

BY-LAWS
OF
OKLAHOMA ASSOCIATION OF DEFENSE COUNSEL

ARTICLE I

NAME

The official name of this organization shall be "Oklahoma Association of Defense Counsel."

ARTICLE II

The purpose of this association shall be to bring together by association, communication, and organization, lawyers of Oklahoma who devote a substantial amount of their professional time to the handling of litigated cases and whose representation in such cases is primarily for the defense; to provide for the exchange among the members of this association of such information, ideas, techniques of procedure and court rulings relating to the handling of litigation as are calculated to enhance the knowledge and improve the skills of defense lawyers; to elevate the standards of trial practice in this area and, in conjunction with similar associations in other areas, to develop, establish, and secure court adoption or approval of a high-standard code of trial conduct and courtroom manners; to support and work for the improvement of the adversary system of jurisprudence in our courts; to work for the elimination of court congestion and delays in civil litigation; and in general to promote improvements in the administration of justice and to increase the quantity and quality of the service and contribution which the legal profession renders to the community, state and nation.

ARTICLE III

MEMBERSHIP

SECTION 1. In General. This association shall be the sole judge of the qualifications of a prospective member for membership in this association, as well as the continuing qualifications of its individual members.

SECTION 2. Eligibility for Membership. To be eligible (1) for election to membership in this association, and (2) to continue to hold membership herein a lawyer (a) must be a member in good standing of the State Bar of Oklahoma; (b) must be in private practice and engaged in the trial of litigation or have an interest in trial of litigation, primarily for the defense; and (c) must have manifested a genuine interest in, or sympathy with, the purposes of this association as expressed in Article II hereof.

(a) Student Membership. To be eligible for election as a student Member of this association, the applicant must be enrolled in an accredited school of law located within the

State of Oklahoma. Student members may not vote nor hold office in the association. Any one (1) OADC member or professor of law may sponsor a student applicant.

SECTION 3. Nominations for Membership. Any two members of this association may nominate any eligible lawyer for membership by submitting his name and qualifications in writing to the Secretary who shall promptly refer such nomination to the Membership Committee for investigation and report. The Membership Committee shall inquire into the character and the professional standing and qualifications of the nominee and shall report its findings and recommendations as soon as practicable to the Secretary. Following the filing of the Membership Committee's Report and recommendations with the Secretary, the Board of Directors shall vote by ballot upon such nomination. Two unfavorable ballots shall be sufficient to reject the nominee. If the ballots be favorable, the President shall extend promptly to the nominee an invitation to membership in this association.

SECTION 4. Acceptance and Vesting of Membership. Upon the nominee's acceptance of such invitation to membership, and the payment of the required initiation fee and the annual dues (for one year), such nominee shall be vested with all the rights, privileges and prerogatives of membership in this association. The nominee's acceptance of membership shall be deemed an acknowledgment by him of his assent to the purposes of this association and of his intended compliance with all of the provisions of these By-Laws.

SECTION 5. Continuation of Eligibility of Membership. In the event, because of a change in type of practice or business connections, or for any other reason, a member's eligibility under these By-Laws for membership shall become questionable or cease to exist, such member shall, within a reasonable time, notify the Board of Directors with respect thereto, whereupon the Board of Directors shall determine whether such person shall be eligible for continued membership in the association, or any member in good standing may raise the question of continued eligibility by submitting the question to the membership committee.

ARTICLE IV

SUSPENSION AND TERMINATION OF MEMBERSHIP

SECTION 1. For Non-Payment of Dues.

(a) Any member who shall be in default in payment of his annual dues for a period of six (6) months after the same shall have become due and payable shall be suspended automatically from membership. During the period of his suspension a suspended member shall not be permitted to hold any office in this association, to attend any meetings, or to exercise any of the privileges of membership. Payment by a suspended member of his dues prior to the

expiration of twelve (12) months after such dues shall have become due and payable shall automatically restore the suspended member to full membership and to all of the rights, privileges and prerogatives thereof.

