

Oklahoma Mental Health Counselors Association

A Non-Profit Corporation

Article 1

Offices

Section 1.01 Principal Office

The nonprofit corporation's principal office (location) is in the State of Oklahoma.

Section 1.02 Other Offices

The Board of Directors may establish branch offices where the nonprofit corporation is qualified to conduct its activities.

Section 1.03 Name

The name of the association shall be the Oklahoma Mental Health Counselors Association (OKMHCA). Hereafter, referred to as the Association.

Section 1.04 Branch

The association is organized as a state branch of the American Mental Health Counselors Association (AMHCA).

Article 2 Membership

Section 2.01 Conditions

Conditions for membership rights and privileges of membership, and severance, shall be those required by the American Mental Health Counselors Association.

Section 2.02 Nondiscrimination

The organization is committed to providing an environment free from discrimination. No individual shall be discriminated against based on race, ethnicity, color, national origin, religion or belief, age, sex, gender identity or expression, sexual orientation, disability, neurodiversity, socioeconomic status, marital or family status, or any other characteristic protected by applicable law.

Section 2.03 Severance of Membership

A member may be removed from membership for conduct that harms the Oklahoma Mental Health Counselors Association (OKMHCA), damages its reputation, or violates its objectives, as outlined in the Association's Bylaws and Code of Ethics, consistent with the standards of the American Mental Health Counselors Association (AMHCA).

Any member accused of such conduct shall receive written notice specifying the charges and shall have the right to:

- a. Review and respond to the evidence, including confronting witnesses;
- b. Present their witnesses or other evidence; and
- c. Request a hearing before the Ethics Committee.

The Ethics Committee will review any charges submitted by at least two (2) members in good standing and has the authority to:

- a. Dismiss the charges.
- b. Allow the accused member to resign voluntarily;
- c. Issue a reprimand or place the member on probation; or
- d. Suspend or expel the member from the Association.

Either the accused member or the accuser may appeal the Ethics Committee's final decision to the Executive Board.

Section 2.04 Purpose

The purposes of the Association are as follows:

- a. To promote the profession of mental health counseling.
- b. To establish a system for information exchange among mental health counselors.

By-Laws of Oklahoma Mental Health Counselors Association

An Oklahoma Non-Profit Corporation

- c. To offer programs that assist mental health counselors in updating and enhancing their competencies.
- d. To foster alliances with counselors in various work settings to advance the overall profession of counseling.
- e. To provide continuing education units for mental health counselors.
- f. To serve as a liaison at both state and national levels with other professional organizations to support the advancement of the mental health field.
- g. To equip mental health professionals with information via the website okmhca.org regarding mental health counselors' roles and licensure requirements. For further details, visit <https://www.ok.gov/behavioralhealth/>.

Article 3 Directors

Section 3.01 General Power

The Board of Directors will manage the nonprofit corporation's property and business affairs. The Board of Directors must act consistently with federal law, state law, these Articles of Organization, and the By-Laws.

Section 3.02 Number

The nonprofit corporation's authorized number of Directors is at least eight (8) but not more than fifteen (15) Directors until changed by an amendment to these By-Laws by the Board of Directors. The Executive Board of Directors will fix the number of directors; this number will comprise the entire Board of Directors.

The Board of Directors of this Association shall consist of the following members:

Executive Board Members (also serve as Directors):

- Executive Director
- Past President
- President

- President-Elect
- President-Elect-Elect
- Treasurer
- Parliamentarian
- Secretary

Additional Voting Members:

- Chairpersons of all standing and special committees

Non-Voting Member:

- Graduate Student Representative

All Executive Board members serve dually as Executive Directors of the Association and voting members of the Board of Directors. Committee Chairpersons are voting members unless otherwise stated. The Graduate Student Representative serves in a non-voting advisory capacity.

Other persons may attend Executive Board meetings by invitation from the President and approved by the Executive Board, whose services may be needed for special purposes.

If the Executive Board falls below the required number, the remaining members may continue essential operations. Vacancies must be filled as soon as reasonably possible through appointment or special election, following established procedures. Major decisions may be deferred until the Board is restored to its full composition.

