

BY-LAWS
OF
FEDERAL BAR ASSOCIATION, OKLAHOMA CITY CHAPTER
an Oklahoma Non-Profit Corporation

ARTICLE 1
DEFINITIONS

1.1 Definitions

For purposes of these By-Laws, the following terms shall have the following meanings, unless the context clearly requires otherwise:

1.1.1 “Association” means the Federal Bar Association.

1.1.2 “Board of Directors” means the Board of Directors of the Chapter.

1.1.3 “By-Laws” means these by-laws as adopted by the Board of Directors and includes amendments subsequently adopted per Section 13.1.

1.1.4 “Certificate of Incorporation” means the Certificate of Incorporation of the Chapter as filed with the Secretary of State of the State of Oklahoma and includes all amendments thereto subsequently adopted and filed.

1.1.5 “Constitution” means the Constitution of the Association.

1.1.6 “Chapter” means the Federal Bar Association, Oklahoma City Chapter.

1.1.7 “Directors” means the members of the Board of Directors as elected or appointed pursuant to Articles 8 and 9 of these By-Laws.

1.1.8 “Members” means the members of the Chapter determined pursuant to Article 6 of these By-Laws.

1.1.9 “National Council” means the National Council of the Association.

ARTICLE 2
NAME AND NATURE OF ORGANIZATION

The name of this organization is “Federal Bar Association, Oklahoma City Chapter.” The Chapter is chartered by the Association as approved by the National Council; as such, the Chapter shall at all times comply with the requirements of the Constitution and by-laws of the Association. The Chapter’s primary geographic area is coextensive with the United States District Court for the Western District of Oklahoma.

ARTICLE 3
PLACE OF BUSINESS

3.1 Principal Place of Business

The principal place of business of the Chapter for the transaction of business shall be located within the State of Oklahoma as the Board of Directors may from time to time determine.

3.2 Additional Offices

Additional business offices may be established at such other places as the Board of Directors may from time to time designate or as the business of the Chapter may require from time to time.

ARTICLE 4
REGISTERED OFFICE AND REGISTERED AGENT

4.1 Registered Office

The Chapter shall maintain a registered office in the State of Oklahoma which may, but need not be, the same as its present principal place of business. The Board of Directors may change the address of the registered office of the Chapter from time to time.

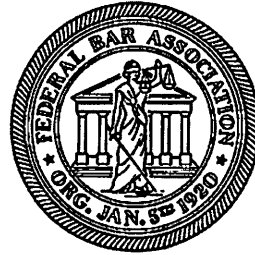
4.2 Registered Agent

The Chapter shall also have and continuously maintain in the State of Oklahoma a registered agent on whom service of summons may be had and whose business address is identical to the registered office of the Chapter. The Board of Directors shall have the authority to appoint or change, from time to time, the registered agent of the Chapter in the State of Oklahoma.

ARTICLE 5
CORPORATE SEAL AND OBJECTIVES

5.1 Chapter Seal

The seal of the Chapter shall have inscribed thereon the name of the Chapter, the state of incorporation, and the words "Corporate Seal", and shall be as follows:



Federal Bar Association

Oklahoma City Chapter

5.2 Mission Statement

The mission of the Chapter shall be to advance the understanding of the federal courts and federal jurisprudence and to promote the welfare, interests, education, and professional growth of the legal profession in federal courts.

5.3 General Objectives

5.3.1 The Chapter shall be able to exercise all powers and perform all acts permitted a non-profit corporation under Oklahoma Law to the extent the exercise of such powers and the performance of such acts are in furtherance of the Chapter's exempt purpose as stated herein.