(b) Any member who shall be in default in payment of his annual dues for a period of twelve (12) months after the same shall become due and payable shall be dropped from the membership roll. A member whose membership has been so canceled shall not be entitled to restoration to membership by the mere payment of delinquent and current dues. He may become a member again only upon invitation of the Board of Directors and the payment of the initiation fee and annual dues required by all new members.

SECTION 2. For Other Causes.

(a) Whenever the judgment of the Board of Directors a member shall cease to possess the eligibility qualifications set forth in Article III hereof, the Board of Directors, by vote of a majority of the Board, may terminate and cancel his membership; whereupon said member shall be notified of such termination and cancellation in writing, and may within ten (10) days after receipt of such notice request a hearing before the Board of Directors under the circumstances and in the manner provided in Section (b) of this Section 2.

(b) The Board of Directors may, after a hearing, suspend or expel any member for grossly unprofessional or immoral conduct or for any action or conduct grossly inconsistent with, or inimical or injurious to, the purposes of this association; provided, however, that a copy of the charges made against him, together with written notice of the time and place of hearing thereon by the Board of Directors, shall have been served upon the accused member at least fifteen (15) days prior to said hearing; and, provided, further, that the accused member shall have full opportunity to be heard in his own defense before said Board. A majority vote of the Board of Directors shall be required for suspension, and a two-thirds vote shall be required for expulsion. A member suspended shall be automatically reinstated at the expiration of the period of his suspension. A member expelled may petition for readmission after the lapse of (1) year following his expulsion and, upon a vote of the Directors and payment of the required initiation fee and just dues, be, by the Board of Directors, readmitted to membership.

ARTICLE V

DUES, FEES AND ASSESSMENTS

SECTION 1. Every member, at the time of his admission to membership, shall pay an initiation fee of \$10.00 and the annual dues for the fiscal year for which he is admitted

to membership.

SECTION 2. The annual dues shall be such amount as shall be fixed by the Board of Directors at each Annual Meeting of the Board, and shall become due and payable on or before the first day of January. Persons who are otherwise eligible for Membership in the Association, who have obtained the age of 65, and have been a member of OADC for at least five years may petition the Board of Directors for Dues-Exempt Status. Dues-Exempt members shall be afforded all rights and privileges of membership including the right to vote, but shall not be required to pay annual dues. All other fees shall apply. Petitions for Dues-Exempt status must be approved by the Board of Directors. The decision of the Board of Directors is final.

SECTION 3. The Board of Directors shall have authority to levy such assessments from time to time as shall be necessary to meet usual expenditures or to finance a special project or program in furtherance of the purposes of this association; provided, however, that any such proposed assessment may be nullified by a majority vote of the members of this association present and voting at a meeting called for such purpose and held within the thirty (30) days after notice of such proposed assessment shall have been given by the Board to the members.

SECTION 4. The fiscal year of this association shall be the calendar year.

ARTICLE VI

MEETINGS OF MEMBERS; ELECTION OF OFFICERS AND DIRECTORS

SECTION 1. Annual Meeting. The Annual Meeting of this association shall be held at such time and place as may be selected each year by the Board of Directors. Written notice of the Annual Meeting and of the time and place thereof shall be mailed by the Secretary to the members at least thirty (30) days in advance of such Annual Meeting.

Nominating Committee. The Nominating Committee shall be appointed by the President and be comprised of the Immediate Past Present, who shall serve as Chairman; a Vice Chairman (who shall serve as Chairman in the event the Immediate Past President is unwilling or unable to serve) and no fewer than five (5) additional members, one of whom shall have previously served as President of the Association. The Committee shall meet before the opening session of the Annual Meeting. In the last membership mailing before the Annual Meeting, the President should request the membership to submit suggested names of nominees to the Chairman of the Nominating Committee. Any member may suggest a nominee to the Committee for consideration. The Committee shall make its nominations based upon the perceived skills, dedication, judgment and work of the member nominated, and shall strive to achieve both geographical continuity and vitality on the Board.

