

**BYLAWS
OF
THE CENTRAL OKLAHOMA ASSOCIATION
OF LEGAL ASSISTANTS
(An Oklahoma Non-Profit Corporation)**

Amended and Restated

The original Bylaws were executed at formation on December 8, 1986,
amended in 1990, amended in December 1998,
amended September 15, 2000, amended February 27, 2007,
and amended January 28, 2016.

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**ARTICLE I
Name and Offices**

Section 1.1. Name. The name of the Association shall be: Central Oklahoma Association of Legal Assistants (COALA). This association shall be affiliated with the National Association of Legal Assistants, Inc.

Section 1.2. Principal Office. The principal office of the Association shall be located in Oklahoma City, Oklahoma.

**ARTICLE II
Objects and Purposes**

Section 2.1. To provide a forum of communication among legal assistants for the exchange of ideas and information.

Section 2.2. To provide a network of support and assistance among legal assistants.

Section 2.3. To provide sources of continuing legal education to legal assistants and members of the legal community, particularly in the form of seminars and publications.

Section 2.4. To establish standards and guidelines for proper and effective utilization of legal assistants by members of the Bar to provide a higher quality of legal services at lower cost to the client.

Section 2.5. To promote the legal assistant as an educated and experienced professional.

Section 2.6. To maintain the high standards of professional responsibility and conduct imposed upon all members of the Bar.

Section 2.7. To establish good fellowship among association members, the National Association of Legal Assistants, Inc., and members of the legal community.

Section 2.8. To encourage a high order of ethical and professional attainment.

Section 2.9. To further education among members of the profession.

Section 2.10. To cooperate with bar associations.

Section 2.11. To support and carry out the programs, purposes, aims and goals of the National Association of Legal Assistants, Inc.

ARTICLE III Policy

Section 3.1. This Association shall be nonsectarian, nonpartisan, nonprofit and nonunion. No actions or programs may be initiated or undertaken (now or in the future) in conflict with these Bylaws or the policies of this Association, or in conflict with the Bylaws of the National Association of Legal Assistants, Inc., or of the policies of that Association.

Section 3.2. The Association is not organized for profit or organized to engage in an activity ordinarily carried on for profit. No part of the Association's net earnings shall inure to the benefit of any member or private individual.

ARTICLE IV Membership

Section 4.1. Classification of Members. Any resident of the State of Oklahoma who has, through education, training or experience, demonstrated knowledge of the legal system, legal principles and procedures, and who has satisfied at least one of the criteria for membership stated below, is eligible to become a member of the Association.

There shall be four classes of membership in the Association: Active, Associate, Affiliate, and Student. Applications shall contain a written attestation by an attorney-employer of the applicant that the applicant's qualifications satisfy the requirements for membership in the respective class. In addition, on both new and renewal applications, each member will state upon her/his application, how that person qualifies for the classification she/he is seeking. The applications should clearly state that the association is an affiliated association of the National Association of Legal Assistants, and that all members are bound by the NALA Code of Ethics and Professional Responsibility, in addition to any code adopted by the association.

4.1.A. Definition of "Legal Assistant": A legal assistant or paralegal is a person, qualified by education, training or work experience, who is employed or retained by a lawyer, law office, corporation, governmental agency or other entity and who performs specifically delegated substantive legal work for which a lawyer is responsible.

4.1.B. Active Membership: An active member may vote, hold office, serve on, or chair a committee and in general enjoy all the privileges of membership in the Association.

To remain eligible for active membership from year to year, members must continue their legal education earning 8 CLE credits annually as set out in Article V below.

To qualify as an active member a person must fulfill one of the following criteria:

1. Successful completion of an ABA-approved legal assistant program, or a Bachelor's degree with a legal assistant or paralegal major, and employment as a legal assistant for a minimum of six (6) months and whose present attorney-employer attests that such person is employed as a legal assistant; or

2. Holds a Bachelor's degree in any field and has been employed as a legal assistant for a minimum of one (1) year and whose present attorney-employer attests that such person is employed as a legal assistant; or

3. Employment as a legal assistant for a minimum of three (3) years and whose present attorney-employer attests that such person is employed as a legal assistant.

