

**AMENDED AND RESTATED
BYLAWS
OF
OKLAHOMA PARALEGAL ASSOCIATION, INC.
(Effective January 1, 2022)**

Initially amended June 7, 1997
Amended and Restated June 11, 2011
Amended August 9, 2014
Amended November 7, 2020
Amended December 18, 2021

**ARTICLE I
NAME**

Section 1.1 – The name of this Association shall be: OKLAHOMA PARALEGAL ASSOCIATION, INC., an Oklahoma not for profit corporation (“Corporation,” “OPA,” or “Association”). This Association shall be affiliated with the National Association of Legal Assistants, Inc.

**ARTICLE II
OBJECTS AND PURPOSES**

Section 2.1 – To establish good fellowship among Association members, The National Association of Legal Assistants, Inc. (“NALA”) and members of the legal community.

Section 2.2 – To encourage high order of ethical and professional attainment.

Section 2.3 – To further education among members of the profession.

Section 2.4 – To cooperate with bar associations and to achieve enhanced participation with the Oklahoma Bar Association.

Section 2.5 – To formulate programs to educate members of the legal community and the public on utilization of legal assistants and paralegals.

Section 2.6 – To participate in the formation of proposed guidelines and standards for legal assistants and paralegals in the State of Oklahoma.

Section 2.7 – To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

Section 2.8 – The Corporation is organized as an association, and it shall comply with the laws, rules and regulations set forth in and promulgated pursuant to the Internal Revenue Code of 1986, as amended (“the Code”) applicable to an association described in §501(c)(6). Except as restricted in the Certificate of Incorporation, the Corporation may engage in all activities permitted by the Oklahoma General Corporation Act incidental to or in furtherance of its stated purposes.

ARTICLE III POLICY

Section 3.1 – This Association shall be non-sectarian, non-partisan, and non-union and it shall not discriminate on the basis of race, creed or sex. No actions or programs may be initiated or undertaken (now or in the future) in conflict with the bylaws of the National Association of Legal Assistants, Inc., or the policies of that association.

Section 3.2 – The Corporation is not for profit, and as such the Corporation does not afford pecuniary gain, incidentally or otherwise, to its members, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation.

Section 3.3 – The Corporation's net earnings shall be devoted to promotion and advancement the legal assistant/paralegal profession, and no part of the earnings shall inure to the benefit of or be distributable to its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered and expenses incurred on its behalf, and may otherwise make payments and distributions in furtherance of the purposes set forth in the Certificate of Incorporation.

ARTICLE IV MEMBERSHIP

Section 4.1 – Active Membership. Any person not admitted to the practice of law in Oklahoma, who has, through education, training, or experience, demonstrated knowledge of the legal system, legal principles and procedures, and whose work involves or involved the performance of substantial, in contrast to nominal occasional, paralegal services under the supervision of a duly licensed attorney, or any individual who has successfully completed the voluntary certification examination given by NALA is eligible to apply for Active Membership in this Association. The application for new membership must be attested to by any supervising attorney who is or has been responsible for the paralegal work of the person currently employed. If the paralegal is not employed, retired, and is certified, it is necessary to provide a copy of proof of certification with the membership application. It is recommended to active members to complete 10 hours of continuing legal education each year. Only active members may vote, hold office, or chair a committee.

Section 4.1.1 – Any person in the above category shall initially elect his/her residence address or business address as his/her voting domicile for purposes of this organization.

Section 4.2 – Associate Membership. Any person who has not yet satisfied the requirement of law-related experience, performing nominal or occasional, in contrast to substantially, paralegal services under the supervision of a duly licensed attorney of Judge, but who otherwise satisfied the criteria for Active Membership, is eligible to apply for Associate Membership in this Association.

- a. Persons directly involved in the employment and/or supervision of legal assistants and paralegals;
- b. Other members of the legal community who support the concept of legal assistants/paralegals, including, but not limited to, law office administrators, court reporters, Court Clerks, Judge's Clerks, District Attorney Assistants, and also persons employed outside of the law firm or courthouses but whose work is law-related such as mediation specialists, assistants for legal aid offices.