The Nominating Committee shall recommend and report to the membership at the Annual Meeting the names of the nominees proposed for election as the Officers of the Association for the ensuing term and as Directors for the ensuing term to fill the vacancies for any Directors whose terms are expiring.

A majority vote of the members present and voting shall be necessary to elect each Officer and Director.

SECTION 2. Special Meetings. Special Meetings of the members may be called by the Present, the Executive Committee or the Board of Directors whenever deemed necessary or advisable; and whenever there is delivered to the President or the Secretary a written request for a Special Meeting signed by 25 members of this association, it shall be the duty of the President, or in the case of his absence, disability or refusal to act, the duty of the President-Elect, to call a Special Meeting. Written notice of the calling of a Special Meeting shall in every case be given to the members by the Secretary or other officer at least 30 days in advance of the holding thereof. Such notice shall state the object of the Special Meeting and the time and place at which the same shall be held, and no business except that stated in the notice shall be transacted thereat.

SECTION 3. Twenty-five (25) Members shall constitute a quorum at any Annual or Special Meeting of this association. A majority of the members present and voting shall be necessary for the adoption of any matter voted upon at such meeting.

ARTICLE VII

BOARD OF DIRECTORS

SECTION 1. There shall be a Board of Directors which shall consist of nine members, three each from Oklahoma City metropolitan area, Tulsa metropolitan area and if practicable, three from the remainder of the state. At the first annual meeting in 1996, three Directors shall be elected for the term of one year, three of the term of two years and three for the term of three years. At each Annual Meeting thereafter directors shall be elected to fill vacancies for the term of three years. The election of one, two and three year term Directors in 1996 shall provide equal distribution of Directors in terms in office from each of the three areas, i.e., Oklahoma City metropolitan area, Tulsa metropolitan area and the remainder of the state.

The President, President-Elect, Vice Presidents, Immediate Past President, the Secretary and Treasurer, shall be ex-officio members of the Board of Directors and each said officer shall be entitled to vote with the Board of Directors at all regular and special meetings thereof. The Past-Presidents of the association shall be ex-officio members of the Board of Directors but shall not have voting privileges.

SECTION 2. The Board of Directors shall be the Executive Board of this association

and shall have general supervision, management and control of the business, affairs and activities of this association, subject, however, to the provisions of other Sections of these By-laws. The Board shall determine its own rules of procedure. Seven (7) members of the Board qualified to vote shall constitute a quorum for the transaction of business at a meeting of the Board.

SECTION 3. If any member of the Board shall fail to attend three (3) successive meetings thereof, and such failure has not been excused for cause by the President or by a majority of the Board, he or she shall automatically vacate the office as a member of the Board or as an Officer of the association, as the case may be, and the vacancy shall be filled as provided in Article VII, Section 4.

SECTION 4. Regular meetings of the Board shall be held at such times as the Board by resolution shall determine.

Special meetings of the Board may be held from time to time whenever called by the President or any five (5) Directors. Notice of the calling of a Special Meeting of the Board shall in every case be given an oral or written announcement thereof at the last Regular meeting of the Board preceding the holding of the Special Meeting so called or by written notice mailed by the Secretary to each member of the Board at least five (5) days in advance of the holding of such meeting.

The authority of the Board of Directors shall extend to, and include, the following powers and authority:

- (a) To fix the annual dues of members.
- (b) To levy special assessments on the members to provide for unusual expenditures or to finance a special project or program in furtherance of the purposes of this association, but any such levy shall be subject to vote of the members of this association as provided in Section 3 of Article V hereof.
- (c) To appoint officers to fill any vacancies which may occur in any elective office or in the Board of Directors by reason of the death or resignation of the incumbent thereof, and any officer or Director so appointed to fill any such vacancy shall serve until the end the unexpired term of such office.
- (d) To hire an Executive Director or such other employee or employees as the Board deems necessary to conduct the work of this association, none of whom need be members of this association, and to fix the duties and compensation of any such person.
- (e) In the interval between meetings of this association to do all acts and perform all functions which this association itself might do or perform, except

that the Board shall have no power to amend these By-Laws.

