

FELIX, BOWMAN, MCINTYRE & MCDIVITT  
ATTORNEYS AND COUNSELLORS

TWELFTH FLOOR CITY NATIONAL BANK TOWER  
OKLAHOMA CITY, OKLAHOMA 73102  
AREA CODE 405/236-8405

SYLVANUS G. FELIX  
BYRNE A. BOWMAN  
THOMAS F. MCINTYRE  
RICHARD F. MCDIVITT  
EDWARD H. KIECOLT  
J. LAWRENCE BLANKENSHIP  
CHARLES F. DAILY, JR.  
PAT J. CASEY  
L. MICHAEL RIEVES

May 24, 1976

John R. Smith, Esq.  
President, Oklahoma Criminal Defense  
Lawyers Association, Inc.  
Investors Capital Building (Suite 100)  
Oklahoma City, Oklahoma 73102

Re: OKLAHOMA CRIMINAL DEFENSE LAWYERS ASSOCIATION,  
INC. - Certificate of Incorporation, and  
Recommended Action by Directors and Officers.

Dear Mr. Smith:

Thank you for the earlier discussion.

In accordance with your request and instructions, enclosed are:

- (1) The original of Articles of Incorporation bearing the Date Stamp of May 14, 1976 by the Oklahoma Secretary of State.

A duplicate original of the Articles of Incorporation was filed with the Oklahoma Secretary of State on May 14, 1976 to be retained in the files of the Oklahoma Secretary of State.

- (2) The original of Certificate of Incorporation issued on May 14, 1976 by the Oklahoma Secretary of State.
- (3) The original of the proposed form and content of the By-Laws.

As you may recall at the organizational meeting, certain revisions were discussed and acted upon to change the enclosed original of the By-Laws.

However, please note that the By-Laws should be similarly prepared on Minute Book Paper for filing in the Minute Book.

John R. Smith, Esq.  
May 24, 1976  
Page Two

The By-Laws should be considered by the Directors and adopted by the Board of Directors not later than June 13, 1976. Additionally, the Board of Directors by proper resolution should authorize the Bank Account to be maintained on behalf of the Association. Further, proper resolutions should authorize the filing of the Application for Employers Identification Number and the filing of Application for Determination Letter for qualification of the Association as a Tax Exempt Organization.

In summary, enclosed are the Articles of Incorporation and the Certificate of Incorporation. The Board of Directors should adopt the By-Laws within thirty days from the Incorporation date and not later than June 13, 1976.

If you have any question or if you desire any assistance with respect to the foregoing mentioned items, please merely telephone.

With best personal regards, I am

Very truly yours,



RFM:LM  
Encls.

cc: Roehm West, Esq.  
First Vice President  
Oklahoma Criminal Defense  
Lawyers Association, Inc.  
Fourth National Building  
Tulsa, Oklahoma 74119

Jack Dawson, Esq.  
Assistant Secretary-Treasurer  
Oklahoma Criminal Defense  
Lawyers Association, Inc.  
425 Fidelity Plaza  
Oklahoma City, Oklahoma 73102

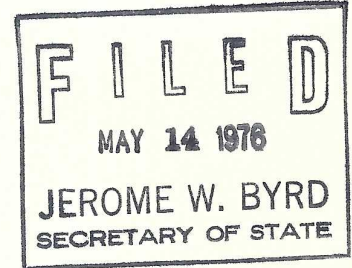
D. C. Thomas, Esq.  
Second Vice President  
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425 Fidelity Plaza  
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Mary E. Bane, Esq.  
Secretary-Treasurer  
Oklahoma Criminal Defense  
Lawyers Association, Inc.  
Investors Capital Building (Suite 100)  
Oklahoma City, Oklahoma 73102

ARTICLES OF INCORPORATION

OF

OKLAHOMA CRIMINAL DEFENSE LAWYERS ASSOCIATION, INC.