Section 4.3 – Student Membership. Any person who is otherwise not eligible for membership in this Association, who is actively enrolled in a legal assistant or paralegal program is eligible to apply for Student Membership in this Association.

Section 4.4 – Sustaining Membership. The following persons may apply for Sustaining Membership in this Association.

- a. Members of the bar association endorsing the legal assistant or paralegal concept or involved in promotion of the legal assistant/paralegal profession;
- b. Law firms, corporations, and paralegal educators who endorse the legal assistant/paralegal concept or who are actively involved in the promotion of the legal assistant/paralegal profession.

Section 4.5 – Retired Member: An Active Member in good standing who reaches the age 62, or has retired due to physical disability, who has a total of five consecutive years of OPA membership and is no longer working as a paralegal may request Retired Member classification. Retired Members will be relieved from paying membership dues. Members who were previously classified as Active Members may change their classification to Retired Member by submitting a written request to the OPA Board with a statement that he/she has retired from an active career as a paralegal or is no longer employed as a paralegal. Retired Members shall be voting members who may serve on an OPA committee but shall not be officers of the Association. The retired membership is renewed annually.

Section 4.6 – Emeritus Member: Emeritus Member is open to any individual, upon nomination by an OPA director and by approval of not less than 2/3 of the members present at a regular meeting, who has met all the following qualifications:

- (a) has rendered distinguished service to OPA over a substantial time period,
- (b) has made significant contributions to the advancement of OPA's mission and the paralegal profession,
- (c) has been a member of OPA in good standing for more than ten years, and
- (d) has retired from an active career as a paralegal.

Once elected, emeritus members automatically retain emeritus status for life, with no requirement for membership renewal or dues payment, unless such emeritus member returns to active-member status by application.

Section 4.7 – Honorary Life Members: Honorary Life Members include all past presidents of the Association and active OPA members who have retained their membership for at least 20 years, who shall retain all membership rights of an individual member and shall be voting members with the right to hold elective office.

Section 4.8 – Members Qualified to Vote. Active members in good standing shall be qualified to vote at membership meetings or upon other matters coming to the membership for action. No active member who is delinquent in the payment of any dues or other assessment shall be qualified to vote.

Section 4.9 – Resignation of Members. A member may resign at will by submitting a written resignation to the Association at its principal office. Such resignation shall be deemed effective when accepted by the Board of Directors and dues for the current year shall be forfeited.

Section 4.10– Removal from Membership. The Board of Directors may cancel the membership of any member by a majority vote upon determining that such member has:

- a. Been convicted of a felony; or
- b. Violated the Code of Ethics and Professional Responsibility of the Association (“OPA Code”); or
- c. Been guilty of conduct actually and substantially to injure the good name of this Association; or
- d. Failed to maintain a high standard of professional ethics, which, in either case would have been deemed sufficient for a rejection of membership application. Right to appeal shall be as provided in the Standing Rules of this Association and not otherwise; or
- e. For failure to pay membership dues before the delinquent date of March 31.

ARTICLE V APPLICATION FOR MEMBERSHIP

Section 5.1 – Applications for membership shall be submitted to the Association on forms approved by this Association. The forms should clearly state that the Association is an affiliated association of the National Association of Legal Assistants, Inc. and that all members are bound by the NALA Code of Ethics and Professional Responsibility (“NALA Code”) in addition to any code adopted by the Association. Approval of membership shall be noted on the forms in accordance with Standing Rules adopted by this Association.

ARTICLE VI MEETINGS

Section 6.1 – This Association shall hold a minimum of three meetings of educational events or a total of ten (10) hours of education during each fiscal year in order to maintain affiliation with the National Association of Legal Assistants, Inc. These programs may be held in conjunction with a regular meeting of the Board of Directors of this Association or a regular meeting of the membership.

