

ARTICLE I

Name and Mission

Section 1. Name. The name of the Association shall be the Oklahoma Counseling Association; herein after referred to as the Association, OCA, or Oklahoma Counseling Association.

Section 2. The Association is organized as a state branch of the American Counseling Association.

Section 3. Mission. Oklahoma Counseling Association is a unified partnership of diverse counseling professionals promoting the shared purpose of developing a deeper understanding of the profession, oneself, and the individuals we serve.

ARTICLE II

Membership

Section 1. Classes of Membership.

- a) Membership with voting rights shall be available only to individuals who are supportive of the OCA mission.
- b) There shall be three classes of voting membership: Professional, Regular, and Retiree.
 - a. Professional members shall hold a master's degree or higher in counseling or a closely related field from a college or university that was accredited when the degree was awarded by one of the regional accrediting bodies recognized by the Council for Higher Education Accreditation. Professional members must present proof of academic credentials upon request.
 - b. Regular members shall include persons whose interests and activities are consistent with those of the Association, but who are not qualified for professional membership.
 - c. Retired Professional members shall include persons who were members of the Association in good standing at the time of retirement. Retired members may not receive payment for any counseling or counselor education related work activities.
- c) There shall be one class of non-voting membership: Student.
 - a. Student members include any person who is actively pursuing an undergraduate or master's degree in counseling or a closely related field which can be documented by a professor's signature or copy of current schedule.
- d) Members must abide by the ACA Code of Ethics. Membership in ACA is encouraged.

- e) The Board of Directors of the Association may create additional non-voting membership classes.

Section 2. Dues.

- a) Annual Association dues for all classes of membership shall be established by three-fourths majority of the Board of Directors.
- b) Division dues shall be established by the Division.
- c) The Board of Directors may authorize reduced dues or dues waivers for special categories of members in accordance with policies and procedures established by the Board of Directors.
- d) OCA allows student and retired professional members to attend the Fall and Midwinter conferences at reduced rates.—Student and retired professional members may be charged a standard fee if required by the conference venue.

Section 3. Severance of Membership.

- a) A member may be dropped from membership for any conduct that tends to injure OCA or to affect adversely its reputation, or that is contrary to or destructive of its mission according to the OCA Bylaws and the ACA Code of Ethics and Standards of Practice.
- b) A member shall be dropped from membership for the nonpayment of dues.

ARTICLE III

Meetings and Actions of the Membership

Section 1. Notice of Membership Meetings and Actions.

- a) The Association shall hold meetings at a time and place fixed by the President or his/her designee.
- b) Routine meetings of the Board of Directors shall be called by the President or by no less than one-third of the voting members of the Board. Each member of the Board shall be notified ten days prior to the meeting. There will be at least two meetings of the Board each year to handle routine and defined business of the Association. At a minimum, general business meetings will be held the night before the start of the fall and mid-winter conferences. Meeting notice may be provided by postal mail or email.

- c) Other meetings may be called by the Executive Committee of the Board of Directors which shall give reasonable notice to the membership when possible.
- d) General membership of the Association shall be notified at least ten days prior to the date of the meeting. Meeting notice may be provided by association newsletter or email.
- e) These meetings shall be concerned with the business of the Association and consideration of professional matters of concern.

Section 2. Manner of Acting and Decision-Making.

- a) A majority of the votes cast on a matter where a quorum is present shall be necessary for the adoption unless a greater proportion is required by law or these Bylaws.
- b) Routine meetings of the Executive Committee shall be called by the President. Each member shall be notified prior to the meeting. If so arranged by the President or Executive Director, meetings of the Executive Committee may be conducted where members are voting by means of a conference telephone or other telecommunication device that allows all persons participating in the meeting to hear each other and to have their views heard. Such participation in a meeting shall be deemed presence in person at such meeting.
- c) Members present at a business meeting of the Association shall constitute a quorum. A majority of the voting membership of the Board of Directors shall constitute a quorum.

