

**BYLAWS OF  
OKLAHOMA CRIMINAL DEFENSE LAWYERS ASSOCIATION**

**ARTICLE I - NAME AND STATUS**

**The name of this Organization shall be the Oklahoma Criminal Defense Lawyers Association. It shall be a non-profit corporation organized under the laws of the State of Oklahoma.**

**ARTICLE II - PURPOSES**

**The purposes of the Association shall be: To protect and insure by rule of law those individual rights guaranteed by the Oklahoma and Federal Constitutions in criminal cases; to resist any efforts to curtail these rights; to encourage cooperation between lawyers engaged in the furtherance of these objectives through educational programs and other assistance; and through this cooperation, education and assistance to promote justice and common good. Provided, however, that the Association shall restrict any lobbying activity to be solely incidental to those hereinbefore expressed purposes.**

**ARTICLE III - MEMBERSHIP**

**Section 1. REGULAR MEMBERSHIP.**

**(a) A member of the State Bar of Oklahoma who is actively engaged in the defense of criminal cases is eligible for membership in the Association.**

**(b) A member of the State Bar of Oklahoma who is regularly and solely employed in a prosecutorial or judicial office, is a full or part time peace officer, or is a reserve peace officer, is ineligible to become or remain a member of the Association. For the purposes of these bylaws, employment by the Oklahoma Department of Public Safety shall qualify as being regularly employed in a prosecutorial office, and shall disqualify any such person from any form of membership in the Association.**

**Section 2. CHARTER MEMBERSHIP. The charter members of the Association shall consist of those persons who, prior to December 31, 1976, signified their intention to join the Association as charter members and whose membership applications were subsequently approved by the Board of Directors.**

**Section 3. SUSTAINING MEMBERSHIP.** A regular or charter member is eligible for sustaining membership by the payment of such dues as are set for such membership by the Board of Directors.

**Section 4. STUDENT MEMBERSHIP.** A person who is regularly enrolled in a school of law in this State and is not regularly and solely employed or volunteering in a prosecutorial or judicial office, a full or part time peace officer, or a reserve peace officer, is eligible for student membership in the Association.

**Section 5. AFFILIATE MEMBERSHIP.** Affiliate membership in the Association shall be available to a person who is pursuing a career in a field which contributes regularly to the defense of criminal cases and goals of the Association, and is not regularly and solely employed in a prosecutorial or judicial office, a full or part time peace officer, or a reserve peace officer.

**Section 6. EMERITUS MEMBERSHIP.** Any person who has previously served as a member of the Board of Directors or an Officer of the Association, but is otherwise no longer qualified for any other membership set forth herein may be granted emeritus membership by the affirmative vote of three quarters of the members of the Board of Directors then present. Said membership will only be granted at the discretion of the Board, which may deny any request for such membership for any reason not in violation of applicable law. Any such membership may be revoked at any time for any reason not in violation of applicable law by a majority of the Board of Directors then present. Unless otherwise ordered by the Board, the membership fee for such a member shall be the same as that for a Regular Member.

**Section 7. APPLICATION FOR MEMBERSHIP.**

(a) Application for regular, student, or affiliate membership shall be made on a form prescribed by the Board of Directors.

(b) All applications shall be subject to approval by the President or Executive Director acting for the Board of Directors. Any such approval shall be conditional only, subject to action by the Board of Directors. If the Board denies the application, the applicant shall be notified in writing of the Board's action. In the event of denial, any dues paid with the application shall be refunded to the applicant.

(c) In the discretion of the Board of Directors, an attorney who is not a member of the Oklahoma Bar Association may be admitted as a regular member if he is otherwise qualified and provides proof that he is currently in good standing with another state bar association within the United States. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

(d) The Board of Directors may approve or deny any application for any reason, not in violation of applicable law.

**Section 8. VOTING.** Regular, Charter, and Sustaining members are entitled to vote in any of the Association's proceedings. Affiliate, and Student members are not entitled to vote.

**Section 9. REVOCATION OF MEMBERSHIP.** Membership, whether regular, charter, sustaining, affiliate, or student may be revoked for any reason, not in violation of applicable law, by vote calling for such revocation by a three quarters vote of the members of the Board of Directors then present. Provided, the membership of any regular, charter, or sustaining member who is not in good standing with the Oklahoma Bar Association or any other state bar association in which the member has been enrolled, whether due to resignation, suspension of any type or disbarment, shall be automatically revoked upon such resignation, suspension or disbarment, without the necessity of action by the Board of Directors. Any member whose membership is revoked shall be notified in writing of the revocation. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