Section 6.2 – Annual Meeting. The Association shall hold an Annual Meeting during the month of November for the purpose of electing Officers and hearing reports of Officers and Chairpersons. Notice of the Annual Meeting and proposed Agenda shall be in writing to all members of record at least thirty (30) days prior to the meeting. Those members in attendance, in person or by proxy, shall constitute a quorum for transacting business at the Annual Meeting. All procedures at any meeting of this Association shall be governed by Robert’s Rules of Order, as revised from time to time.

Section 6.3 – Voting by Individual Proxy. At any meeting of the membership of the Association, any active members shall have the right to vote, either in person or by individual proxy. A member may appoint another member and one (1) alternate as Proxy by an appropriate written designation and proxy. Any such individual proxy shall be valid only for that single meeting for which it shall have been given and not otherwise. No person shall solicit any proxies, and proxies obtained by solicitation may not be used at any membership meeting nor shall the same be accepted by the Secretary. Any individual proxy shall be filed by a member with the Secretary, with a copy to Credentials Committee Chairperson, fifteen (15) days before the Annual Meeting shall have been called to order.

ARTICLE VII DUES AND ASSESSMENTS

Section 7.1 – The annual dues of this Association shall be set by the Board of Directors.

Dues shall be due on January 1 for the fiscal year of the Association. Annual dues not received by March 31 shall result in a lapse of membership. Dues may be prorated on a quarterly basis. The Board may assess a late fee of \$10.00 after January 31.

ARTICLE VIII OFFICERS

Section 8.1 – The membership shall elect the following Officers of this Association, which election shall take place at the Annual Meeting. The elected Officers of this Association shall be: President, Vice President, Secretary, Treasurer, and NALA Liaison. At the Board’s discretion, there can also be a President Elect, who is considered an Officer of the Association.

Section 8.2 – The duly elected President of this Association shall appoint a Parliamentarian, who may also be an Officer by the first meeting of the Board of Directors.

OPA BYLAWS

Section 8.3 – Term of office shall be one (1) year. Successive terms of the same office shall be limited to three (3) years or until their successors are elected.

Section 8.4 – No Officer or member shall be compensated for Association duties. However, upon majority vote of the Board of Directors, persons may be reimbursed for out-of-pocket expenses in connection with Association related activities, as provided in the Standing Rules of this Association.

ARTICLE IX ELECTION OF OFFICERS

Section 9.1 – The Nomination and Elections Chairperson shall present a slate of Officers to the membership at least thirty (30) days prior to election. No name shall be on the slate without consent of candidate. Nominations from the floor shall be accepted, and election shall be by majority vote of members present and verified proxies.

Section 9.2 – Unexpired terms of office shall be filled by appointment made by a majority vote of the Board of Directors.

Section 9.3 – Any Officer absent from two (2) consecutive meetings without good cause may be removed from said Office by majority vote of the Board of Directors.

Section 9.4 – Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Association's Director at least thirty (30) days after election and/or appointment by the NALA Liaison.

ARTICLE X DUTIES OF ELECTED AND APPOINTED OFFICERS

Section 10.1 – President. The President shall be the general manager of this Association, shall have general supervision of the business, shall conduct all of the regular business of the Association, shall see that all orders and resolutions of the Board of Directors are enforced and put into effect, shall be its principal Officer and agent, shall automatically be and serve as Chairperson of its Board of Directors, shall preside at all meetings, and shall negotiate all contracts, bonds, mortgages, and all other instruments whatsoever incident to the conduct of business of this Association. The President shall appoint Special and Standing Committee Chairs as provided in these Bylaws. The President shall be ex-officio (non-voting) member of all committees.

Section 10.2 – President Elect. The President Elect shall preside and shall assume all duties assigned to the President in the President's absence. This Officer shall automatically be Chairperson of the committee on Bylaws Revision and Amendments. The President Elect shall perform such other duties as from time to time may be assigned by the Board of Directors or the President. The President Elect shall succeed to the office of President at the expiration of the current President's term, or in the event of the President's inability to serve.