ARTICLE IV

Divisions of the Association

Section 1. Organization of Divisions.

- a) The Association shall include Divisions representing specialized areas of interest in human development, guidance, counseling, or personnel work. Any group whose major purposes are in accord with those of the Association is encouraged to become a Division.
- b) A new Division shall qualify for full Division status and a voting member on the Board of Directors with a minimum number of 25 OCA members. Initially, a group moving toward Divisional status shall be designated as an Organizational Affiliate until such time as it qualifies for Division status. An Organizational Affiliate or Division may achieve Division status with a minimum of 25 OCA members.

- c) An existing Division shall maintain its full Division status and a voting member of the Board of Directors with a minimum number of 25 members. The calculation of members of existing Divisions shall be a monthly average of qualifying members for the preceding fiscal year. If an existing Division falls below the minimum, the Division has a period of one year to return to that minimum before such Division shall lose its full Division status and vote.
- d) Divisions may be separately incorporated.

Section 2. Formation of Divisions.

- a) The Board of Directors shall have the power to grant charters to Divisions in accordance with policies and procedures established by the Board of Directors relative to the formation of new Divisions. Two-thirds of the votes cast by members of the Board of Directors who are present at a meeting where there is a quorum shall be necessary to grant a charter to a new Division.
- b) Prior to its chartering as a Division and continuous thereafter, an organization shall demonstrate the following to the satisfaction of the Board of Directors:
 - 1) It is organized in accordance with the Articles of Incorporation and the By-Laws of OCA.
 - 2) It has written By-Laws consistent with the By-Laws of OCA and the National Division.
 - 3) It is identified in all documents and written materials as “A Division of the Oklahoma Counseling Association.”
 - 4) Its statement of purposes or mission is in accordance with that of OCA.
 - 5) It requires each of its officers and Division governance members to be a member in good standing of OCA. Presidents of divisions must be a member of ACA or the division’s National Affiliate.
- c) The Division must maintain viability as a Division, evidenced by demonstrating financial solvency; holding competitive elections for officers on a regular basis; and providing all promised member services on a timely basis. Compliance will be reviewed as needed by the OCA Bylaws and Policies Committee.

Section 3. Autonomy of Divisions.

- a) A Division of OCA shall be free to conduct its own affairs, but shall do so only in compliance with the Bylaws of OCA. The Board of Directors shall establish such policies and procedures for Division operation necessary to insure responsible fiscal operation.
- b) A Division of the Association may adopt its own name, subject to the approval of the Board of Directors.

- c) A Division of the Association may set its own membership classes and criteria in accordance with OCA Bylaws, policies, and procedures.
- d) During the first five years of its operation, a Division shall have provisional status as a Division and during such period shall submit to the OCA Board of Directors financial and other information as described in the policies and procedures established by the Board of Directors.

Section 4. Filing of Budget, Audit, and By-Laws.

Each Division shall file a proposed annual budget and financial report with the OCA Treasurer by July 1. Each Division shall file current Bylaws annually with OCA during the Summer Leadership Training.

Section 5. Proposed Amendments to Basic Documents.

Proposed amendments to the Articles of Incorporation or the Bylaws of any Division shall be reported in writing to the OCA President no later than fourteen weeks prior to the Board of Directors meeting at which the change may be considered. The OCA President shall transmit the written proposed amendments to the OCA Bylaws and Policies Committee which will transmit to the Board of Directors such proposed amendments with or without a recommendation regarding each proposed change at least six weeks before the next regularly scheduled meeting of the Board of Directors. No such proposed amendment can take effect until approved by the OCA Board of Directors.

Section 6. Reports.

Each division shall transmit to the OCA President the names of its officers promptly following their election or appointment. Each division shall transmit a written report to the OCA President five (5) days prior to each scheduled Board of Directors meeting.

Section 7. Involuntary Revocation of a Charter.