Section 3.03 Selection and Term of Office

The Board of Directors shall elect Directors by electronic ballot at each Annual Meeting. The voting period shall remain open for ten (10) days. If an election is not held at the Annual Meeting, it shall be conducted as soon as reasonably possible thereafter.

Each Director shall serve a term of two (2) years and shall remain in office until a successor is duly elected and qualified, or until the office is vacated by resignation, removal, or other circumstance rendering the Director unable to serve.

The offices of Executive Director, Secretary, and Treasurer may be held by an individual for consecutive terms, subject to re-election.

Section 3.04 Filling of Vacancies

Subject to the provisions of Section 3.03, any vacancy on the Board of Directors resulting from resignation, removal, or any other circumstance rendering a Director unable to serve shall be filled by a majority vote of the remaining Directors. The appointed Director shall serve for the remainder of the unexpired term and until the next regular election of Directors.

If the number of authorized Directors is increased per these Bylaws, the current Directors shall, by majority vote, appoint the appropriate number of additional Directors. These Directors shall serve until the next regular election of Directors.

A reduction in the authorized number of Directors shall not remove any sitting Director from office before the expiration of their term.

Section 3.05 Resignation

Subject to the provisions of Oklahoma law, any Director may resign by giving written notice to the nonprofit corporation's Secretary. The resignation will be effective when the Secretary receives the notice unless the notice specifies that the resignation will be effective on a later date. If the resignation is effective at a later date, a successor may be elected before that date, but the successor will not take office until the resignation becomes effective.

Section 3.06 Removal

A Director may be removed for cause by a two-thirds vote of all Directors then in office. The action will be taken at a regular meeting of the Board of Directors or at a special meeting called for that purpose. The proposed removal must be announced in the notice and sent to the Directors at least ten (10) days before the meeting.

Section 3.07 Compensation of Directors

No stated salaries will be paid to the Directors for their services, but each Director is entitled to receive reimbursement from the nonprofit corporation for any expenses incurred for attending any annual, regular, or special meeting of the Board of Directors.

Nothing in this Section precludes any Director from serving the nonprofit corporation in any other capacity and receiving compensation for his or her service in that capacity.

Article 4 Meetings

Section 4.01 Place of Meeting

Meetings of the Board of Directors may be held virtually or at any location designated by a majority vote or written consent of the Directors. The Board is not required to maintain a physical principal office to conduct meetings.

Section 4.02 Annual Meeting

The Board of Directors will hold its annual meeting on the first Friday in June or at another date designated by the Board of Directors for electing Directors for the ensuing year and to transact other business that may be brought properly before the Board of Directors.

Section 4.03 Regular Meetings

The Board of Directors may establish a schedule for regular meetings by majority resolution. Such a resolution may authorize the President to determine the specific date, time, and location (including virtual platforms) for each meeting. Notice of each regular meeting shall be provided per these Bylaws, a ten (10) day notice for regular and special meetings. Unless otherwise required by Oklahoma law or these Bylaws, the notice is not required to include the agenda or purpose of the meeting.

Section 4.04 Special Meetings

Special meetings of the Board of Directors may be called by the President or at the request of at least two (2) Directors, or as otherwise permitted by law. Only the specific business stated in the meeting notice may be conducted at a special meeting.

Section 4.05 Notice of Meetings

Except as otherwise provided in these Bylaws, the Secretary shall provide at least ten (10) days' notice of each regular or special meeting of the Board of Directors. Notice may be given in writing

and delivered by mail, email, or any other form of electronic communication reasonably calculated to reach the Directors, using the contact information on file.

A Director may waive notice of any meeting in writing, either before or after the meeting. Attendance at a meeting constitutes a waiver of notice unless the Director attends solely to object to the meeting because it was not lawfully called or convened.

Section 4.06 Quorum

A majority of the Directors currently in office shall constitute a quorum for conducting business at any meeting of the Board of Directors. If a quorum is not present, the Directors in attendance may, by majority vote, adjourn the meeting to a later time and/or place.

Section 4.07 Meetings of Directors

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

Section 4.08 Meetings by Electronic Means

Any annual, regular, or special meeting of the Board of Directors may be conducted through teleconference, video conference, or other real-time electronic communication platforms, provided all participating Directors can hear, see, and communicate with one another simultaneously. Directors must be visually present (on screen) during virtual meetings to be considered in attendance. Directors participating in a meeting by such means shall be deemed present in person for all purposes.