Section 10.3 – Vice President. The Vice President shall automatically be Chairperson of the Membership Committee and shall be charged with the responsibility of developing programs to encourage membership in the Association in addition to receiving, reviewing, approving, and processing membership applications as set forth in the Standing Rules. The Vice President is also responsible for keeping a current roster of membership.

Section 10.4 – Secretary. The Secretary shall be responsible for minutes for all meetings and keeping permanent minutes. This Officer shall assist the President in any way directed, including giving notice of meetings. Association minutes of any meeting shall be available to the NALA President upon request.

Section 10.5 – Treasurer. The Treasurer shall deposit all funds and make all disbursements subject to approval of the Board of Directors and as provided in the budget. Any extraordinary or unbudgeted expenses must be approved by the Board before obligation to pay. The Treasurer shall be Chairperson of the Budget and Finance Committee, which committee shall prepare a budget for the ensuing fiscal year for adoption by the Board of Directors. All disbursements of Association funds must be by Association check signed by an Officer of the Association set forth in the banking resolution or by a bank debit card. Any single amount over \$1,000 requires written approval by the President. The Treasurer shall submit a written financial report at each regular meeting of the Board of Directors and the Annual Meeting, to be attached to the official minutes and part of the permanent records. The Treasurer will provide support for the Vice President and the NALA Liaison with updated membership financial information, membership applications, and renewals.

Section 10.6 – NALA Liaison. This officer shall be a NALA member, shall be familiar with the NALA Bylaws and Standing Rules, shall receive minutes of all NALA meetings, and may represent the Association at the NALA annual meeting of affiliated associations upon approval of the Board of Directors. This officer shall file all reports required by NALA. This officer may submit items the Association wishes discussed to the NALA Affiliated Associations Director and participate in discussions at NALA annual meetings. A report to Association members on the NALA annual meeting will be required. This officer shall, within sixty (60) days of passage, notify the NALA Affiliated Associations Director of any changes in the Association's bylaws. This officer shall be the main contact between NALA and the Association. This officer shall be a member of the governing body of this Association. In the event that the NALA Liaison is unable to attend the NALA annual meeting, the President or other officer may attend the NALA annual meeting as a proxy upon approval of the Board of Directors.

Section 10.7 – Parliamentarian. The Parliamentarian may be appointed at the discretion of the Board of Directors. If a Parliamentarian is appointed, he or she shall attend all Board of Directors and Annual Membership meetings and give opinions upon parliamentary procedures upon request of the President. This Officer shall be familiar with Association Bylaws, NALA Bylaws, shall receive all proposed Bylaws amendments, and prepare Standing Rules and amendments to Standing Rules and Bylaws upon request of the Board of Directors. Roberts Rules of Order, as revised from time to time, shall serve as Parliamentary authority for items not covered by these Bylaws or the Association's Standing Rules. The Parliamentarian shall be a non-voting member of the Board of Directors, unless he or she is serving in another capacity as a member of

the Board of Directors having authority to vote. The duties of Parliamentarian and NALA Liaison may be appointed to a single member to serve in both capacities.

Section 10.8 – District Directors. The districts of this Association shall be comprised of the following counties:

EASTERN DISTRICT

Counties: Adair, Atoka, Bryan, Carter, Cherokee, Choctaw, Coal, Craig, Creek, Delaware, Haskell, Hughes, Johnston, Latimer, LeFlore, Love, Marshall, Mayes, McCurtain, McIntosh, Murray, Muskogee, Okfuskee, Okmulgee, Osage, Ottawa, Pawnee, Pittsburg, Pontotoc, Pushmataha, Rogers, Seminole, Sequoyah, Wagoner, Tulsa, and Washington.

WESTERN DISTRICT

Counties: Alfalfa, Beaver, Beckham, Blaine, Caddo, Canadian, Cimarron, Cleveland, Comanche, Cotton, Custer, Dewey, Ellis, Garfield, Garvin, Grady, Grant, Greer, Harmon, Harper, Jackson, Jefferson, Kay, Kingfisher, Kiowa, Lincoln, Logan, McClain, Major, Noble, Oklahoma, Payne, Pottawatomie, Roger Mills, Stephens, Texas, Tillman, Washita, Woods, and Woodward.