The Board of Directors shall have the power to revoke the charter of a Division when it is deemed in the best interest of ACA to do so.

- a) Before final action may be taken with respect to the revocation of the charter of a Division, a notice of intent to revoke must first be passed by a majority of the Board of Directors members present and voting and the Division in question advised in writing of the reasons for the proposed action. The Division shall have until the next scheduled meeting of the Association (but in no case less than nine months) to affect remedial measures.

- b) Two-thirds of the votes cast by the members of the Board of Directors who are present at a meeting where there is a quorum shall be necessary to revoke the charter of a Division.
- c) A Division agrees that at the end of each year during the period of provisional status, the Board of Directors of the Association shall have the right to revoke the provisional charter by a two-thirds vote of the Board of Directors members who are present at a meeting where there is a quorum.

Section 8. Voluntary Withdrawal of a Division.

An organization's status as a Division of OCA may be voluntarily withdrawn only in compliance with OCA Bylaws, policies and procedures adopted by the Board of Directors.

ARTICLE V

Not Used

ARTICLE VI

Regions of the Association

Section 1. Composition.

The general purpose of OCA Regions is to provide members geographic access to professional involvement via regional meetings, to provide OCA an organizational structure for expanding leadership opportunities of members, and to facilitate communication between OCA officers and state-wide constituencies.

- a) Regional boundaries shall be defined by counties as follows:
 - 1) Northwest: Cimarron, Texas, Beaver, Harper, Woods, Alfalfa, Grant, Kay, Noble, Garfield, Major, Woodward, Ellis, Roger Mills, Dewey, Blaine, Kingfisher, Custer
 - 2) Northeast: Osage, Washington, Nowata, Craig, Ottawa, Delaware, Mayes, Rogers, Tulsa, Pawnee, Payne, Creek, Okfuskee, Okmulgee, Muskogee, Wagoner, Cherokee, Adair
 - 3) Southeast: Sequoyah, Haskell, Latimer, Leflore, McIntosh, Hughes, Seminole, Murray, Marshall, Johnston, Coal, Atoka, Bryan, Pontotoc, Pittsburg, McCurtain, Pushmataha, Choctaw
 - 4) Southwest: Love, Carter, Garvin, Stephens, Jefferson, Grady, Caddo, Comanche, Southwest, Cotton, Tillman, Kiowa, Washita, Beckham, Greer, Harman, Jackson
 - 5) Central: McClain, Cleveland, Pottawatomie, Lincoln, Logan, Oklahoma, Canadian

- b) The boundaries stipulated in Section 1.a. are general guidelines. The single restriction on membership is that a member may belong to only one OCA region, regardless of the member's official residence. If a member does not request a region at the time of membership enrollment/renewal; then region assignment will be determined per county of residence.
- c) Region meetings shall be held annually to conduct the business of the Region and to elect its officers.

Section 2. Function.

- a) Region officers shall be responsible for leadership training, professional development, and continuing education of members consistent with the strategic plan adopted by OCA.
- b) Governance functions in each region shall include, but are not limited to, five functions. Their responsibilities are:
 - 1) President. Shall be responsible for organizing regional meetings, presiding at regional meetings, establishing a dues structure for the region, approving regional expenditures from funds generated within the regional organization, and establishing regional policies on election of officers and terms of office within the region. The President shall serve as a member of the Oklahoma Counseling Association Board of Directors.
 - 2) Secretary. Shall be responsible for keeping official records as requested by the President, and for initiating correspondence by the President.
 - 3) Treasurer. Shall be responsible for maintenance of a basic accounting system that monitors all monies received by the organization and all monies expended by the organization. Shall file at least one annual written report of the treasury's condition with the regional secretary and with the Oklahoma Counseling Association.
 - 4) Membership Chairperson. Shall maintain a roster of regional members, coordinate recruitment of new members, and serve on any OCA membership committees.
 - 5) Public Relations Chairperson. Shall organize a regional vehicle for communication among members regarding professional concerns and interests, dates of professional events, and other items of general interest to the members. Shall provide written reports of regional news to the Oklahoma Counseling Association Newsletter editor and other media sources within the region. Shall serve on an Oklahoma Counseling Association committee in Public Relations or Government Relations.
- c) Region officers shall be responsible for the coordination and implementation of strategic planning concepts within the Region. Beyond the functions and policies specified in the preceding sections, regional officers may establish additional policies deemed necessary by the regional membership.