For all of the above criteria for Active Membership, each applicant must devote in excess of 50% of her/his time to "legal assistant" work. All persons seeking to apply for active membership must have completed 12 hours of CLE in the year preceding her/his application for active membership. However, for persons who have never been a COALA member in the past, this requirement is waived for the first year only.

4.1.C. Associate Membership: An associate member shall have all the privileges of active membership including committee service, except an associate member may not vote, hold office or serve as a committee chairperson.

An associate member may apply for active membership at such time that she or he satisfies the criteria for active membership under Section B above by making new as opposed to renewal application.

A person may qualify for associate membership under the following categories:

1. Any individual who has been graduated from an ABA- approved legal assistant program or holds a Bachelor's degree with a legal assistant or paralegal major, but is not currently employed as a legal assistant or has been employed as a legal assistant for less than six (6) months. If employed as a "legal assistant", she/he must devote in excess of 50% of her/his time as a "legal assistant", and her/his attorney must attest that she/he is so employed.

2. Any individual who holds a Bachelor's degree with a legal assistant or paralegal major, but is not currently employed as a legal assistant or has been employed as a legal assistant for less than one (1) year. If employed as a "legal assistant", she/he must devote in excess of 50% of her/his time as a "legal assistant", and her/his attorney must attest that she/he is so employed.

3. Any individual who has been employed as a legal assistant for a minimum of six (6) months by a licensed attorney whose present attorney-employer attests that such person is employed as a “legal assistant”, and who devotes in excess of 50% of her/his time as a “legal assistant”.

4. Any person who has successfully completed a national legal assistant certification examination, has been employed as a “legal assistant” for a minimum of 6 months, whose present attorney-employer attests that such person is employed as a “legal assistant”, and who devotes in excess of 50% of her/his time as a “legal assistant”.

4.1.D. Affiliate Membership: Affiliate members shall have all the privileges of an active member except voting, holding office, or serving as committee chairperson. An Affiliate Member attests that she/he is not eligible for Active or Associate Membership.

An affiliate member is a person who is:

1. A member of the Bar who endorses the legal assistant concept or who is involved in the promotion of the legal assistant profession;
2. Directly involved in the employment and/or supervision of legal assistants;
3. An employee of, or a corporation, business, governmental agency, or legal assistant program, who is actively involved in the promotion of the legal assistant profession.

4.1.E. Student Membership: Student members shall have all the privileges of an active member except voting, holding office, or serving as committee chairperson. A student Member attests that she/he is not eligible for Active, Associate, or Affiliate Membership.

A Student member is a student in good standing in an ABA- approved legal assistant program, whose program director attests that such person is currently a student in good standing in that program.

Section 4.2 Dues. Any person eligible under this article who pays the membership fee, as set forth in the Membership Application, shall be a member of the Association for the calendar year in which the fee is paid. Membership shall expire upon the last day of December.

Dues for each membership classification shall be as set out on the application for membership. Dues shall be paid pursuant to provisions set out in the application for membership and renewal application. Dues shall be set by the Executive Board of the Association.

Section 4.3. No Transfer of Membership. Membership in the Association shall not be assignable by a member, nor shall membership pass to any successor.

Section 4.4. Membership Renewal. Memberships expire upon the last day of the calendar year. Renewals of membership shall require filing a renewal application and paying the appropriate dues prior to January 31 of the immediately following year. Payment received after due date must be accompanied by a late fee penalty established by COALA.

All applications received during the renewal period will be reviewed and approved or denied. All renewals received during the renewal period will be reviewed and approved or denied within a reasonable time period, but not more than thirty (30) days after receipt by the Membership Committee of the renewal.

Section 4.5. Membership Application. The Membership Application shall contain all the information set out in these Bylaws for the purpose of informing applicants, attorneys and other interested parties who may be required to sign such application of the criteria established by the Association.