Each District Director representing a District shall be an active member elected to serve a two (2) year term. Upon approval of the Board of Directors, a District Director may serve an additional two (2) year term.

Each Director shall have and keep his or her elected voting domicile within the District represented on the Board. If the Director moves his or her elected voting domicile outside the District represented, the President shall immediately declare a vacancy which shall be filled by a majority vote of the Board of Directors for the remainder of the Director's term.

ARTICLE XI COMMITTEES

Section 11.1 – The President shall appoint the following Standing Committee Chairpersons:

- Audit Committee;
- Bar Liaison/Legislative;
- Budget and Finance (Treasurer);
- Bylaws & Standing Rules Revision and Amendments (President Elect);
- Credentials/Nominations and Elections;
- Membership/Roster (Vice-President);
- National Affairs Liaison (NALA Liaison);

OPA BYLAWS

Professional Development/Education;
Publications;
Public Relations;
Student Liaison (Student Director).

Section 11.2 – Special Committees may be created and Special Chairpersons may be appointed by the President as needed subject to the approval of the Board of Directors.

Section 11.3 – Removal of Committee Chairperson:

- a. Generally – The Board shall have the power to remove Committee Chairperson for good cause upon written charges presented against them, after notice has been given to the Board and to such Committee Chairperson. The Committee Chairperson shall receive written notice asserting the nature of such charges and of time same will be presented to the Board for action.
- b. Two-Thirds Requirement – It shall require at least two-thirds ($\frac{2}{3}$) vote of the Board Members present and voting in favor of removal in order to remove a Committee Chairperson, except as provided in Section 11.3 (c) herein.
- c. Attendance Requirement – Any Committee Chairperson may be removed for failure to attend two (2) consecutive Board Meetings without good cause during his or her term. Upon certification by the Secretary that a Committee Chairperson has failed to attend two (2) regularly scheduled Board Meetings, the President shall notify such committee Chairperson in writing to appear at the next regularly scheduled Board meeting to show cause as to why he or she should not be removed as said Committee Chairperson. If a majority vote of the directors present and voting at the meeting following the second absence determines that good cause for such two (2) absences has been shown, such non-attending Committee Chairperson shall be allowed to remain in such position. Otherwise, such non-attending Committee Chairperson shall be removed automatically as the Committee Chair, and his or her position shall be declared vacant by the President.

**ARTICLE XI
DUTIES OF COMMITTEES**

Section 12.1 – Bar Liaison and Legislative. This Committee shall:

- a. Establish communication with national, state, and local bar associations on behalf of this Association;

- b. Contact bar associations with information to promote and encourage recognition of the legal assistant/paralegal profession;
- c. Report to this Association membership on the current position of bar associations regarding the affiliation of this Association, certification, guidelines and/or standards and other matters affecting legal assistants and paralegals;
- d. Consider, advise upon, and make recommendations to the Board of Directors on matters relating to bar associations; and
- e. Monitor any bills introduced in the Oklahoma State Legislature which would affect the legal assistant/paralegal profession and members of this Association. This Committee shall also apprise itself of and advise the membership on pending and passed legislation in other states and court decisions in this and other jurisdictions, both state and federal, which would affect the legal assistant/paralegal profession and/or members of this Association.

Section 12.2 – Budget and Finance. This Committee will be chaired by the Treasurer. It will be responsible for preparing an annual budget for presentation to the Board of Directors at its last quarterly meeting of each fiscal year. The President and President Elect of this Association shall automatically be members of this Committee.

Section 12.3 – Bylaws & Standing Rules Revision and Amendments. This Committee will be chaired by the President Elect of this Association and the Parliamentarian shall serve as a standing member of this Committee. This Committee shall be charged with the responsibility of maintaining current Standing Rules as necessary to facilitate the business of this Association, subject to approval of the Board of Directors. This Committee shall also receive and review all proposed amendments to the Bylaws for form and make such recommendations to the Board and the general membership as it deems appropriate. This Committee may also initiate suggested amendments to the Bylaws.