**Section 10. SUSPENSION OF MEMBERSHIP.** The President, acting on behalf of the Board of Directors, shall have the authority to immediately suspend the membership of any member for a material misrepresentation on said member's application, for violation of usage guidelines for any website or listserv operated by the Association, or for gross misconduct which brings the Association into public disrepute. Upon ordering such suspension, the President shall immediately notify the Board of Directors of such action, and shall notify the member in writing of the suspension and the reason therefor. The Board shall act on such suspension at its next regular meeting, if it does not do so sooner, and may continue such suspension by an affirmative vote of three quarters of the members then present. Failure of the Board to act on the suspension, or failure of the requisite number of directors to approve the suspension, at or before the time of the Board's next regular meeting, shall cause the suspension to be immediately lifted. Any such suspension shall not be reimposed without new evidence of misconduct. Suspension of membership may bar the suspended member from receiving any and any benefits of membership, including, but not limited to, access to any website or listserv operated by the Association. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

#### **ARTICLE IV- FINANCES**

**Section 1. ANNUAL DUES.** Annual dues for members may vary in the various categories of membership as the Board of Directors may fix from time to time. All dues shall be payable annually on the first day of January. Any member whose annual dues are more than three (3) months in arrears shall cease to be a member of the Association, and shall only become a member of the Association after reapplying for membership.

**Section 2. DUES SCHEDULE.** Until modified by the Board of Directors, the dues schedule is as follows:

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|---|-----------------|
| <b>(1) Sustaining Member</b>  | <b>\$250.00</b> |
| <b>(2) Regular Member (Member of the Bar for more than 3 years)</b>   | <b>\$125.00</b> |
| <b>(3) Regular Member (Member of the Bar for three years or less)</b> | <b>\$100.00</b> |
| <b>(4) Public Defender</b>  | <b>\$100.00</b> |
| <b>(5) Student Member</b>   | <b>\$85.00</b>  |
| <b>(6) Affiliate Member</b>   | <b>\$125.00</b> |

**Section 3. CHARITABLE DONATIONS OR PURCHASES IN MEMORIAM BY THE ASSOCIATION.**

- (a) The Association shall be authorized to make charitable donations, pursuant to the following guidelines:**
- (1) The donation may only be approved at a regular or special meeting of the Board of Directors, with a quorum present. Notwithstanding any other provision of these bylaws, no such donation may be approved by email or other polling method outside of a meeting.**
  - (2) The donation must be approved by a majority of the members of the Board of Directors then present. Provided, that any such donation shall be limited to no more than \$500.00, unless approved by three-fourths (3/4) of the members of the Board of Directors then present.**
  - (3) Any donation shall be made to an organization recognized as a charitable organization pursuant to 26 U.S.C. § 501(c)(3) or (4). No donation shall be made to any other person, entity or organization. No donation shall be made for any political purpose, or to support any political party, candidate or political agenda.**
  - (4) Any member of the Board of Directors who makes such a charitable donation on behalf or in the name of the Association, may seek approval of and reimbursement for said donation at a subsequent regular or special meeting of the Board of Directors. The Board shall have the power to approve or disapprove said donation, and shall not be obligated to reimburse the member making the donation absent a vote approving the donation prior to it being made.**

**In the event the Board disapproves the donation, the issue shall not be re-presented to the Board at any future date.**

- (b) The Association shall be authorized to make a purchase in memory of a member of the Association, or a person who has provided substantial support and assistance to the Association, upon their death pursuant to the following guidelines:**
  - (1) The President of the Association shall have the authority to authorize expenditure of no more than \$100.00 for the purchase of a floral or plant arrangement in memory of said person, or in lieu of such purchase, may authorize a charitable donation in that amount to an organization designated by the family of the deceased. Said expenditure shall not require prior approval of the Board, but the President shall notify the Board of the expenditure no later than the next regular or special meeting of the Board.**
  - (2) Any donation shall be made to an organization recognized as a charitable organization pursuant to 26 U.S.C. § 501(c)(3) or (4). No donation shall be made to any other person, entity or organization. No donation shall be made for any political purpose, or to support any political party, candidate or political agenda.**
- (c) Any donation or purchase made pursuant to the provisions of this section shall be made on behalf of and in the name of the Association, and not on behalf of or in the name of any individual member, officer or director of the Association. In no event shall any such donation or purchase be in an amount in excess of five percent (5%) of the total net funds available to the Association at the time of the donation or purchase.**

## **ARTICLE V- MEETINGS**

**Section 1. ANNUAL MEETING.** The annual meeting of the Association shall be held at the time and place fixed by the Board of Directors.

**Section 2. SPECIAL MEETINGS.** Special meetings of the members of the Association may be held, as the Board of Directors deems necessary.