Section 3. Reports.

Each Region shall transmit to the OCA President the names of its directors and officers promptly following their election and appointment. Each Region shall transmit an annual written report to the OCA Treasurer who shall distribute the report to the Board of Directors.

ARTICLE VII

Not Used

ARTICLE VIII

Business Affairs of the Association

Section 1. Severable or Transferable Interest.

No member shall have any severable or transferable interest in the property of the Association.

Section 2. Control and Management.

All property of the Association shall be subject to the control and management of the Board of Directors. Any accumulation or disposal of real property, except upon dissolution of the Association, must be approved in advance by the Board of Directors.

Section 3. Disposal Upon Dissolution.

On dissolution or final liquidation, the Board of Directors shall, after paying or making provision for the payment of all the lawful debts and liabilities of the Association, distribute all the assets of the Association to one or more of the following categories of recipients as the Board of Directors of the Association shall determine:

- a) A nonprofit organization or organizations which may have been created to succeed the Association, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code; and/or
- b) A nonprofit organization or organizations having similar purposes as the Association and which may be selected as an appropriate recipient of such assets, as long as such organization or each of such organizations shall then qualify as an organization exempt from federal income taxation under section 501(a) of the Internal Revenue Code as an organization described in sections 170(c)(2) and 501(c)(3) of such Code.

Section 4. Appropriation of Association Funds.

- a) No appropriations of Association funds shall be made except pursuant to the authority of the Board of Directors.
- b) The Board of Directors shall adopt an annual budget.

Section 5. Association Year.

The fiscal year and the governance year of the Association shall be July 1– June 30.

Section 6. Reports.

Members of the Board of Directors shall be sent quarterly income and expense reports from the Treasurer showing the financial state of the Association. Members of the Board of Directors shall also be sent the auditors' report each year.

Section 7. Limitations on Activities.

OCA is organized and shall be operated exclusively for charitable and educational purposes within the meaning of sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code. No part of the net earnings of OCA shall inure to the benefit of or be distributable to the members of its Board of Directors, officers, members of its committees, other private individuals, or organizations organized and operated for a profit (except that OCA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as hereinabove stated). No substantial part of the activities of OCA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and OCA shall be empowered to make the election authorized under section 501(h) of the Internal Revenue Code. OCA shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision herein, OCA shall not carry on any activities not permitted to be carried on –

- a) by an organization exempt from federal income tax under section 501(a) of the Internal Revenue Code as an organization described in section 501(c)(3) of such Code, and/or
- b) by an organization, contributions to which are deductible under sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code.

Section 8. Internal Revenue Code.

References herein to sections of the Internal Revenue Code are to provisions of the Internal Revenue Code of 1986, as amended, as those provisions are now enacted or to corresponding provisions of any future United States internal revenue law.

ARTICLE IX

Officers of the Association

Section 1. Officers and Terms of Office.

- a) The officers of the Association shall be the President, the President-Elect, the immediate Past President, the Treasurer, and the Executive Director.
- b) All officers of the Association, except the Treasurer and Executive Director, shall be elected at large from among the professional members of the Association and shall serve for one year terms when their successors are elected, and shall be ACA members in good standing.
- c) The Treasurer shall be elected at large from among the professional members of the Association and shall serve a two-year term, the second year and his/her successor is elected, and shall be an ACA member in good standing.
- d) The Executive Director shall be a part-time basis contracted position recommended by the President, approved by the Board of Directors and shall serve at its pleasure.
- e) The term of office of any elected officer of OCA, any Division, or any Region, shall begin on July 1 following the election, and shall be for a period of one year (except the Treasurer) and until a successor takes office.
- f) A Secretary and/or a Membership Chairperson shall be appointed by the President to serve during the President's term of office.