4.5.A. Processing Applications: The following procedure shall be used in processing applications for membership:

1. Application and dues shall be submitted to the Chairperson of the Membership Committee.
2. The Membership Committee shall have thirty (30) days after receipt by the Chairperson to process the application.
3. If a question arises regarding the applicant's eligibility for membership, one or more of the following steps shall be taken:
 - a. Write the applicant requesting additional information;
 - b. Call the applicant to clarify or verify information contained in the application;
 - c. Call any professional references given by the applicant to clarify or verify information contained in the application.
4. If a question of eligibility still exists, the Membership Committee shall then inform the applicant by letter that: "based upon the information presently available, we are unable to approve your application for membership. Please contact the Chairperson of the Membership Committee within thirty (30) days of the date of this letter if you still desire to be a member of COALA." The name, address and business telephone number of the Membership Committee Chairperson shall be included in the letter to the applicant.
5. If the applicant does not contact the Membership Committee Chairperson within the thirty (30) day period, the application for membership shall lapse. If the applicant does contact the Membership Committee Chairperson within the time period and does furnish the necessary information needed by the Membership Committee, the application will be resubmitted to the Membership Committee to approve or deny. Such final approval or denial shall be made within thirty (30) days from receipt by the Chairperson of information requested.

6. All applicants for membership will be notified of the approval or denial of their application within thirty (30) days. All applicants who have been approved will receive a card evidencing their membership for the year.

Section 4.6 Code Of Conduct And Discipline Of Members

Section 4.6A Disciplinary Action. The Board of Directors, at its discretion, may censure, suspend or expel any Member by two-thirds (2/3) vote of the Board present and voting. All communications among Board Members regarding disciplinary actions shall be confidential. The disciplinary action shall be defined as follows:

1. Censure

A censure shall be a written reprimand to the Member from the Secretary of the ASSOCIATION, with no loss of the benefits of Membership. Such censure shall be made a part of the membership file of the Member.

OR

2. Suspension

A suspension shall cause the Member to lose the benefits of Membership for a specific period of time as determined by the Board of Directors, after which the individual may be fully reinstated upon review by the Membership Committee. Suspension shall be for such term as the Board determines is necessary to ensure modification of behavior.

OR

3. Expulsion

An expulsion shall cause the Member to be removed from the rolls of the ASSOCIATION. An expelled Member shall not be entitled to any of the benefits of Membership. The ASSOCIATION shall not accept a reapplication for Membership from an expelled Member until a prescribed period, as the Board shall determine, has elapsed from the date the individual was notified of the Board's action.

Section 4.6B. Grounds for Disciplinary Action. A Member of the ASSOCIATION may be disciplined on a case-by-case basis for any one or more of the following reasons:

Failure to comply with the requirements and standards for Membership contained in the Articles of Incorporation and Bylaws of the ASSOCIATION as adopted by the Board of Directors.

Being in arrears in dues for more than a period of one hundred eighty (180) days after the final due date for the payment of such dues, as such date is determined by the Secretary in accordance with notice and collection procedures adopted by the Board of Directors.

For unprofessional conduct adversely reflecting on the Central Oklahoma Association of Legal Assistants.

Violation of the Rules of Professional Conduct for Oklahoma Attorneys.

Conviction of any felony.

Section 4.6C. Disciplinary Process

1. Dues

The Secretary shall certify to the Board of Directors the failure of the Member to pay annual dues. The President shall notify the Member that the Board of Directors will consider the matter at least thirty (30) days prior to the date of the meeting at which it will be considered. If the Board so votes, the Secretary shall remove the Member from the rolls of the ASSOCIATION effective at the close of the fiscal year for which dues are delinquent.

2. Other Disciplinary Actions

Complaints or requests for disciplinary action of a Member of the ASSOCIATION shall be made in writing in reasonable specificity and shall be addressed to the Chair of the Membership Committee. The Membership Committee shall investigate in accordance with such procedures as the Board may from time to time determine. The Membership Committee shall make recommend actions to the Board of Directors regarding disciplinary matters that were referred to it.

The Membership Committee may make whatever investigation it deems necessary, and may, as appropriate, invite the Member to meet with representatives of the Committee. The Member may provide the Committee whatever evidence he or she deems proper as to why such disciplinary action should not be taken.

Following such meeting, the Membership Committee shall formulate its report and recommendation to the Board of Directors.