STATE OF OKLAHOMA       )  
                                  )     ss  
COUNTY OF OKLAHOMA    )

To: Secretary of State of the State of Oklahoma

We, the undersigned Incorporators:

Roehm A. West	Fourth National Building Tulsa, Oklahoma 74119
Jack Dawson	Fidelity Plaza Oklahoma City, Oklahoma 73102
Thomas A. Williamson	Investors Capital Building Oklahoma City, Oklahoma 73102

being persons legally competent to enter into contracts for the purpose of forming a corporation under "The Business Corporation Act" of the State of Oklahoma, do hereby adopt the following Articles of Incorporation.

ARTICLE ONE

The name of this Corporation is:

OKLAHOMA CRIMINAL DEFENSE LAWYERS ASSOCIATION, INC.

ARTICLE TWO

The address of the registered office is 1216 City National Bank Tower, Oklahoma City, Oklahoma 73102, and the Registered Agent is Mr. Richard F. McDivitt, 1216 City National Bank Tower, Oklahoma City, Oklahoma 73102.



### ARTICLE THREE

The duration of this corporation is fifty (50) years.

### ARTICLE FOUR

The corporation is a non-profit corporation and will not afford pecuniary gain, incidentally or otherwise, to its members.

### ARTICLE FIVE

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned as fully and to the same extent as natural persons might or could do, and in any part of the world, viz:

(a) To protect and insure by rule of law those individual rights guaranteed by the State of Oklahoma and Federal Constitutions in criminal cases; to resist any effort to curtail such rights; to encourage cooperation between lawyers engaged in the furtherance of such objectives through educational programs and other assistance; and through such cooperation, education and assistance to promote justice and the common good.

(b) To have one or more offices and to conduct any or all of its operations and business and to promote its objects, within or without the State of Oklahoma, without restriction as to place or amount.

(c) The objects and purposes specified herein shall be regarded as independent objects and purposes and, except where otherwise expressed, shall be in no way limited nor restricted by reference to or inference from the terms of any clause or paragraphs of these Articles of Incorporation.

### ARTICLE SIX

The number of Directors constituting the initial Board of Directors is twelve (12). This corporation shall have a minimum of twelve (12) Directors at all times, provided, however, the number of Directors may be changed from time to time, in such lawful manner as is provided by the By-Laws. The names and addresses of the persons who are to serve as the initial Directors are:

*with terms of two years*

<u>Mac Oyler</u>	<u>100 Investors Capital Building</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>George Miskovsky, Sr.</u>	<u>830 Hightower Building</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>W. Dave Pardue, Jr.</u>	<u>400 Investors Capital Building</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>Carol J. Rosso</u>	<u>Fourth National Building</u> <u>Tulsa, Oklahoma 74119</u>
<u>Thomas A. Williams</u>	<u>217 Investors Capital Building</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>Bryce A. Baggett</u>	<u>2700 First National Center</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>Bob Lake Grove</u>	<u>830 Hightower Building</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>George S. Corbyn</u>	<u>625 Cravens Building</u> <u>Oklahoma City, Oklahoma 73102</u>
<u>David O'Brien</u>	<u>1329 Classen Drive</u> <u>Oklahoma City, Oklahoma 73103</u>
<u>E. J. Meacham, Jr.</u>	<u>224 South 5th Street</u> <u>Clinton, Oklahoma 73601</u>
<u>James L. Kee</u>	<u>206 Security National Bank Bldg.</u> <u>Duncan, Oklahoma 73533</u>

Irvin Owen

Federal National Bank Building

Shawnee, Oklahoma 74801

#### ARTICLE SEVEN

If the By-Laws so provide, the Members and Directors shall have the power to hold their meetings, to have an office or offices and to keep the books of this corporation (subject to the provisions of the Statute) outside of the State of Oklahoma at such places as may from time to time be designated by the By-Laws or by resolution of the Directors.

#### ARTICLE EIGHT

In furtherance of and not in limitation of the general powers conferred by the laws of the State of Oklahoma, the Board of Directors is expressly authorized to make, alter, or repeal the By-Laws of the corporation and, subject to the provisions of the Business Corporation Act of the State of Oklahoma, to exercise any and all other powers, in addition to the powers expressly conferred by law and by these Articles of Incorporation, which may be conferred upon it by the corporation through appropriate By-Laws.