Section 2. Duties of Officers.

- a) The President shall preside at all general meetings of the Association; act as Chairperson of the Board of Directors and Executive Committee, be the Association's voting delegate at governance meetings of organizations to which the Association is affiliated unless otherwise specified, appoint all members of committees unless the method of selection is otherwise specified, hold ex-officio membership on all committees, and assume other duties assigned to a president. The President shall delegate tasks to the Executive Director of OCA as directed by the Board of Directors. The President shall perform the duties customary to that office and such additional duties as directed by the Board of Directors.
- b) The President-Elect shall act in the absence or incapacity of the of President at all Association, Board of Directors, and Executive Committee meetings when the

President is unable to attend; develop the Association's Programs for the year based on the needs and concerns of the members; and chair the Professional Growth, Election, and Awards committees. The President-Elect shall assume the Presidency of OCA upon the death or resignation of the President. The President-Elect shall assume such additional duties as directed by the Board of Directors. If the President-Elect becomes incapacitated, the term is to be completed by the candidate with the next highest vote on the same slate of candidates.

- c) The immediate Past President shall chair the Convention Committee and coordinate all convention activities. The immediate Past President shall assume such additional duties as directed by the Board of Directors.
- d) The Treasurer shall represent the Association in assuring the receipt and expenditure of funds in accordance with the directives established by the Board of Directors, perform the duties customary to that office, and perform additional duties as may be directed by the Board of Directors. The Treasurer will submit an annual written financial report outlining the previous year's expenditures at the business session of the Fall meeting, and submit a proposed budget for the coming year during the business session of the Midwinter meeting.
- e) The position of Executive Director shall be on a part-time basis contracted annually. The position shall be approved by the Board of Directors of the Oklahoma Counseling Association annually. The Executive Director shall perform duties as assigned by the Board of Directors.
- f) The Membership Chair shall maintain membership rolls of the Association, the membership directory, serve as liaison with the Regions, assist in the coordination of convention registration, and chair the Association Membership Committee.
- g) The Secretary shall record the activities of the Association and the Board of Directors, issue notices of meetings and perform duties assigned by the President.

Section 3. Nominations and Election of Officers.

- a) The President-Elect shall chair an election committee of at least three members. The committee shall plan, conduct, tabulate, and announce the results of the elections. The Election Committee will determine that nominees meet the qualifications for office and will formally advise the President thereof.
- b) Nominations of candidates for the elective offices of the Association shall be by petition. A petition signed by at least ten non-elected members or officers of the Oklahoma Counseling Association shall place a person in nomination as a candidate for the petitioned office. The petition must be filed with the President-

Elect two weeks prior to the winter newsletter deadline. In the event a petition has not been filed by the deadline specified in section 3 for an office, the Election Committee shall nominate two candidates for that office.

- c) The Election Committee shall publish names and platform statements of candidates prior to the election in the winter Oklahoma Counseling Association Newsletter.
- d) Voting shall be by secret ballot and all office elections will be held during the organization's Midwinter meeting. Election shall be by plurality vote.
- e) Region representatives shall be elected at regional meetings. Election results shall be forwarded to the President.
- f) The Treasurer shall be elected in an even numbered year. The President-Elect shall be elected annually.

Section 4. Compensation and Expenses of Officers.

Elected officials of the Association shall carry out their prescribed duties as outlined in the Oklahoma Counseling Association handbook and receive no compensation for services. Necessary expenses of the elected officials may be paid from funds of the Association under provisions established by the Board of Directors.