5.3.2 The general objectives of the Chapter, consistent with those of the Association, not listed in any particular order of priority, include:

- (a) to serve as the representative of the Federal legal profession in the Chapter's chartered territory;
- (b) to promote the sound administration of justice;
- (c) to enhance the professional growth and development of Members of the Federal legal profession;
- (d) to promote the high standards of professional competence and ethical conduct in the Federal legal profession;
- (e) to promote the welfare of attorneys and judges employed by the Government of the United States;
- (f) to provide meaningful services for the welfare and benefit of the Members;
- (g) to provide quality educational programs to the Federal legal profession and the public;

- (h) to keep Members informed of developments in their respective fields of interest;
- (i) to keep Members informed of the affairs of the Association and Chapter, to encourage Members' involvement in Association and Chapter activities, and to provide Members opportunities to assume leadership roles; and
- (j) to promote professional and social interaction among Members of the Federal legal profession.

ARTICLE 6

MEMBERSHIP

6.1 Active

Any person who possesses the qualifications for active membership in the Association as provided in the Constitution shall be eligible for active membership in the Chapter.

6.2 Associate

Any person who possesses the qualifications for associate membership in the Association as provided for in the Constitution shall be eligible for associate membership in the Chapter. Associate Members have all rights, privileges and responsibilities of active Members with the exception that they cannot vote or hold elective office in the Chapter.

6.3 Honorary

Any person eligible for honorary membership as provided for in the Constitution may be elected to honorary membership according to the Constitution and by-laws of the Association and upon a majority vote of the Board of Directors. Honorary Members shall be exempt from payment of the admission fees and annual Chapter dues, as well as Association dues, but shall have full rights and privileges of active Members.

6.4 Application for Membership

Application for membership in the Chapter shall be made on a form approved by the National Council. Each application must be accompanied by the dues and admission fees required by the Constitution and by-laws of the Association and the By-Laws of the Chapter.

6.5 Dues

Dues owing to the Association nationally and to the Chapter shall be collected by the Treasurer or the Association. The Association shall remit to the Chapter those dues to which it is entitled. Chapter dues are automatically provided through the Association and remitted to the Chapter as provided by the by-laws of the Association.

ARTICLE 7

MEETINGS OF MEMBERS

7.1 Place of Meetings

Any meeting of the Members may be held at any place within the Western District of Oklahoma which has been designated for that purpose by the President.

7.2 Meetings

There shall be at least one (1) meeting of the Members each year to be held at such day, hour and place as the President may designate within the Western District of Oklahoma. Special meetings shall be held as called by the President or a number of Members equal to a quorum as provided by Section 7.5 of these By-Laws at a time and place within the Western District of Oklahoma as designated by the calling party.

7.3 Notice of Meetings

Notice, stating the date, time, place, and in the case of a special meeting, the purpose, of all meetings of the Members shall be given by written notice either (1) personally served on each Member, (2) deposited in the United States mail, postage prepaid and addressed to each Member at the Member's address appearing on the books of the Chapter or supplied by the Member to the Chapter for the purpose of notice or (3) delivered by facsimile or other electronic transmission to each Member at the facsimile number or electronic mail address appearing on the books of the Chapter or supplied by the Member to the Chapter for the purpose of notice, at least ten (10) days before the designated time for said meeting.

7.4 Consent and Waiver of Notice

7.4.1 Regardless of how or whether call was made or notice given, any transactions of the Members at any meeting shall be valid as though transacted at a meeting duly held after regular call and notice of (1) such transaction has been or is thereafter approved and ratified at a regular or special meeting of the Members held upon regular call or notice; (2) a quorum is present in person and if each of the Members entitled to vote and not present in person has signed a written waiver of notice for a consent to the holding of such meeting or an approval of the minutes thereof, either before or after such meeting of the Members. All such waivers, consents or approvals shall be filed with the Secretary and made a part of the records of the meeting.

7.4.2 Whenever any notice whatsoever is required to be given under the provisions of the law or under the provisions of the Certificate of Incorporation or the By-Laws, a waiver thereof in writing executed by the person or all of the persons entitled to such notice, whether before or after the time designated therein, shall be deemed equivalent to the actual giving of such notice.

7.5 Quorum

Ten percent (10%) of the Voting Members (as defined in Section 7.7) present in person at any meeting of the Members shall constitute a quorum for the transaction of business of the Chapter, and a vote of a majority of such quorum shall be sufficient to transact any and all business properly brought before such meeting, except for any amendment to the By-Laws of the Chapter, which is set forth in Section 13.1.