Section 4.6D. Role of Board of Directors in Disciplinary Actions. Upon receipt of a report of the Membership Committee that recommends disciplinary action, the Board of Directors shall schedule consideration of the matter in Executive Session. The President shall notify the Member at least thirty (30) days prior to the date of the meeting at which it will be considered. A copy of the recommendations and report of the Membership Committee shall be attached to the notice. The Member may appear at the meeting to respond to the recommendations of the Membership Committee.

Disciplinary action of a Member of the ASSOCIATION shall require a two-thirds (2/3) vote of the members of the Board of Directors present and voting. The Secretary

shall notify the Member and the ASSOCIATION within thirty (30) days of the decision of the Board of Directors. The decision of the Board of Directors shall be final.

Section 4.6.E. Status During Disciplinary Proceedings

The status of a Member shall be unaltered during the pendency of these disciplinary proceedings.

ARTICLE V
Continuing Legal Education Requirements (CLE)

Section 5.1. Purpose. Since the area of law is constantly changing, seminars, forums, workshops, etc. are made available for attorneys and legal assistants to keep abreast of changes.

Section 5.2. Definitions. For the purposes of these requirements, the following definitions shall apply:

5.2.A. An "accredited program or activity" shall be a seminar, course or other continuing legal education activity meeting the standards of this organization as outlined in the following regulations;

5.2.B. An "accredited sponsor" shall mean an organization or person sponsoring continuing legal education activities which have been approved by the Association;

5.2.C. A "legal assistant" shall mean any person fulfilling the requirements for active membership defined in Article IV of the Bylaws;

5.2.D. A "credit hour" of continuing legal education shall mean a clock-hour spent by a legal assistant in actual attendance at an accredited continuing legal education activity;

5.2.E. "CLE" shall mean continuing legal education.

Section 5.3. Approved Sponsoring Organizations.

5.3.A. Unless otherwise determined by the Association, the following organizations sponsoring CLE activities are approved as accredited for CLE requirements:

1. Any Bar Association, law school or other organization which has been approved by the COALA Education Committee for CLE credit. A list of these organizations shall be available to members from the Education Committee Chairperson.

2. Any organization formed for legal assistants, if such organization is recognized in the profession, and holds regular meetings of the general membership.

3. All Association-sponsored CLE activities.

5.3.B. A member may request course approval for a course or activity offered by an organization not designated in Section A herein. The request must be submitted to the Education Committee of the Association, on a form designated by the committee, which shall require sufficient information for the committee to determine if the course meets the requirement of Section A, herein, and the number of hours of credit to be awarded for the program or activity.

Section 5.4. Delegation.

5.4.A. The Education Committee is charged with the task of setting guidelines for requirements and documentation of CLE. The "Guidelines for Continuing Legal Education Requirements" shall be available to members from the Education Committee Chairperson. The Education Committee is also charged with deciding any questions of eligibility for credit. The Chairperson of the Education Committee of the Association shall report all determinations made to the Executive Board at its next regular Board meeting.

5.4.B. The Education Committee is charged with the responsibility of recording and maintaining the records of the CLE credits awarded to the members of the Association.

ARTICLE VI Meetings

Section 6.1. Regular Meetings. Regular meetings shall be held on the second Friday of each month at 11:30 a.m. at a location designated by the President of the Association. From time to time, regular meetings may be scheduled at a different time, date or place as circumstances require. Notice of such change shall be announced at the preceding meeting and by written notice. It is required that this association hold a minimum of four educational events or a total of 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 connection with a regular meeting of the membership.

Section 6.2. Annual Meetings. The regular monthly meeting scheduled in November shall be designated the Annual Business Meeting and be reserved for the purpose of electing new officers and presenting the annual budget for the ensuing year.

The agenda shall include, but not be limited to, opening remarks by the President, Treasurer's report, statement by the President or someone designated by the President describing the voting, tabulating and announcement procedures related to the election of new officers, a review of the election ballot and introduction of each candidate, an opportunity for each candidate to address the members not in excess of three (3) minutes, and a period during which ballots may be marked. Pursuant to Article IV of these Bylaws, only active members are eligible to vote.