**Section 3. NOTICE OF MEETINGS.**

**(a) Notice of the annual meeting shall be given to each member at least thirty (30) days in advance of the meeting.**

**(b) Written notice of a special meeting shall be mailed to each member at least ten (10) days in advance of the meeting together with the proposed agenda for the meeting.**

**Section 4. QUORUM.** Those voting members present at any annual meeting of the Association constitutes a quorum of the Association for the transaction of business at such meeting.

## **ARTICLE VI - BOARD OF DIRECTORS**

**Section 1. POWERS AND MEMBERSHIP.** The business and affairs of this Association shall be managed by the Board of Directors. Board of Directors shall consist of the elected Officers of the Association, the past Presidents of the Association, and the twelve (12) regular, charter, or sustaining members of the Association. This shall not prevent Officers who are Directors by virtue of their office from serving on the Board.

**Section 2. REGULAR MEETINGS.** The Board of Directors shall hold regular meetings, at least quarterly, at such time and place as designated by the President.

**Section 3. SPECIAL MEETINGS.** The Board of Directors shall hold such special meetings as may be called by the President or upon written request by at least eight (8) members of the Board of Directors.

**Section 4. NOTICE.** The Association Secretary shall notify the Directors of each regular and special meeting by notice given at least seven (7) days in advance of the date of the meeting, along with a proposed agenda.

**Section 5. QUORUM.** A quorum for the transaction of business is five (5) members of the Board of Directors.

**Section 6. ORGANIZATION.** The President of the Association shall serve as Chairman of the meetings of the Board of Directors. In the absence of the President, the President-Elect, or in his absence, First Vice-President, shall serve as Chairman.

**Section 7. PROCEDURE.** The Board of Directors may act at meetings or by e-mail addressed to the President, Secretary, or Leadership Listserv. No board member shall act by proxy.

**Section 8. VACANCIES.** A vacancy occurring in the Board of Directors caused by the death, resignation, or removal of the person elected thereto may be filled by appointment by the President, subject to confirmation by the Board of Directors. Confirmation shall be secured at the option of the President either by a majority vote of a quorum of the Directors, or by a poll of the Directors. In the latter event, the failure of any Director to send in his vote within ten (10) days after the date the poll is placed to the Director shall be counted as a vote for confirmation.

**Section 9. REMOVAL.** An elected Officer or Director may be removed for cause by a vote calling for such removal by three-quarters (3/4) vote of the members of the Board of Directors, after notice and hearing. Cause for removal includes, but is not limited to, failure to attend two (2) consecutive meetings of the Directors without good cause.

## **ARTICLE VII - OFFICERS**

**Section 1. OFFICERS.** The Officers of the Association shall consist of a President, a President-Elect, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and a Director of Publications.

**Section 2. QUALIFICATIONS.** All officers must be members in good standing in the Association.

**Section 3. DUTIES OF THE PRESIDENT.** The President is the Chief Executive Officer of the Association and is responsible for supervising and coordinating the activities of the Association and to preside at its meetings.

**Section 4. DUTIES OF THE PRESIDENT-ELECT.**

(a) The President-Elect shall assist the President in the performance of duties and perform other duties as may be prescribed by the Board of Directors. In case of the absence of the President the President-Elect shall act as Chief Executive Officer of the Association.

(b) In case of the death of the President, the President-Elect shall become President and shall hold office until the next annual meeting of the Association and until a successor is elected and qualified.

**Section 5. DUTIES OF THE FIRST VICE-PRESIDENT.** The First Vice-President shall assist the President in the performance of duties and shall also perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President and the President-Elect, the First Vice President shall act as chief executive officer of the Association.

**Section 6. DUTIES OF THE SECOND VICE-PRESIDENT.** The Second Vice-President shall assist the President and the First Vice-President in the performance of their duties and perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President, the President-Elect and the First Vice President, the Second Vice-President shall act as chief executive officer of the Association.

**Section 7. DUTIES OF THE SECRETARY.** The Secretary shall attend and keep minutes of all meetings of the Association.

**Section 8. DUTIES OF THE TREASURER.** The Treasurer shall collect all money due the Association and pay all obligations of the Association from such funds in accordance with such regulations and procedures as may be prescribed by the Board of Directors. Additionally, the Treasurer shall be responsible for the preparation of any required Report and/or Return and for the filing of any required Return to the Internal Revenue Service and the Oklahoma Tax Commission.

## **ARTICLE VIII - ELECTIONS**

### **Section 1. ELECTIONS.**

(a) At each annual meeting of the Association the membership shall elect Officers and at least one-half (1/2) of the Board of Directors to take office immediately after adjournment of the annual meeting. The Officers are to serve (1) year or until their successors take office. The newly elected Directors are to serve for two (2) years or until their successors take office.