Meetings may be recorded and transcribed with the assistance of AI or other technology platforms, but only upon the majority approval of the Directors present at the meeting.

Section 4.09 Action without Meeting by Written Consents

If all of the Directors severally or collectively consent in writing to any action taken by the nonprofit corporation, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

Section 4.10 Required Vote

Except as may be provided otherwise in these By-Laws or the Articles of Organization, the action of a simple majority of the Directors at a meeting at which a quorum is present is the action of the Board of Directors.

Section 4.11 Procedures

All meetings of the Board of Directors shall be conducted per the current edition of **Robert's Rules of Order Newly Revised**, except as otherwise provided by law or these Bylaws. An exception to Robert's Rules is that the President is an active voting member. This includes, but is not limited to, procedures for:

- a. Making and seconding motions,
- b. Debating motions,
- c. Voting (including majority and tie-breaking votes), the deviation is the President is a voting member.
- d. Handling points of order and parliamentary inquiries,
- e. Introducing and adopting amendments, and
- f. Calling for adjournment or recess.

The Board may adopt additional rules or procedures consistent with Robert's Rules as needed to facilitate orderly and efficient meetings.

Article 5 Directors

Section 5.01 Election, Tenure, and Compensation

The Executive Board of the nonprofit corporation is the President, Past-President, President-Elect, the President-Elect-Elect, the Secretary, the Executive Director, Parliamentarian, and the Treasurer. The Executive Director shall be elected by a two-thirds majority vote of the Executive Board. The President, President-Elect, and President-Elect-Elect are elected by members of the organization. The Secretary, Treasurer, and Parliamentarian are appointed by the President with majority support from the Executive Board.

By-Laws of Oklahoma Mental Health Counselors Association

An Oklahoma Non-Profit Corporation

The Executive Board will elect the directors at each annual meeting of the Board. If no election is held at the annual meeting, the election will be held as soon as conveniently possible after the scheduled meeting date. Each director will serve until a successor has been elected or until resignation, removal, or any other circumstance renders a director unable to serve.

The term of the position of the President, President-Elect, President Elect-Elect, Past-President, Secretary, and Treasurer shall begin on July 1 following the election. President, President-Elect, the President-Elect-Elect, Past-President, Secretary, and Treasurer shall each serve a two (2) year term. The secretary may be re-elected by the membership. Terms for the President, President-Elect, the President-Elect-Elect, and Past-President and Treasurer may be extended by a vote of the Executive Board.

The Board of Directors of this Association is required to attend seventy (70) percent of the Board meetings. Members are expected to attend all scheduled conferences as part of their commitment to the organization. However, we recognize that unavoidable circumstances may arise. In such cases, members must provide advance notice and may request an excused absence, subject to approval by the President.

The same person may hold any two or more of the positions except the positions of President and Secretary. But no position may sign, acknowledge, or verify any instrument in more than one capacity if the law or these By-Laws require the instrument to be signed, acknowledged, or verified by any two or more positions.

If any Board of Directors position (other than required by law) is not being filled by the Board of Directors, or, once filled, later becomes vacant, the position and all references to the position in these By-Laws will be treated as inoperative until the office is filled as provided in these By-Laws.

Any member of the Board of Directors and/or Executive Board may be removed from office. This shall require the appropriate due process consideration as provided in these bylaws and a two-thirds majority vote of the Executive Board of the OKMHCA. The reasons for removal from office are Violation of the Ethical Code of the American Mental Health Counselors Association (AMHCA), neglect of duties, insubordination, misuse of OKMHCA finances or property, loss, suspension, or lack of active pursuit of license or candidacy, and/or illegal activities. The removal from office process must be initiated by a member of the Oklahoma Mental Health Counselors Association in a written request for removal, which details the transgression to be addressed. Two letters from other members supporting the removal of the officer must accompany the initial charge. The process shall continue as follows: Consideration of the issues by the Executive Board, excluding the officer being charged. The Executive Board made attempts to resolve the issues through appropriate communication channels with the intent to keep the person in the office if possible. Opportunity for the officer charged to respond to the Executive Board in person or in writing to the charges in the removal request. Removal can occur by a two-thirds majority vote of the Executive Board. An appeal is available within ninety (90) days from the date of the action taken.