#### ARTICLE NINE

No transaction (other than those expressly prohibited or invalidated by statutory laws or the Constitution of the State of Oklahoma) in which the corporation may engage with any officer, director or member, or any other interested person, or with any affiliated corporation, shall be affected or invalidated merely by reason of the relationship involved.

#### ARTICLE TEN

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and all rights conferred on officers, directors and members herein are granted subject to this reservation.

#### ARTICLE ELEVEN

The membership of the corporation shall be composed of those members of the State Bar of Oklahoma who qualify by payment of dues and otherwise as set forth in the By-Laws.



IN WITNESS WHEREOF, we have hereunto set our respective signatures at Oklahoma City, Oklahoma, on this 6th day of May, 1976.

Roehm A. West

Thos. A. Williamson

Jack Dawson

INCORPORATORS

STATE OF OKLAHOMA     )  
                                  )     SS  
COUNTY OF OKLAHOMA    )

Before me, the undersigned, a Notary Public, in and for said County and State, on this 6th day of May, 1976, personally appeared Roehm A. West, Jack Dawson and Thomas A. Williamson to me known to be the identical persons who executed the foregoing Articles of Incorporation and acknowledged to me that they executed the same as their free and voluntary act and deed for the uses and purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

Sylvia Van Kester  
Notary Public

My Commission Expires:

July 23, 1967

OFFICE OF THE SECRETARY OF STATE



NON-PROFIT

**CERTIFICATE OF INCORPORATION**

*To all to Whom these Presents shall Come, Greetings:*

**WHEREAS,** *Articles of Incorporation duly signed and verified of*

OKLAHOMA CRIMINAL DEFENSE LAWYERS ASSOCIATION, INC.

*have been filed in the office of the Secretary of State on the* 14th *day*  
*of* May *A. D., 19* 76 *, as provided by the Laws of the*  
*State of Oklahoma.*

**NOW THEREFORE,** *I, the undersigned, Secretary of State of the State of*  
*Oklahoma by virtue of the powers vested in me by law, do hereby issue this Certificate*  
*of Incorporation.*

**IN TESTIMONY WHEREOF,** *I hereunto set my hand and cause to be affixed the*  
*Great Seal of the State of Oklahoma.*

*Done at the City of Oklahoma City, this* 14th

*day of* May *, A. D. 19* 76

Jerome W. Byrd  
*Secretary of State*

*By:* Laurie P. P. P.





BY-LAWS  
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 the common good.

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 holds judicial or prosecutorial office, or is regularly employed in a prosecutorial office is ineligible to become or remain a member of the Association.

*Dec 31, 1971*  
*April* Section 2. CHARTER MEMBERSHIP. The charter members of the Association shall consist of those persons who, prior to ~~June 1, 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. HONORARY MEMBERSHIP. A person who has made an outstanding contribution to the public welfare and aided in the achievement of the goals of this Association may be elected an honorary member of the Association. An affirmative vote of a majority of the Board of Directors is required to elect any honorary members. Honorary membership shall extend for an indefinite period.

Section 5. STUDENT MEMBERSHIP. A person who is regularly enrolled in a school of law in this State is eligible for student membership in the Association.

Section 6. AFFILIATE MEMBERSHIP. Affiliate membership in the Association shall be available to persons who are pursuing a career in a field which contributes regularly to the defense of criminal cases and the goals of the Association.

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. Each application for regular or affiliate membership must be endorsed by one voting member of the Association. The application of a student member must be endorsed by one voting, affiliate, or student member of the Association.

(b) All applications shall be subject to approval by the President or executive director acting for the Board of Directors.

(c) In the discretion of the President acting for the Board of Directors, an attorney who does not meet the requisites of Article III, Section 1(a) may be admitted as a regular member if he is otherwise qualified. Any such decision of the Board of Directors shall be final and not appealable to the general membership.

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

Section 9. REVOCATION OF MEMBERSHIP. Membership, whether regular, charter, sustaining, honorary, affiliate, or student may be revoked for cause by vote calling for such revocation by three-quarters vote of the total members of the Board of Directors after notice and hearing.