SECTION 5. The President shall be Chairman of the Board. In his absence, the President-Elect and in the absence of both a Vice President or member of the Board selected by the Board, shall act as such Chairman.

SECTION 6. Each Director shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for his actual and necessary expenses incurred while engaged in the business of this association.

SECTION 7. There shall be an Executive Committee which shall consist of the President, President-Elect, Secretary, Treasurer and two (2) other Directors appointed by the Board of Directors. The Executive Committee shall have and exercise such of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, as may be delegated to it by resolution of the Board.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

SECTION 1. The officers of this association shall be a Present, a President-Elect (to assume office as President at the close of the next succeeding Annual Meeting) three (3) Vice-Presidents (elected one each from Oklahoma City metropolitan area, Tulsa metropolitan area and if practicable the remainder of the State) a Secretary, a Treasurer, and a Legislative Director. The same person may hold the offices of Secretary and Treasurer.

SECTION 2. Officers shall serve without compensation, but, by action of the Board of Directors, may be reimbursed for their actual and necessary expenses incurred while engaged in the business of this association.

SECTION 3. Officers shall be elected by this association at its Annual Meeting, shall take office at the conclusion of such meeting and shall serve for a term of one (1) year and until their successors are elected and installed.

SECTION 4. The duties of the officers shall be as follows:

PRESIDENT. The President shall preside at all meetings of this association and of the Board of Directors. He shall be the chief executive officer of this association and shall exercise such executive and appointive powers as the By-Laws, parliamentary usage and custom dictate or as may be imposed by the Board of Directors. He shall be an ex-officio member of all committees.

PRESIDENT-ELECT. The President-Elect shall assume the duties of the President

upon his request or when absent, and shall succeed to the office of President upon the resignation, inability or refusal to act, or death of the president. She shall be an ex-officio member of all Committees without the right to vote.

VICE-PRESIDENTS. The Vice-Presidents, in addition to serving as ex-officio members of the Board of Directors, shall stand ready at all times to assume any duties which may be placed upon them by the President or the Board of Directors.

SECRETARY. The Secretary shall keep minutes of all the proceedings of the members and Board of Directors, and shall maintain a record of the names and addresses of the members of this association. He shall serve as an ex-officio member of all committees. He shall prepare and send to the members of this association notices of any and all Special Meetings of this association and such other notices as may be required by these By-Laws or as may be directed by this association, its President or the Board of Directors. He shall perform all the duties ordinarily required of, or customarily performed by, a Secretary, and such other duties as the President of the Board of Directors may direct.

TREASURER. The Treasurer shall collect and receive all fees, dues and assessments from the members of this association, and all monies due and payable to this association from any source. He shall make disbursement of any monies and funds in his possession or control only in accordance with orders of the Board of Directors. He shall make and preserve proper books of account and keep an accurate account of the finances of this association, including a detailed record of all receipts and disbursements. At the request of the President or the Board of Directors, he shall surrender his books of account for examination by the President or the Board or for auditing by an auditor selected by the Board.

LEGISLATIVE DIRECTOR The Legislative Director shall be the Chair of the Legislative Committee, and shall consult with the President and Executive Director in regard to OADC policy and action on all matters in which OADC is interested in both state and national legislation.

Each of the officers of this association shall perform such other duties as may be prescribed from time to time by resolution of the Board of Directors.

ARTICLE IX

AMENDMENTS

These By-Laws may be amended at any Meeting of this Association at which there is a quorum by a two-thirds vote of the members present and voting; provided, however,

that a copy of such proposed amendment has been submitted in writing to the Board of Directors for its consideration and recommendations prior to the session of the meeting at which the proposed change is to be voted upon by the membership.

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