By-Laws of Oklahoma Mental Health Counselors Association

An Oklahoma Non-Profit Corporation

Section 5.02 Powers and Duties of the President

The **President** shall be elected by the membership to serve a four-year term, two years as president, and two years as past president. The **President** shall serve as the presiding officer of the OKMHCA and as a member and Chair of the Board of Directors and Executive Board (EB) of the OKMHCA for a two-year term. The President shall also serve on all Standing and Special committees and task forces. The President shall nominate chairs for vacant standing committees to the Board of Directors for approval. The President shall appoint all special committees and task forces and appoint members to fill vacancies on standing committees occurring during their term. The President shall also mentor the President-Elect and President-Elect-Elect and perform other duties that are relevant to the office or that may be properly required by vote of the Board of Directors and/or as specified by policy. If the office of Treasurer is vacant and no successor is designated, the Executive Director and or the President will also have the duties and powers of the Treasurer as provided in Section 5.07. The President is a voting member of the Board of Directors and the Executive Board.

Section 5.03 Powers and Duties of the President-Elect

The **President-Elect** shall be elected by the membership to serve a six-year term, two years as president-elect, two years as president, and two years as past president. Will serve as a voting member of the Board of Directors and Executive Board, serve in the absence of the President, be available to be mentored by the President, and shall perform such duties as may be directed by the President and/or Board of Directors.

Section 5.04 Powers and Duties of the Past President

The **Past President** shall serve as a voting member of the Board of Directors and Executive Board and shall facilitate the orientation of new board members, mentor the current president, and perform such duties as may be directed by the President and/or Board of Directors for a two-year term.

Section 5.05 Powers and Duties of the President-Elect-Elect

The **President-Elect-Elect** shall be elected by the membership to serve an eight-year term, two years as president-elect-elect, two years as president-elect, two years as president, and two years as past president. Will serve as a voting member of the Board of Directors and Executive Board, serve in the absence of the President-Elect, be available to be mentored by the President, President-Elect, and Past President, and shall perform such duties as may be directed by the President and/or Board of Directors.

Section 5.06 Powers and Duties of the Secretary

The **Secretary** shall be elected by the membership to serve a two-year term with the possibility of re-election. Will serve as a voting member of the Board of Directors. Will give notice of all meetings of the Board of Directors and all other notices required by law, the Articles of Organization, or by these By-Laws; keep digital minutes of the meetings of the Board of Directors and save them in digital format in a place designated. They will seek ways to increase the Association's membership through adding new members and providing guidance for the retention of members; they will perform all other duties that may be assigned to him or her from time to time by the Directors or the President.

Section 5.07 Powers and Duties of the Treasurer

The **Treasurer** shall be appointed by the President with the approval of the Board of Directors. The Treasurer is a voting member of the Board of Directors and the Executive Board. The Treasurer, in collaboration with the President and Executive Director, is responsible for overseeing the financial operations of the organization, including the management of all accounts, the timely processing of income, and the disbursement of approved expenses.

To ensure fiscal transparency and accountability, the Treasurer shall provide a brief accounting of finances to the Board of Directors at least quarterly, or more frequently as requested by the Board. A detailed Treasurer's Report shall be presented at the Board meeting following each major organizational event or conference. Additionally, the Treasurer shall prepare and present an annual financial report and proposed budget to the Board no later than December of each year. All financial practices shall adhere to applicable legal standards and nonprofit financial management best practices. The Treasurer, under the direction of the Executive Director, shall file the necessary non-profit tax document by or around March 15 of each year.

Section 5.08 Powers and Duties of the Parliamentarian (Ethics & Legislative Chair)

The **Parliamentarian** shall be appointed by the President with the approval of the Board of Directors and shall also serve as the Ethics & Legislative Chair. This individual is a voting member of the Board of Directors and may be called to serve in active governance capacities by the Board President. The Parliamentarian is responsible for advising the Board on ethical matters, bylaw interpretation, and procedural concerns, and is tasked with updating and revising bylaws as necessary—with support from the Board of Directors—to ensure organizational integrity and compliance.