## ARTICLE IV

### FINANCES

Section 1. ANNUAL DUES. Annual dues for members may range from \$5.00 minimum to \$100.00 maximum 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 the month in which the member joined. For purposes of this Section, the anniversary date for Charter Members is June 1, 1976. Any member whose annual dues are more than three months in arrears shall cease to be a member of the Association in good standing.

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

(1)	Sustaining Member	\$100
(2)	Regular Member admitted to practice 2 years	\$ 50
(3)	Regular Member admitted to practice less than 2 years	\$ 25
(4)	Student Member	\$ 5
(5)	Affiliate Member	\$ 15

## ARTICLE V

### MEETINGS

Section 1. ANNUAL MEETING. The annual meetings of the Association shall be held in conjunction with the State Bar Convention at a 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 deem necessary.

Section 3. NOTICE OF MEETINGS. (a) Notice of the annual meeting shall be given to each member at least thirty days in advance of the meeting.

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

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

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 failure to attend two consecutive meetings of the Board of 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-Treasurer and an Assistant Secretary-Treasurer.

Section 2. QUALIFICATIONS. The President, President-Elect, and First Vice President shall be charter or sustaining members of the Association.

Section 3. DUTIES OF PRESIDENT. The President is the chief Executive officer of the Association, and it is his responsibility to supervise and coordinate the activities of the Association and to preside at its meetings.

Section 4. DUTIES OF PRESIDENT-ELECT. (a) The President-Elect shall assist the President in the performance of his duties and perform such other duties as may be prescribed by the Board of Directors. In case of the absence of the President, he shall act as chief executive officer of the Association. (b) In case of the death of the President, or in the event of his resignation or removal from office, the President-Elect shall become President and shall hold office until the next annual meeting of the Association and until his successor is elected and qualified.

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

Section 6. DUTIES OF SECOND VICE PRESIDENT. The Second Vice President shall assist the President and First Vice President in the performance of their duties and perform such other duties as may be prescribed for him by the Board of Directors.



Section 7. DUTIES OF SECRETARY-TREASURER. The Secretary-Treasurer of the Association shall attend and keep minutes of all meetings of the Association. The Secretary-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.

Section 8. DUTIES OF ASSISTANT SECRETARY-TREASURER. (a) The Assistant Secretary-Treasurer shall assist the Secretary-Treasurer in the performance of his duties and shall also perform such other duties as may be prescribed for him by the Board of Directors. In case of the absence of the Secretary-Treasurer, he shall act as Secretary-Treasurer.

(b) In case of the death of the Secretary-Treasurer, or in the event of his resignation or removal from office, the Assistant Secretary-Treasurer shall become Secretary-Treasurer.

## ARTICLE VIII

### ELECTIONS

Section 1. ELECTIONS. (a) At each annual meeting, the Association 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 for one year or until their successors take office. The newly elected directors are to serve for two years or until their successors take office.

(b) At the first annual meeting, the officers and twelve (12) directors shall be elected. The directors shall immediately determine by lot six (6) members whose terms of office shall be limited to one (1) year.

(c) If the number of directors is increased, the new positions may be filled immediately. The terms of at least half the number of such new directors shall be limited to one (1) year. Those new directors elected 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 first annual meeting of the Association, the President shall appoint a nominating committee. The chairman 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 present and voting at each annual meeting. Upon demand by any member present, the election shall be by secret ballot.

## ARTICLE IX

### POLICIES OF THE CORPORATION 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, in the President's discretion, he 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, he may make the pronouncement or declaration.

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 the inquiries necessary to obtain the information desired and by canvassing the votes on the poll at least ten (10), but not more than fourteen (14) days after the mailing of the inquiries.

## ARTICLE X

### COMMITTEES

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

- (a) Membership
- (b) Legislative
- (c) Publications
- (d) Amicus Curiae



- (e) Qualifications
- (f) Public Relations
- (g) Continuing Legal Education
- (h) Brief Bank.

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 chairman of each committee.

## ARTICLE XI

### AMENDMENT

These By-Laws may be amended by majority vote of the members present and voting at any annual or special meeting of the membership.