- a) None of the elected officers of the Association shall receive any compensation for their services as such to the Association, with the exception that the Board of Directors can approve compensation for the President, President-Elect, and Past President.
- b) The Treasurer may be paid such compensation from the funds of OCA as may be fixed from time to time by the Board of Directors.
- c) The Executive Director shall be paid such compensation from the funds of OCA as may be fixed from time to time by the Board of Directors. The necessary expenses of the Executive Director shall be paid from the funds of OCA under the policies and procedures established for such payments.

Section 5. Removal of Officers.

Any elected Officer may be removed from office, with or without cause, upon a vote of a majority of the Board of Directors members then in office to remove him or her from the Officer position, whenever the Board of Directors members' judgment the best interest of the Association would be served thereby, provided that all the Board of Directors members have at least ten days' notice of the proposed removal and the Officer at issue has an opportunity personal to address the Board of Directors prior to the removal vote. Any offer appointed by the President may be removed with or without cause by the President.

ARTICLE X

The Board of Directors of the Association

Section 1. Composition.

A Board of Directors of the Association shall serve as a governing board for the formulation and recommendation of policies to the Association and shall carry on such business as specified by the By-Laws. The Board of Directors of the Association shall be composed as follows:

- a) Voting members:
 - 1) Elected Officers (as outlined in Article IX.1.a)
 - 2) Division Presidents
 - 3) Regional Presidents
- b) Non-voting members:
 - 1) Member of the Guidance and Counseling Section of the State Department of Education
 - 2) Member of the State Department of Career Tech
 - 3) Secretary
 - 4) Membership Chair
 - 5) Executive Director
 - 6) Others as deemed essential by the President including by not limited to the following: Newsletter Editor and Public Policy and Legislation Chair
- c) No member of the Association may concurrently represent more than one Division or Region.

Section 2. Powers and Functions of the Board of Directors of the Association.

The Board of Directors of the Association shall:

- a) Establish policies to govern the affairs of the Association.

- b) Formulate operational policies appropriate for executive action and direct the execution thereof.
- c) Grant and revoke Division or Region charters.
- d) Act on the reports of Divisions, Regions, Standing Committees, and such Special Committees and Task Forces.
- e) Adopt and amend By-Laws.
 - a) Exercise such other powers and functions as may be necessary or desirable in the best interests of the Association, not in conflict with the By-Laws.
- f) Establish the strategic plan of the Association.
- g) Establish broad, long-term professional directions for the Association.

Section 3. Meetings of the Board of Directors.

- a) The Board of Directors shall meet a minimum of twice per year. A meeting will be held immediately prior to or following the annual conference. Expenses incurred in participation in Board of Directors meetings will be paid by OCA in accordance with OCA policies and procedures.
- b) The President of the Association shall preside at meetings of the Board of Directors and, in the President's absence, the President-Elect shall preside.
- c) A majority of the voting members of the Board of Directors shall constitute a quorum.
- d) At each meeting, and at any other time when so requested in writing, each Division, Region, officer of OCA, the Executive Director of OCA, and each Standing and Special Committee and Task Force as specified in the By-Laws of OCA shall make a written report to the OCA President who shall distribute the report to the Board of Directors.

Section 4. Executive Committee.

- a) The Executive Committee shall consist of the President, President-Elect, immediate Past President, Treasurer, Executive Director, and Secretary.
- b) The Executive Committee shall act for the Board of Directors but within the limits established by the By-Laws. The Executive Committee shall function primarily to address those issues which are necessary for the efficient operation of OCA where the time requirements necessitate immediate action. All actions and activities of the Executive Committee shall be communicated to the Board of

Directors through minutes which are mailed within ten working days of an Executive Committee meeting. The actions taken by the Executive Committee must be submitted for ratification by the Board of Directors at the next Board of Directors meeting. Any subsequent decision by the Board of Directors that is contrary to an action taken by the Executive Committee shall (to the extent permitted by law) be given only prospective effect.