Section 6.3. Special Meetings. Special meetings may be called by: 1) the President; 2) a majority vote of the Executive Board; or 3) one-fourth (1/4) of the active membership of the Association.

Section 6.4. Action Without Meeting. Any action which, under any provisions of the laws of the State of Oklahoma or under these Bylaws, may be taken at a meeting of the board, or of the general membership, may be taken without a meeting if a record or memorandum thereof be made in writing and signed by all the persons who would be entitled to vote upon such action. Such record or memorandum shall be filed with the secretary and made a part of the Association records.

Section 6.5. Notices. Written notice of all meetings enumerated in this Article VI shall be mailed or delivered to each member entitled to notice thereof at least seven (7) days prior to the meeting. Notice of any special meeting shall state in general terms the purpose(s) for which the meeting is to be held. Business transacted at any special meeting shall be limited to the purpose(s) stated in the notice.

Section 6.6. Quorum. One-fourth (1/4) of the active membership of the Association shall constitute a quorum for the transaction of business at all meetings of the Association except as may otherwise be provided by law or by these Bylaws; if there be less than a quorum, a majority present or represented may adjourn the meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice.

Section 6.7. Voting. At all meetings of the Association, every active member may vote in person or by proxy and shall have one vote. The Executive Board, or the chairperson presiding at any meeting of the Association, shall have the discretionary power to appoint two or more persons to act as inspectors or tellers for the purpose of receiving, canvassing and reporting the votes cast by the members entitled to vote at such meeting.

Section 6.8. Chairperson of Meeting. The President or, in his or her absence, a Vice President shall preside at all meetings of the Association.

Section 6.9. Secretary of Meeting. The Secretary of the Association or, in his or her absence, the Assistant Secretary shall act as secretary of all meetings of the Association.

Section 6.10. Procedure. All procedures at any meeting of the Central Oklahoma Association of Legal Assistants shall be conducted in accordance with the most recent edition of ROBERT'S RULES OF ORDER NEWLY REVISED.

6.10.A. All regular meetings shall have an agenda which shall include, but not be limited to, opening remarks by the President and a speaker who will address a legal issue or subject or, from time to time, other topics of interest to the general membership. An official Treasurer's Report, both oral and written, will be given by the Treasurer at the annual business meeting in November of each year. There may be an oral accounting of the Treasurer's Report given at any monthly meeting.

6.10.B. After completion of the agenda for the meeting, the Chairperson shall recognize any member who wishes to speak from the floor, time permitting.

Section 6.11. Manifestation of Dissent. A Member of the Executive Board of the Association who is present at a meeting of the Executive Board at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or unless such Board Member shall forward his or her dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

ARTICLE VII Executive Board

Section 7.1. Management of Association. The property and business of the Association shall be managed by its Executive Board, consisting of the elected officers and Committee Chairpersons of the Association. The Executive Board may, in addition to the powers and authority expressly conferred upon it by the Bylaws, exercise all such powers of the Association and do all such lawful acts and things as are not by statute or by these Bylaws required to be done by the members of the Association.

Section 7.2. Regular Meetings. A regular meeting of the duly elected Executive Board shall be held monthly. The date and place of such meeting shall be announced by the President and communicated to the Board members within a reasonable time prior to such meetings.

Section 7.3. Special Meetings. Special Meetings of the Executive Board may be called by order of the President or by one-third (1/3) of the Executive Board members then in office. The Secretary shall give notice of the time, place and purpose(s) of each special meeting by mailing the same at least four (4) days before the meeting or by telephoning or telecopying the same to each Board Member at least three (3) days before the meeting.

Section 7.4. Conduct of Meetings. At meetings of the Executive Board, the President or, in the absence of the President, the First Vice-President shall preside. A majority of the members of the Executive Board shall constitute a quorum for the transaction of business, but less than a quorum may adjourn any meeting from time to time until a quorum shall be present, whereupon the meeting may be held, as adjourned, without further notice. Members of the Executive Board may participate in a meeting of the Executive Board by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 7.5. Removal of Board or Committee Member. The Executive Board shall have the power to remove a Board or Committee Member for good cause. The procedure for such removal shall be as set out in the most recent edition of ROBERT'S RULES OF ORDER NEWLY REVISED, except as otherwise provided for herein. A two-thirds (2/3) vote of the

Board in favor of removal of a Board or Committee Member, no less than two (2) weeks after notice by the President to the Board, shall be required in order to remove a Board or Committee Member.