7.6 Rules of Order

The rules of order shall consist of (in the order stated):

- (a) the Constitution and by-laws of the Association and the By-Laws of the Chapter;
- (b) Standing Resolutions of the Membership; and
- (c) Robert's Rules of Order, Revised, which may serve as a guideline. Chapter or Board action that complies with (a) and (b), and provides notice and an opportunity for comment, approval, or rejection, shall not be invalidated based solely on a failure to comply with Robert's Rules of Order.

7.7 Voting Rights

Each active and honorary Member of the Chapter, in good standing at a date designated by the Board of Directors for the determination of the Members in good standing and entitled to vote at a meeting of the Members, or if no such date has been designated, then at the date of such meeting (the "Voting Members"), shall be entitled at such meeting to one vote in such Member's name on the books of the Chapter.

The Voting Members may vote by voice vote on all matters. However, upon demand by a Member entitled to vote, or his proxy, the Voting Members shall vote by ballot. In that event, each ballot shall state the name of the Member or proxy voting and such other information as the Chapter may require under the procedure established for the meeting.

7.8 Membership List

At least ten (10) days prior to each meeting of the Members, the Secretary of the Chapter shall make a list of all Members in good standing at such meeting. A Member in good standing is one who has been granted membership in the Chapter pursuant to the provisions of these By-Laws and is not otherwise ineligible to serve as a Member nor has been removed as a Member. The Chapter shall make the list available for examination by any Member, either at the principal place of business of the Chapter or the location of the meeting as designated in the notice thereof.

7.9 Record Date

For the purpose of determining Members entitled to notice of or to vote at any meeting of the Members or any adjournments thereof, or in order to make a determination of Members for

any other proper purpose, the Board of Directors shall fix in advance a date as the record date for any such determination of Members. PROVIDED, HOWEVER, the Board of Directors shall not fix such date more than sixty (60) days prior to the date of the particular action.

7.10 Adjournments

Any business which might be transacted at a regular meeting of the Members may be transacted at a special or an adjourned meeting. Such adjournment and the reasons therefore shall be recorded in the minutes of the proceedings of the Members, and no notice whatsoever shall be required to be given of any such adjourned meeting if the time and place of such meeting is fixed at the original meeting; PROVIDED, HOWEVER, the adjourned meeting must be held within thirty (30) days of the original meeting.

7.11 Consent to Action

Any action, which under the provisions of Federal or state law or under the provisions of the Certificate of Incorporation or these By-Laws, that might be taken at a meeting of the Members, may be taken without a meeting if a record or memorandum thereof be made in writing and executed by all Members that would be entitled to vote at a meeting for such purpose and such record or memorandum is filed with the Secretary and made a part of the records of the meeting.

ARTICLE 8 **OFFICERS**

8.1 Officers

The officers shall be elected from the Membership of the Chapter and shall be as follows and in the order named:

- 8.1.1 President
- 8.1.2 President-Elect
- 8.1.3 Vice President - Programs
- 8.1.4 Vice President - Annual Events
- 8.1.5 Vice President - Development
- 8.1.6 Vice President - Membership
- 8.1.7 Vice President - Communications
- 8.1.8 Secretary
- 8.1.9 Treasurer
- 8.1.10 National Delegate

8.1.11 Young Lawyer Division Representative

8.1.12 Pro Bono Representative

8.1.13 Community Outreach Representative

Each officer elected shall assume the duties of his or her office for one year, or until his or her successor shall be duly elected. No Member serving in the capacity of President shall be eligible to succeed himself or herself in the respective office. The most recent outgoing President shall remain a voting member of the Board of Directors for a period of one year following the expiration of his or her term of office as President, as provided for in Sections 9.1 and 9.2.