- c) The Executive Committee shall meet twice per year in addition to the Board of Directors meetings. Other meetings may be called only in an emergency which is determined by the President or the Board of Directors.
- d) The Executive Committee shall be responsible for conducting the evaluation of the Executive Director on an annual basis, for negotiating renewal of his/her contract, and for determining the recommended salary (if deemed appropriate) of the Executive Director which will be included in the annual budget of the Association.

Section 5. Manner of Acting and Decision-Making.

- a) A majority of votes cast on a matter where a quorum is present shall be necessary for the adoption thereof unless a greater proportion is required by law or these By-Laws.
- b) Any action required by law to be taken at a meeting, may be taken without a meeting is a consent in writing, setting forth the action so taken, is presented by postal mail or email from all of those entitled to vote with respect to the subject matter thereof, provided that in the event of email votes it can be confirmed that the vote is being cast by the intended individual.
- c) Any one or more members of the Board of Directors or a committee may participate in a meeting of the Board or committee by means of conference telephone or other telecommunications device or arrangement that allows all persons participating in the meeting to hear each other and to be able to have their views heard. Such participation in a meeting shall be deemed presence in person at such meeting.
- d) If and when the law is amended to so permit, the Board of Directors shall be empowered to conduct and participate in meetings by electronic communications in which the words are transmitted to all participants.

Section 6. Removal of Governing Council Members.

Any elected Board of Directors member may be removed from office, with or without cause, upon a vote of a majority of the Board of Directors then in office to remove him or her from the position, whenever in the Board of Directors' judgment the best interest of the Association would be served thereby provided that all the Board of Directors

members have at least ten days' notice of the proposed removal and the Board of Directors Member at issue has an opportunity personally to address the Board of Directors prior to the removal vote. Board of Directors members appointed by the President, if any, may be removed by the President.

ARTICLE XI Publications

Section 1. Publications Policy.

The Board of Directors shall determine and direct the basic publications policy and program of the Association, and shall have the authority to hire, discharge, and fix the compensation of the persons serving as editors of the publications and other media of the Association.

Section 2. Official Publications.

The OCA Newsletter is the official newsletter of the Association and shall be distributed without additional charge to all members in good standing of the Association.

Section 3. Copyright.

The Association shall own the copyright for the original and any renewal term for any writing that is published by the Association. The author of any such writing shall have the right to make a non-profit or non-commercial use of the work provided that there be affixed to each copy the copyright notice used by the Association when the writing was first published. The author shall have the right to make or authorize the profit or commercial use of any such writing only after first obtaining the written consent of the Association.

Section 4. Division and Region Publications.

Nothing in this Article shall be interpreted as limiting the freedom of any Division or Region to produce, select, and copyright publications of its choice.

ARTICLE XII Committees

Section 1. Standing Committees and Special Committees.

The standing committees and special committees of OCA shall be those committees recommended to and approved by the Board of Directors. Special Committees must be approved annually by the Board of Directors for a specific time limit, an assigned task, or temporary purpose. All committees shall be listed in the OCA Manual of Policies and Procedures along with operational guidelines, oversight, purpose, lifespan, and

procedures for review. Committee members and Chairs are appointed by the President-elect subject to approval by the Board of Directors.

Section 2. Elimination of Standing Committees.

Standing Committees shall be reviewed every five years, and shall renew and continue automatically unless eliminated by the vote of the Board of Directors during a review.

ARTICLE XIII

Indemnification

Section 1. Provision.

OCA shall indemnify each member of its Board of Directors, as described in Article X, and each of its officers, as described in Article IX, and each member of its committees, as described in Article XII for the defense of civil or criminal actions or proceedings as hereinafter provided and, notwithstanding any provision in these By-Laws, in a manner and to the extent permitted by applicable law.

Section 2. Implementation.