Section 7.6. Vacancy. Whenever any vacancy shall occur in an office, by reason of death, resignation, removal or increase in the number of officers of the Association, the vacancy shall be filled by a two-thirds (2/3) vote of the Executive Board on nominations and applications from the active membership. Notice of an office vacancy shall be given to the total active membership and nominations or applications requested. The Executive Board shall vote on the candidates not less than thirty (30) days after notice of vacancy has been announced to the active members.

Section 7.7. Compensation. The members of the Executive Board shall not be compensated for Association duties. However, persons may be reimbursed for out-of-pocket expenses in connection with Association related activities, provided the expense has been authorized prior to expenditure.

Section 7.8. Manifestation of Dissent. A Member of the Executive Board of the Association who is present at a meeting of the Executive Board at which action on any Association matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless he or she shall file a written dissent to such action with the person acting as Secretary of the meeting before the adjournment thereof or unless such Board Member shall forward his or her dissent by certified mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Board Member who voted in favor of such action.

ARTICLE VIII Officers

Section 8.1. Officers. The officers of the Association shall be the President, a First Vice President who shall also act as Assistant Treasurer, a Second Vice President who shall also act as Assistant Secretary, a Secretary, a Treasurer, and a NALA Liaison. In addition, the Executive Board of the Association may create and fill, from time to time, such additional offices as it may deem necessary to effectively carry out the Association's objectives. Only active members of the Association may serve as officers.

Section 8.2. Election of Officers. The officers of the Association shall be elected in November of each year to serve for a period of one (1) year beginning on the first day of the calendar year following such election. The election of officers shall be conducted in accordance with the most recent edition of ROBERT'S RULES OF ORDER NEWLY REVISED. Names of newly elected or appointed officers shall be submitted to NALA headquarters and the Affiliated Associations Director at least thirty (30) days after election and/or appointment.

Section 8.3. Duties of President. The President shall be the chief executive and administrative officer of the Association. He or she shall exercise such duties as customarily pertain to the office of President and shall have general and active supervision over the property, business and affairs of the Association, over its several officers and over the Standing

Committees of the Association. The President shall sign and execute all contracts in the name of the Association, and all notes, drafts or other orders for payment of money. The President shall enforce these Bylaws and perform all of the duties incident to his or her office and which are required by law, and, generally, he or she shall supervise and control the business and affairs of the Association. The President shall be familiar with association and NALA Bylaws.

Section 8.4. Duties of Vice-Presidents. In addition to the duties set forth below, the Vice-Presidents shall have such powers and perform such duties as may be assigned by the Executive Board or the President.

8.4.A. The First Vice President shall serve as assistant to the President, assistant to the Treasurer and will be responsible for the program for monthly meetings.

8.4.B. The Second Vice President shall serve as assistant to the President, assistant to the Secretary, and shall be Historian for the Association.

Section 8.5. Duties of Secretary. The Secretary shall record the proceedings of each meeting of the Association and the Executive Board, give notices of meetings and shall, in general, perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Executive Board. Association minutes of any meeting shall be available to the NALA President upon request.

Section 8.6. Duties of Treasurer. The Treasurer shall have custody of all funds, securities, evidences of indebtedness and other similar property of the Association and shall, in general, perform all duties incident to the office of Treasurer and such other duties as may be prescribed by the Board.

Section 8.7. Duties of NALA Liaison. This officer shall be a NALA active member, shall be familiar with the association and NALA Bylaws, shall receive minutes of all NALA meetings, and shall represent the association at the NALA annual meeting of affiliated associations. This officer shall report quarterly on association activities to the NALA Affiliated Associations Director on forms provided by NALA headquarters, and shall report all officer's names to NALA headquarters and the NALA Affiliated Associations Director. The NALA Liaison is responsible for reporting the current roster of membership annually to NALA, along with the renewal fee for continued affiliation with NALA.