8.2 Duties of Officers

8.2.1 Duties of President. The President shall be the chief executive officer of the Chapter. He or she shall perform such duties as may be required by the Constitution and these By-Laws and may appoint standing or special committees as necessary and appropriate to the Chapter business and the national Association committee structure, including but not necessarily limited to a Budget and Finance Committee, Program Committee, Continuing Legal Education Committee, Nominations and Elections Committee, Membership Committee, and Communications Committee. The President, in consultation with the President-Elect and Nominations and Elections Committee, may also nominate up to ten (10) At Large Board Members to the Board of Directors to be voted on consistent with Section 8.4 to serve a one-year term. The President may also appoint *Ex-Officio* Members to the Board of Directors with the consent of a majority of the voting Board of Directors.

8.2.2 Duties of the President-Elect. The President-Elect shall perform such duties as are delegated by the President. In the event of the absence or inability to act of the President, the President-Elect shall perform the duties of the President; he or she shall automatically succeed to the office of the President upon the expiration of the incumbent's term. The President-Elect shall perform all duties as may be required by the President, the Constitution or these By-Laws.

8.2.3 Duties of the Vice President - Programs. The Vice President - Programs shall perform the duties of President in the event of the absence or inability of the President and President-Elect to discharge the duties pertaining to that office. Further, the Vice President - Programs shall be responsible for scheduling and coordinating speakers, lectures, seminars and educational programs for the Chapter and shall perform all duties as may be required by the President, the Constitution or these By-Laws.

8.2.4 Duties of the Vice President - Annual Events. The Vice President - Annual Events shall perform the duties of President in the event of the absence or inability of the Officers in Sections 8.2.1-8.2.3 to discharge the duties pertaining to the office of President. Further, the Vice President - Annual Events shall be responsible for scheduling, coordinating and planning any annual events of the Chapter decided on by the Board of Directors, including, for example, the Holloway Lecture and Dinner, Judicial Reception, and Tenth Circuit Year in Review, and shall perform all duties as may be required by the President, the Constitution or these By-Laws.

8.2.5 Duties of the Vice President - Development. The Vice President - Development shall perform the duties of President in the event of the absence or inability of the Officers in Sections 8.2.1-8.2.4 to discharge the duties pertaining to the office of President. Further, the Vice President - Development shall be responsible for coordinating the efforts of the Board of Directors to identify sources for and seek sufficient funds for Chapter programs and long-term sustainability of the Chapter, including, for example, fundraising from private sources and procuring grant funding, and shall perform all duties as may be required by the President, the Constitution or these By-Laws.

8.2.6 Duties of the Vice President - Membership. The Vice President - Membership shall perform the duties of President in the event of the absence or inability of the Officers in Sections 8.2.1-8.2.5 to discharge the duties pertaining to the office of President. Further, the Vice President - Membership shall be responsible for all matters pertaining to the recruitment of new Members and the retention of existing Members and shall perform all duties as may be required by the President, the Constitution or these By-Laws.

8.2.7 Duties of the Vice President - Communications. The Vice President - Communications shall perform the duties of President in the event of the absence or inability of the Officers in Sections 8.2.1-8.2.6 to discharge the duties pertaining to the office of President, to discharge the duties pertaining to the office of President. Further, the Vice President - Communications shall be responsible for all matters pertaining to communications to Members, including through written correspondence, flyers, emails, website, social media accounts, and/or newsletters. The Vice President - Communications shall be responsible for communicating with the Association regarding postings to the Chapter website and for any postings to Chapter website(s) and shall perform all duties as may be required by the President, the Constitution or these By-Laws.

8.2.8 Duties of the Secretary. The Secretary shall furnish notice of election results to the national office of the Association; conduct the general correspondence of the Chapter; give notice of all meetings as may be required; keep a record of the proceedings of the meetings of the Chapter; keep a roster of the membership; and perform such other duties as properly pertain to his or her office or as may be required by these By-Laws.

8.2.9 Duties of the Treasurer. The Treasurer shall collect and receive all moneys due the Chapter; deposit the same to the credit of the Chapter in such bank as may be designated by it; make disbursements therefrom only as authorized by a majority vote of the Board of Directors present at a regular Chapter meeting; and keep the Secretary informed of the financial standing of each Member. The Treasurer shall keep an itemized record of all moneys received, by whom paid and for what purpose, and shall submit to the Chapter membership, whenever requested by it and at the end of the fiscal year, a report in writing itemizing the receipts and disbursements for the year. The Treasurer shall keep all books, vouchers, and records available for audit and perform such other duties as properly pertain to the office or as may be required by these By-Laws.