Section 12.4 – Credentials. This Committee shall be responsible for processing and certifying all proxies for membership meetings and for monitoring the number of proxies given at all membership meetings.

Section 12.5 – Membership. This Committee will be chaired by the Vice-President of this Association and shall render such assistance in obtaining applications for membership in this Association as directed by the Vice President.

Section 12.6 – Nominations and Elections. It shall be the duty of this Committee to issue a call for declaration of candidacy for the offices of President, President Elect, Vice-President, Secretary, Treasurer, NALA Liaison and District Directors as required by these Bylaws no later than September 15, instructing those members wishing to declare themselves candidates for any office by contacting the Chairperson in writing no later than October 1. The Chairperson of this Committee shall then prepare a sample ballot of the officer candidates and mail or e-mail to each

member of this Association at least thirty (30) days prior to the annual meeting. In the event an office receives no prospective candidates by November 1, during the annual meeting nominations from the floor may be made and accepted and elections shall take place. The nominee receiving a majority vote of members present at the annual meeting shall become an officer to serve until his/her successor is duly elected at the next annual meeting.

Section 12.7 – Professional Development/Education. This Committee shall plan the Annual Meeting of the membership of this Association, subject to approval of the Board of Directors. It shall be responsible for monitoring the standards and guidelines of institutions in Oklahoma offering paralegal education and training. Any developments in these areas may be studied and presented to the membership. In addition, this Committee is responsible for planning the educational seminars required by these Bylaws. It will be responsible for the development of a process of handling complaints of violations by members and recommending disciplinary guidelines and procedures. This Committee shall also interpret and make recommendations to the membership for amendments to the Code of Ethics and Professional Responsibility.

Section 12.8 – Public Relations. This Committee will be responsible for educating the legal profession and the general public to the viability to the legal assistant/paralegal profession, the role of the legal assistant/paralegal in the legal system and the economic practicality and benefit in their utilization; developing communications; promoting and reinforcing positive attitudes; and motivating a sense of professionalism with the various local, state and national legal organizations and affiliates.

Section 12.9 – Publications. The Publications Committee will be primarily responsible for publishing a newsletter and an annual membership directory. This Committee will also be responsible for announcements pertaining to educational materials and seminars; local and national legislation; and other appropriate information affecting the legal assistant/paralegal profession.

Section 12.10 – Student. This Committee Chairperson shall be a student or active member who acts as liaison between the Association and the student membership. The Chairperson of this committee shall also serve in the capacity of Director on the Board and shall have one (1) vote as representative of the student membership as a whole.

Section 12.11 – National Affairs Liaison. This Committee chairperson shall be the NALA Liaison. This person shall serve as the official representative of the Oklahoma Paralegal Association to national paralegal organizations. Duties include, but are not limited to:

- a. Attendance of meetings for which any travel expense reimbursements shall be determined by the Board of Directors;
- b. Participation in workshops;
- c. Compilation and dissemination of information obtained from national workshops and meetings to the Oklahoma Paralegal Association; and

- d. **Compilation and dissemination of information on the Oklahoma Paralegal Association to national and other state paralegal associations. Attendance at workshops and meetings must have prior approval of the Board of Directors.**

Section 12.12 – Audit Committee. The Audit Committee will be composed of at least two members preferably three, which may include a past Treasurer, selected by the President whose purpose is to audit the Treasurer’s books at the close of the fiscal year prior to the transfer of accounts to the newly elected Treasurer. In the event the incumbent Treasurer is elected to a second term, the audit will be performed following the annual meeting and prior to the first regular meeting of the membership.

ARTICLE XIII BOARD OF DIRECTORS

Section 13.1 – Composition. The Board of Directors shall be the governing body of this Association. The Board shall consist of the elected Officers plus a Student Director and District Directors. The immediate past president of this Association shall be an ex-officio member of the Board.