This officer may submit items the association wishes discussed to the NALA Affiliated Associations Director, and shall participate in discussion sessions at NALA annual meetings. A report to association members on the NALA annual meeting will be required.

This officer shall, within sixty 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.

Section 8.8. Term of Office. The officers of the Association shall serve for a term of one (1) full year, or until their successors are elected. An officer shall be eligible to serve no more than two (2) consecutive terms in the same office.

Section 8.9. Ex Officio Member. The immediate past President of the Association shall serve as Executive Advisor to his or her successor, and shall be a nonvoting member of the Executive Board.

ARTICLE IX Execution Of Instruments

Section 9.1. Contracts. The Board or any committee thereunto authorized may authorize any officer or officers, agent or agents, to enter into any contract or to execute and deliver in the name and on behalf of the Association any contract or other instrument, and such authority may be general or may be confined to specific instances.

Section 9.2. Checks and Drafts. All checks, drafts or other orders for the payment of money, notes, acceptances or other evidences of indebtedness issued by or in the name of the Association shall be signed by two (2) officers of the Association and in such manner as shall be determined from time to time by resolution of the Board and according to law.

Section 9.3. Deposits; Bank Accounts. All funds of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board may from time to time designate. The Board may make such special rules and regulations with respect to such bank accounts, not inconsistent with the provisions of these Bylaws, as it may deem expedient. Unless otherwise provided by resolution of the Board, endorsements for deposit to the credit of the Association in any of its duly authorized depositories may be made by hand-stamped legend in the name of the Association or by written endorsement of any officer without countersignature.

ARTICLE X Committees

Section 10.1. Standing Committees. The Association may have the following standing committees:

- A. Bar Liaison Committee
- B. Education Committee
- C. Ethics Committee
- D. Membership Committee
- E. Placement Committee
- F. Public Relations Committee
- G. Publications Committee
- H. Recruitment Committee

Duties of these committees shall be assigned by the Executive Board from time to time and shall include duties set out elsewhere in these Bylaws.

Section 10.2. Advisory Committee. The Association may establish an Advisory Committee by invitation and appointment which shall be comprised of interested members in

good standing of the Bar. The purpose of this committee shall be to advise the Association, as requested, on matters which require the attention of a practicing lawyer.

Section 10.3. Committee Members. Any active or associate member of the Association may serve as a member on any committee(s) by voluntary participation in a committee's activities.

Section 10.4. Appointment of Committee Chairperson. A Chairperson for each Standing Committee shall be appointed in December by the President-Elect of each year to serve for at least one (1) year beginning on the first day of January of the year following such election. No Committee Chairperson may be appointed to such position for more than two (2) consecutive years. The Committee Chairperson shall be an active member of the Association. Any appointment of such Committee Chairperson shall be approved by the Board by vote taken at an Executive Board meeting.

Should any duly appointed Chairperson be removed, resign or otherwise vacate the office, the remaining members of the Committee shall elect a committee member to serve as Chairperson. In the event no Chairperson can be elected, the Committee shall appoint a representative to advise an officer of the Association. The vacancy shall then be filled as outlined in the Bylaws, Article VII, Section 7.6.

Section 10.5. Duties of Committee Chairperson.

10.5.A. The Chairperson shall be responsible for the general supervision of the committee's activities and shall serve as a member of the Executive Board of the Association. The Chairperson shall appoint an Assistant Chairperson who shall conduct committee meetings or attend Executive Board meetings in the absence of the Committee Chairperson. The Assistant Chairperson shall act as secretary of the committee meetings. In the absence of the Assistant Chairperson, either by inability to attend or by serving as Chairperson, the Chairperson shall appoint a committee member to act as secretary for such meeting.

10.5.B. The Chairperson shall preside at committee meetings. The following guides are provided for the conduct of committee meetings.

1. The Chairperson shall open the Committee meeting at the designated time at which the Committee is to meet by taking the chair and calling the members to order;

2. The Chairperson shall announce the business before the Committee in the order in which it is to be acted upon;

3. The Chairperson shall state and put to vote all questions which are regularly moved or necessarily arise during the course of the meeting and subsequently announce the result of the vote. In all cases where the Chairperson's vote would affect the result or where vote is by ballot, the Chairperson may vote;

4. The Chairperson shall enforce on all occasions the observance of order and decorum among the members in deciding all questions of order.