8.2.10 Duties of the National Delegate. The National Delegate shall represent the Chapter in the National Council and at other Association meetings.

8.2.11 Duties of the Young Lawyer Division Representative. The Young Lawyer Division Representative shall serve as a liaison between the Chapter and the Members of the Chapter who are also members of the Young Lawyers Division of the Oklahoma Bar Association, and between the Chapter and Associate Members, and shall be responsible for encouraging the active involvement of such Members in the Chapter.

8.2.12 Duties of the Pro Bono Representative. The Pro Bono Representative shall serve as a liaison between the Chapter and the Members of the Chapter in facilitating pro bono outreach in the Western District of Oklahoma.

8.2.13 Duties of the Community Outreach Representative. The Community Outreach Representative shall serve as a liaison between the Chapter and the Members of the Chapter in facilitating Community Outreach in the Western District of Oklahoma.

8.3 Nomination

The President shall appoint three (3) Members to the Nominations and Elections Committee for purposes of nominating at least one candidate for each upcoming vacant office and present such slate of candidates in writing to the general Membership at the regular meeting held on or about June 1 of each year.

8.4 Elections

The election of officers for all elective offices shall be by secret ballot or by voice vote. The election shall be held during the regular meeting on or about June 1. The officers elected shall commence their term of office on October 1 of each year and shall hold office for one year ending the following September 30th.

8.5 Removal from Office

An officer may be removed from office for delinquency in attendance, inefficiency, neglect of duty, or for other causes in the same manner as is prescribed in the Constitution of the Association.

8.6 Vacancies in Office

In case of the death, resignation or removal of the President, the President-Elect shall succeed to office. In case of the death, resignation, removal or vacancy of any other officer or director, the President shall promptly fill such vacancy by appointment for the remainder of the term of office as defined in Section 8.4, subject to the ratification of the Board of Directors by a majority vote at its next regular meeting.

ARTICLE 9 **BOARD OF DIRECTORS**

9.1 Directors

The Board of Directors shall consist of the Officers, the most recent outgoing President as provided for in Section 8.1, and up to ten (10) At Large Board Members as may be nominated

by the President and voted on by the Members in accordance with Subsection 8.2.1 and Section 8.4 above. The Board of Directors shall meet on the call of the President or any two (2) members of the Board of Directors. Each Officer and Director shall have a vote.

9.2 Ex-Officio Members of the Board of Directors

Ex-Officio Members of the Board of Directors do not have a vote on the Board of Directors, except as provided in Sections 8.1 and 9.1 for the most recent outgoing President for a period of one year following the expiration of his or her term of office as President. *Ex-Officio* Members of the Board include Chapter Presidents who served during the prior five years and any other *Ex-Officio* Members appointed by the President as set forth in Subsection 8.2.1, with the exception of the most recent outgoing President as provided above.

9.3 Quorum

A quorum of the Board of Directors shall consist of any 1/3 (one-third) of voting Officers and Directors.

9.4 Powers and Duties

Subject to the limitations contained in the Certificate of Incorporation and the restrictions imposed upon a nonprofit organization organized under the laws of the State of Oklahoma and qualified as an exempt organization under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or any corresponding section of any future Federal tax code, the Board of Directors may perform such corporate business, not requiring a vote of the membership as shall be in the best interests of the Association and the Chapter.

ARTICLE 10

MEETINGS OF BOARD OF DIRECTORS

10.1 Place of Meetings

Any regular, special or adjourned meeting of the Board of Directors may be held at any place within the Western District of Oklahoma which has been designated for that purpose by the Board of Directors.