(b) At the first annual meeting the officers and twelve (1) Directors shall be elected. The Directors shall immediately determine by lots, six (6) members whose term of office shall be limited to one (1) year.

(b) If the number of Directors is increased, the new positions may be filled immediately. The terms of at least one-half (1/2) the numbers of such new Directors shall be limited to one (1) year. Those new Directors shall immediately determine by lot whose terms of office among them shall be limited to one (1) year.

**Section 2. NOMINATING COMMITTEE.** Prior to the annual meeting of the Association, the President shall appoint a nominating committee. The Chairperson of the nominating committee shall be designated by the President. The nominating committee shall make and report to the membership at or before the annual meeting its nominations for the Officers and for the Directors.

**Section 3. NOMINATIONS.** A voting member may nominate a qualified member for an office or for Director from the floor.

**Section 4. PROCEDURE.** Elections shall be by majority vote of the voting members and voting at each annual meeting. Upon demand by any member present, the election shall be by secret ballot.

## **ARTICLE IX - POLICIES OF THE ASSOCIATION AND POLLING OF THE MEMBERSHIP**

**Section 1. PRONOUNCEMENT OR DECLARATION OF POLICY.** No member of the Association shall officially make any pronouncement or declaration on a question of policy until it has been authorized by the Board of Directors except as provided in Section 2.



**Section 2. SPECIAL CIRCUMSTANCES.** When the President determines that it is necessary to make a pronouncement or declaration of policy and the circumstances do not permit a meeting or poll of the Board of Directors, the pronouncement or declaration may be made.

**Section 3. INAUGURATION OF POLL.** The Board of Directors may on its own motion, or shall upon presentment to the Board of a petition requesting such action and signed by at least twenty (20) voting members, poll the membership of the Association on any question.

**Section 4. POLLING PROCEDURE.** The Secretary shall take a poll of the membership by mailing or e-mailing the inquiries necessary to obtain the information desired and by canvassing the votes on the poll not more than ten (10) days after sending the inquiries.

**Section 5. LOBBYING POLICY.** The policy of the Association relating to lobbying activity is that no member, Officer or Director of the Association is authorized to engage in any lobbying on behalf of the Association unless and except first authorized by the Board of Directors to lobby for or against a specific legislative item for consideration or action by the Oklahoma Legislature, provided that any so authorized lobbying activity is not inconsistent with Article II.

**Section 6. ATTENDANCE AT EVENTS.** Attendance at events sponsored by the Association which qualify for Continuing Legal Education (CLE) credits shall be limited to those who qualify for membership in the Association, whether or not such person is actually a member. Provided, the President, with the concurrence of the Board of Directors, may make such exceptions on a case by case basis as he believes to be in the best interests of the Association.

## **ARTICLE X - COMMITTEES**

**Section 1. STANDING COMMITTEES.** There shall be the following standing committees:

- (a) Membership**
- (b) Legislative**
- (c) Publications**
- (d) Amicus Curiae**
- (e) Public Relations and Marketing**
- (f) Budget and Operations**
- (g) Nominations**
- (h) Electronic Media**
- (i) CLE**

**Section 2. SPECIAL COMMITTEES.** There shall be such special or study committees as determined necessary by the President or the Board of Directors.

**Section 3. APPOINTMENTS.** The President shall appoint the membership of each committee and designate the Chairperson of each committee.

#### **ARTICLE XI - FINANCIAL ACCOUNTING**

**Section 1. CASH BASIS.** The bookkeeping records and financial records of the Association shall be kept on the Cash Basis.

**Section 2. FISCAL YEAR.** The fiscal year of the Association shall, subject to approval of the Internal Revenue Service, begin on the first day of January and end on the last day of December for a Fiscal Year Ended December 31.

**Section 3. RECORDS.** The keeping and maintaining of all financial records of the Association shall be the responsibility of the Treasurer of the Association, provided, further, that the incumbent Treasurer shall be responsible for transfer of custody of all financial records to successor Treasurer, unless said transfer or custody of any particular record is directed otherwise by the Board of Directors.

**Section 4. RETURN OF INCOME.** Any required Information Return on behalf of the Association to be filed with the Internal Revenue Service or the Oklahoma Tax Commission shall be prepared and filed on the Cash Basis.

**Section 5. COPIES OF REPORTS AND RETURNS.** A copy of each Report and/or Return prepared and/or filed regarding financial matters of the Association shall be placed and kept as part of the financial records of the Association.

#### **ARTICLE XII - AMENDMENT**

These Bylaws may be amended by a majority vote of the Directors present and voting at any regular or special meeting of the Directors of the Association.