OCA shall indemnify each of its Board of Directors members and officers and committee members, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees, actually and necessarily incurred or imposed as a result of such action or proceedings, or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a Board of Directors member or officer or committee member and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner hereinafter provided that he or she acted in good faith or for the purpose which he or she reasonably believed to be in the best interests of OCA and, in the case of a criminal action or proceeding, in addition had no reasonable cause to believe that his or her conduct was unlawful. This indemnification shall be made only if OCA shall be advised by its Board of Directors acting (1) by quorum consisting of Board of Directors members who are not parties to such action or proceedings upon a finding that, or (2) if a quorum under (1) is not obtainable with due diligence, upon the opinion in writing of independent legal counsel that, the Board of Directors member or officer or committee member has met the foregoing applicable standard of conduct. If the foregoing determination is to be made by the Board of Directors, it may rely, as to all questions of law, on the advice of independent legal counsel.

Section 3. Inclusion.

Every reference herein to a member of the Board of Directors or officer or committee member of OCA shall include every Board of Directors member and officer and

committee member thereof or former Board of Directors member and officer and committee member thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable expenses described above whenever arising allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any Board of Directors member or officer or committee member of OCA might otherwise be entitled and the provisions hereby shall neither impair nor adversely affect such rights.

ARTICLE XIV Nondiscrimination

Section 1.

There shall be no discrimination against any individual on the basis of ethnic group, race, religion, gender, sexual orientation, age, and/or disability.

ARTICLE XV By-Laws and Articles of Incorporation

Section 1. Amendments to By-Laws.

- a) Except as provided in Section 2 below, amendments to the By-Laws may be acted upon at the business meeting of the Association if presented in writing to all members of the Association at least thirty days before the meeting at which the proposed change is to be considered. Such an amendment may be adopted by a two-thirds vote of the members present. Any amendments to such proposed amendments or any amendment not presented in writing to all members of the Association thirty days in advance of the meeting may be adopted by at least a four-fifths vote of the members present.
- b) If, in the judgment of the Board of Directors, action upon a proposed amendment is desired before the next meeting, it may be taken through a mail ballot and presentation of the amendment in writing to all members of the Association. If two-thirds of the members returning ballots within the succeeding thirty days vote affirmatively, the amendment shall be adopted.
- c) These By-Laws shall take effect immediately following its adoption and shall supersede any previous By-Laws and all provisions and amendments thereof.

Section 2. Policies and Procedures.

Supplementary policies and implementation guidelines for these Bylaws are found in the Policies and Procedures Manual.

Section 3. Amendments to Articles of Incorporation.

- a) The OCA Articles of Incorporation may be amended by having a majority of the Board of Directors present at a meeting where there is a quorum adopt a resolution setting forth the proposed amendment and direct that the amendment be submitted to a vote at a meeting of the members.
- b) Written or printed notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each member entitled to vote at such meeting within 10-50 days of such meeting. If the meeting be an annual meeting, the proposed amendment or such summary shall be included in the notice of such annual meeting. To be adopted, the amendment must be approved by two-thirds of the votes entitled to be cast by those voting members present or represented by proxy at an annual or special meeting of the membership, including by the procedures set forth herein at Article III, Section 2.
- c) Upon the issuance of the certificate of amendment by the appropriate State of Oklahoma official, the amendment shall become effective and the articles of incorporation shall be deemed to be amended accordingly.

ARTICLE XVI

Rules of Order

Section 1. Parliamentary Authority.

The current edition of Robert's Rules of Order, Newly Revised, (edited by Henry M. Robert III and William J. Evans, and published by Perseus-HarperCollins) shall govern the proceedings of all bodies of the Association except where otherwise specified in these Bylaws.

Section 2. Parliamentarian.

The Parliamentarian shall without vote advise the President and the Board of Directors regarding parliamentary law and parliamentary procedure.

Ratified February 1994, Revised June, 2004