15 days prior to the meeting. Advance notice of such items may be waived by an affirmative vote of 60 percent of the total number of voting members.

Section 4. The SLC may establish rules and procedures governing the method and mode of conducting its meetings.

ARTICLE V Committees

Section 1. The SLC shall have the following standing committees with the stated purposes:

- (a) **Nominating:** The Nominating Committee will prepare a proposed slate of officers. This slate of candidates for officers shall be provided to the voting members in writing not later than 30 days before the meeting at which the officers shall be elected. In addition, nominations for officers may be made from the floor by any voting member.
- (b) **Fees:** The Fees Committee will develop recommendations to the SLC to be forwarded to the Board of Governors for any administrative fees, for services to the sections provided by the staff of the OBA that should be chargeable to the sections.
- (c) **Executive Committee:** The Executive Committee shall consist of the SLC Chair, Vice Chair, and two section members elected by the SLC. The Executive

Committee may act to implement executive decisions of the SLC between meetings, and prepare budgets & agendas.

- (d) **Sunset Committee** A Sunset Committee shall be created by the SLC and be charged with making recommendations to the SLC regarding the discontinuance of any section that 1) is not in substantial compliance with the OBA Guide for Sections and Committees or, 2) fails to meet or perform any service on behalf of its members or the OBA. The Sunset Committee shall be comprised of the Chair of the SLC and at least three other members of the SLC. The Sunset Committee shall report annually by September 10 to the SLC, which shall then vote upon its recommendations, or substitute its own recommendations to the OBA Board of Governors. The SLC will report in writing to the OBA Board of Governors setting forth its recommendations regarding the replacement of officers or the discontinuance of any section and the specific reasons for such recommendation. A copy of any such recommendation shall be provided by the SLC to members of the section for which there is a recommendation calling for its discontinuance. An electronic copy by email of the recommendation to the section's listserv shall be deemed sufficient notice.

Section 2. The Chair shall have the authority to establish special committees, task forces or working groups as the Chair or the SLC shall deem necessary and appropriate.

Section 3. The Chair shall have the authority to appoint interim officers, and Chairs of standing committees, special committees, task forces and working groups.

ARTICLE VI Miscellaneous

Section 1. An amendment to these bylaws may be recommended to the Board of Governors by an affirmative vote of 60 percent of the total number of members in attendance. No amendment shall become effective until published in the Oklahoma Bar Journal and the OBA web site at least 30 days prior to being acted upon by the Board of Governors.

Approved by the OBA Board of Governors 4/25/12; Amendment to Art. III, Sec. 1 approved by the OBA Board of Governors 6/22/12.