Section 13.2 – General Powers. Except as otherwise hereinafter provided, the business of this Association shall be managed and controlled by its Board of Directors. The Board of Directors may exercise all the powers, authority and discretion which alternately may be exercised by the members or alternately by the Directors of the Association, except such as are specifically reserved to the membership or alternately delegated to the Officers.

Section 13.3 – Regular Board Meetings. The Board of Directors shall meet at least four (4) times a year at open meetings, each to be held in a different judicial district in the State of Oklahoma at dates to be selected by the Board, announced by the President, and communicated to the Board Members, Committee Chairperson and membership through the official publication of this Association or by any electronic means approved by the Board.

Section 13.4 – Special Meetings. The President may, at his or her discretion, call a Special meeting of the Board at any time, but if and when any meeting is called for any purpose, the President shall notify each Director of the time, place and purpose of such meeting. At any called meeting of the Board, new matters may be added to the agenda only upon approval of two-thirds (2/3) vote of the Directors present and voting.

Section 13.5 – Annual Meeting. The Annual Meeting of the Board of Directors shall be held after the Annual Membership Meeting of this Association. The Secretary shall give notice of the time and place for the Annual Membership Meeting not less than thirty (30) days prior to the date of such meeting.

Section 13.6 – Quorum. A majority of the Board shall constitute a quorum for the transaction of any business except as otherwise provided for in these Bylaws and a majority of those Directors present and voting during a regular or special meeting at which quorum was present

OPA BYLAWS

in person or via telephone or video conferencing or other electronic transmission where all Board members can hear one another at the beginning of the meeting shall be required to approve items of business brought before the Board.

Section 13.7 – Board Vacancies. When vacancies occur on the Board, the Board shall appoint, by majority vote, a replacement from among the membership of the Association in the District wherein the vacancy occurred, who shall serve the remainder of the term.

Section 13.8 – Removal of Directors.

- a. Generally – The Board shall have the power to remove Directors for good cause upon written charges presented against them, after notice has been given to the Board and to such Director. The Director shall receive written notice asserting the nature of such charges and of time same will be presented to the Board for action.
- b. Two-Thirds Requirement – It shall require at least two-thirds ($\frac{2}{3}$) vote of the Board members present and voting in favor of removal in order to remove a Director, except as provided in Section 13.8 (c) herein.
- c. Attendance Requirement – Any Director may be removed for failure to attend two (2) consecutive Board meetings without good cause during his or her term. Upon certification by the Secretary that a Director has failed to attend two (2) regularly scheduled Board Meetings to show cause as to why he or she should not be removed from the Board. If a majority vote of the Directors present and voting at the meeting following the second absence finds that good cause for such two (2) absences has been shown, such non-attending Director shall be allowed to remain on the Board.

Section 13.9 – Personal Liability of Directors. A Director shall have no personal liability for any claims or damage that may result from acts in the discharge of any duties imposed or exercise of any power conferred upon such Director by this Association, if, in good faith, such Director shall have acted with ordinary care and prudence or alternately shall have relied upon the opinion of an attorney, accountant, or other professional consultant of the Association.

**ARTICLE XIV
CODE OF ETHICS**

Section 14.1 – Every member of this Association shall subscribe to and be bound by the Code of Ethics and Professional Responsibility of the National Association of Legal Assistants, Inc., and any other code so adopted by the membership of this Association. Violations of the NALA Code or the OPA Code shall be grounds for immediate dismissal from membership and/or removal from office.

**ARTICLE XV
AMENDMENTS TO BYLAWS**

Section 15.1 – Bylaw amendments (not in conflict with NALA Bylaws) may be adopted by a two-thirds ($\frac{2}{3}$) vote of the membership present at any regular membership meeting. Any member of this Association may submit a proposed amendment to the Bylaws by delivering the proposed resolution to the Secretary of this Association at least thirty (30) days before the Annual Membership Meeting. No proposed amendment shall be accepted from the membership during the course of any annual, regular, or special meeting. Amendments shall be effected only by the two-thirds ($\frac{2}{3}$) vote of the membership present or represented at the Annual Membership Meeting. Bylaw amendments also may be adopted by the affirmative vote of the majority of the Board of Directors at any regular or special meeting of the Board of Directors. The NALA Affiliated Associations Director must be advised of any amendments within sixty (60) days of passage.