10.2 Regular Meetings

In the sole discretion of the Board of Directors, regular meetings of the Board of Directors may be held at such places, dates and times set forth by resolution of the Board of Directors. The Board of Directors is not required to give notice of a regular meeting. Chapter Presidents who served during the prior five years are entitled to attend regular meetings of the Board of Directors in an *ex officio*, non-voting capacity and may request to receive notice of regular meetings for that purpose.

10.3 Special Meetings

Special meetings of the Board of Directors may be called at any time by order of the President or at least three (3) Directors in office, at such time and place as determined by the person or persons calling such special meeting.

10.4 Notice of Special Meeting

Written notice of the time, place and purpose of all special meetings of the Board of Directors shall be given to each Director by the delivery personally or by mail of a written or printed notice, or by cable, telegraph, facsimile or other electronic transmission at least seven (7) days before the time designated for said meeting. All Directors shall register their mailing addresses, facsimile numbers and electronic addresses with the Secretary of the Chapter and notice of meetings shall be sent or given by mail, cable, telegraph or other electronic transmission to such addresses or shall be sent by facsimile transmission to such numbers and shall be valid notice of such meeting upon deposit in the United States mail or when sent.

10.5 Waiver and Consent

If a quorum is present or if, either before or after the meeting, each of the Directors not present executes a written waiver of notice or consent to holding of such meeting, or an approval of the minutes thereof, the business transactions of any meeting of the Board of Directors, however called or noticed, shall be valid as if such transactions had occurred at a meeting duly held after a regular call and waiver of notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

10.6 Business Undertaken at a Special or Adjourned Meeting

Any business which might be done at a regular meeting of the Board of Directors may be done at a special meeting or at an adjourned meeting if the time and place of the adjourned meeting is fixed at such regular meeting.

10.7 Consent to Action

Any action which might be taken at a meeting of the Board of Directors, may be taken without a meeting if all of the Directors consent thereto in writing and the writing or writings are filed with the minutes of the proceedings of the Board of Directors.

10.8 Telephonic Participation

The Board of Directors may participate in a meeting of the Board of Directors by telephone or similar communication by which all participants can hear each other; such participation shall constitute presence in person at such meeting.

ARTICLE 11

INDEMNIFICATION

The Chapter shall, to the extent legally permissible, indemnify and defend each person who may serve or who has served at any time as an officer, director, employee, or approved volunteer of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter or action prohibited by statute or other controlling law. Any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the Chapter and the indemnified persons. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such indemnified person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE 12

EXECUTION OF INSTRUMENTS

12.1 Written Instruments

Contracts, deeds, documents and instruments shall be executed by the President under the seal of the Chapter affixed and attested to by the Secretary unless the Board of Directors shall in a particular situation designate another procedure for such execution.

12.2 Checks and Drafts

All checks, notes, drafts or other orders for the payment of money shall be executed by the officers designated by the Board of Directors from time to time to execute same. PROVIDED, HOWEVER, no officer of the Chapter shall contract for a loan on behalf of the Chapter or issue any evidence of indebtedness in the Chapter's name without the prior written authorization of the Board of Directors.

12.3 Bank Accounts

The Board of Directors may authorize the opening and maintenance of bank accounts with such banks, trust companies or other depositories as the Board of Directors may select or any officer of the Chapter to whom the Board of Directors has delegated such power may select. The Board of Directors may make such special rules and regulations with respect to such bank accounts, not inconsistent with these By-Laws as it may deem in the best interest of the Chapter.

ARTICLE 13 **MISCELLANEOUS PROVISIONS**

13.1 Amendments

Subject to the provisions of the Oklahoma General Corporation Act and the Certificate of Incorporation, these By-Laws may be altered, amended or repealed and new By-Laws adopted by two-thirds of the Members present at a regular meeting if a quorum (as established in Section 7.5) is present and ten (10) days prior written notice of the purpose has been given to all Members or at a special meeting upon the same condition.

13.2 Fiscal Year

The fiscal year of the Chapter shall coincide with the fiscal year as determined by the Constitution of the Association, which presently commences October 1 and ends September 30, of the following year.

Adopted this 25th day of May (month), 2017 (year).