10.5.C. The Chairperson shall authenticate by signature, when necessary, all acts, orders, and proceedings of the Committee, and in general stand for the Committee, declare its will, and in all things obey the majority will of the Committee.

Section 10.6. Committee Meetings. Meetings of each Committee shall be held as announced by the Committee Chairperson and communicated to the Committee members within a reasonable time prior to such meetings. Date and place of such meetings shall be at the discretion of the Committee Chairperson.

ARTICLE XI Indemnification

Section 11.1. Indemnification.

The Corporation may indemnify and advance expenses to any person] who was, is, or is threatened to be made, a named defendant or respondent in a proceeding because the person is or was a director, officer, employee, or agent of the Corporation, in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding. This indemnification may be made if, as determined by the Board of Directors, a committee, or special legal counsel as prescribed by law, the director, officer, employee, or agent conducted himself or herself in good faith and reasonably believed his or her conduct was in the Corporation's best interests, and in the case of any criminal proceeding, that the director, officer, employee, or agent had no reasonable cause to believe his or her conduct was unlawful.

However, indemnification in respect of any proceeding in which the person is found liable to the Corporation or is found liable on the basis that personal benefit was improperly received by him or her, whether or not the benefit resulted from an action taken in the person's official capacity, shall be limited to reasonable expenses actually incurred by the person in connection with the proceeding, and shall not be made in respect of any proceeding in which the person shall have been found liable for willful or intentional misconduct in the performance of his or her duty to the Corporation.

Amounts paid in indemnification of expenses and liabilities may include, but shall not be limited to, judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorney's fees).

In no case, however, shall the Corporation indemnify, reimburse, or insure any person for any taxes imposed on such individual under Chapter 42 of the Internal Revenue Code of 1986, as amended ("Code").

Section 11.2. Nonexclusive Indemnification.

The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of disinterested Directors or otherwise, both as to action in their official capacity, and as to action in

another capacity while holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 11.1. Insurance.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VIII.

Section 11.4. Non-Liability of Directors.

The Directors and Ex-Officio Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation and the Corporation shall indemnify and hold the Directors harmless from personal liability for any such debts, liabilities, or other obligations of the Corporation.

ARTICLE XII
Miscellaneous

Section 12.1. Calendar Year. The accounting year for the Association shall end on the last day of December in each year.

Section 12.2. Amendment of Bylaws (not in conflict with NALA Bylaws). The power to add any provision to or to alter or repeal any provision of these Bylaws shall be vested in a majority of active members, at any regular or special meeting if notice of the proposed amendment or repeal or alteration be contained in the notice of the meeting, or by the affirmative vote of the majority of the Executive Board; provided, however, that the Executive Board shall have no power to adopt, amend or alter any Bylaws fixing their number, qualifications, classifications, term of office or the right of the members to remove them from office. The NALA Affiliated Associations Director must be advised of any amendments within sixty days of passage.

Section 12.3. Dissolution of Association. Upon the dissolution of the Association, the Executive Board shall, 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 for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1984, as amended, as the Executive Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of the County in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for

such purposes. In no event shall any of such property and assets be distributed to any member or private individual.

Section 12.4. Code of Ethics. 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 the association.

Section 12.5. Retention of 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 reaffiliate 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.

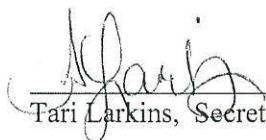
The annual renewal fee is payable on October 1 and delinquent November 1. Payment received after due date must be accompanied by a late fee penalty established by NALA.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that:

1. I am the duly elected and acting Secretary of The Central Oklahoma Association of Legal Assistants, an Oklahoma not for profit corporation;
2. The above Bylaws comprising twenty (20) pages constitute the Bylaws of the Corporation as duly adopted by the Board of Directors of the Corporation on January 28, 2016.

I have subscribed my name on behalf of the Corporation on February 25, 2016.


Tari Larkins, Secretary