**ARTICLE XVI
PARLIAMENTARY AUTHORITY**

Section 16.1 – Roberts Rules of Order, as revised from time to time, shall be the parliamentary authority where applicable, and where there is no conflict between said rules and the Bylaws of this Association.

**ARTICLE XVII
FISCAL YEAR**

Section 17.1 – Fiscal Year. The fiscal year of this Association shall be January 1 through December 31.

**ARTICLE XVIII
NOTICES**

Section 18.1 – Notices. All notices required in these Bylaws may be made by regular U.S. Mail, by e-mail, or other electronic transmission.

**ARTICLE XIX
DISSOLUTION**

Section 19.1 – This Association may be dissolved by the affirmative vote of not less than two-thirds ($\frac{2}{3}$) of the active membership or by unanimous vote of all duly elected qualified and acting members of the Board of Directors.

Section 19.2 – Event of Dissolution. In the event of dissolution of this Association, the Board of Directors shall, after giving notice to the NALA Affiliated Association Director and after paying or making provision for the payment of all of the liabilities of the Association, dispose of all of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations organized and operated exclusively as an exempt

OPA BYLAWS

organization or organizations under the Internal Revenue Code of 1984, as amended, as the Board of Directors shall determine. In no event shall any of such property and assets be distributed to any member or private individual.

ARTICLE XX RETENTION OF AFFILIATION

Section 20.1 – NALA Affiliation. Affiliation with the National Association of Legal Assistants, Inc. is renewable each year by payment of an affiliation fee and attached to a current membership roster. In the event of suspension of affiliation, this Association may affiliate with NALA by submitting a new application with membership roster, bylaws, sample of educational programs, petition and current initial fee.

In addition to the renewal fee, this Association must comply with the required reports and requested procedures as outlined in these Bylaws. The annual renewal fee is payable October 1 or as NALA designates.

ARTICLE XXI REMOTE COMMUNICATIONS AND ELECTRONIC TRANSMISSIONS

Section 21.1 – Electronic Transmission. Any notice of the time, place if any, and purpose of any meeting as specified in these Bylaws; any proxy given by a member; or any vote of the members or directors of the Corporation; or a vote of a committee as specified in these Bylaws shall be deemed given if delivered by electronic transmission. If notice, proxy, or vote is given by electronic transmission, the notice, proxy, or vote is given when electronically transmitted to the individual entitled to receive the same in a manner authorized by the Corporation. Electronic transmission shall be as defined in the Oklahoma Corporation Act (“the Act”).

Section 21.2 – Remote Transmission. If an individual or proxy holder may be present and vote at a meeting by remote communication, the individual or proxy holder shall be given notice of the means of remote communication allowed.

Section 21.3 – Electronic Meetings. The directors, committee members as specified in the Bylaws, and members may participate in a meeting by means of conference telephone or similar communications equipment by means, of which all persons participating in the meeting can communicate with each other. All participants shall be advised of the communications equipment and the names of the participants in the conference shall be divulged to all participants. Participation in a meeting pursuant to this Section shall constitute presence in person at the meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, a meeting as specified in this Section, may be conducted solely by means of remote communication.

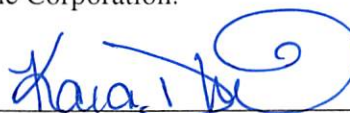
CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the duly elected and acting Secretary of the Oklahoma Paralegal Association, Inc., an Oklahoma not for profit corporation.

2. The above Bylaws comprising fifteen (16) pages constitute the Bylaws of the Corporation as duly adopted by the Board of Directors of the Corporation on December 18, 2021, effective January 1, 2022.

I have subscribed my name on behalf of the Corporation.



Kara White, Secretary