A key component of this role is legislative advocacy. The Parliamentarian shall monitor, interpret, and report on proposed and enacted legislation, regulatory changes, and public policy

developments that may impact mental health professionals. They will regularly brief the Board and membership on relevant legislative matters and coordinate strategic responses as needed. This includes organizing advocacy initiatives, legislative action alerts, and meetings with lawmakers or stakeholders at the Capitol. The Parliamentarian should actively build and maintain relationships with legislators, state agencies, and advocacy coalitions to represent the organization's interests effectively and ensure the Board remains fully informed and engaged in policy issues.

Section 5.09 Powers and Duties of the Executive Director

The **Executive Director (ED)** shall be elected by the Board of Directors and reports to the OKMHCA Board of Directors. The ED will serve a term of three (3) years, which may be renewed by a majority vote of the Board. The ED shall perform such duties as assigned by the Board. The Executive Director may be removed before the expiration of the term by a majority vote of the Board, with or without cause. The ED will serve as a voting member of the Board of Directors and Executive Board.

The ED is responsible for efficiently and effectively running the day-to-day operations of the Association, its fiscal health, and achieving the mission and vision set by the Board of Directors. The ED provides overall guidance, leadership, and management of OKMHCA's operations and supports its elected volunteer leadership. The ability to build and sustain collaborative internal and external relationships, as well as ensuring program and goal achievement, is critical to success in the position. At a time of heightened focus on national and/or state mental health care and health care reform priorities, OKMHCA's ED will be able and prepared to take the initiative to interface with all appropriate parties and organizations in the promotion and protection of clinical mental health counseling, those who provide services, and those who need care. If or when any paid staff members are hired, the ED will manage any paid staff.

Section 5.10 Powers and Duties of the Social Media & Promotion Chair

The Social Media & Promotion Chair shall be appointed by the President with the approval of the Board of Directors. Will serve as a voting member of the Board of Directors. The social media chair should keep social media current, relevant, and up-to-date. Communicate with the Executive Director concerning the posting of information. The promotion component involves being responsible for the advertising and purchasing of promotional materials as needed and directed by the Board.

Section 5.11 Powers and Duties of the Virtual Outreach Chair

The Virtual Outreach Chair shall be appointed by the President with the approval of the Board of Directors. Will serve as a voting member of the Board of Directors. The virtual outreach chair shall organize and supervise all virtual events, including the recording of events, editing, and archiving.

Section 5.12 Powers and Duties of the Membership Chair

The Membership Chair shall be appointed by the President with the approval of the Board of Directors. Will serve as a voting member of the Board of Directors. The chair is responsible for recruiting and retaining members, including graduate counseling students, in coordination with graduate student representative(s). Will collaborate with the Promotion Chair to design and implement promotion activities to initiate growth and retention of members.

Section 5.13 Powers and Duties of the Conference Chair

The Conference Chair shall be appointed by the President with the approval of the Board of Directors. Will serve as a voting member of the Board of Directors. The conference chair is responsible for promoting and soliciting speaker proposals. Review all Call for Speaker Proposal submissions to determine the conference speakers. In collaboration with the board, select a date, time, and place for conferences and boost conference attendance of OKMHCA. Will be responsible for collaboration with the Social Media & Promotion Chair in designing, advertising, and promoting the sale of tickets to all conferences. Assist OKMHCA staff with efforts to grow and enhance the value of conferences and participation.

Section 5.14 Powers and Duties of Member-at-Large

The Member-at-Large shall be appointed by the President with the approval of the Board of Directors and shall serve as a voting member of the Board. This individual should be committed to the betterment of mental health services in Oklahoma and represent the broader interests of the membership. The role offers flexibility to support evolving board needs, acting as a catch-all for projects, initiatives, or gaps in coverage. It also serves as a leadership pipeline, providing a manageable entry point for individuals new to board service. In the event of a vacancy, the Member-at-Large may step in temporarily to maintain board continuity and function.

Section 5.15 Duties of the Graduate Student Representative

The Graduate Student Representative shall be appointed by the President with the approval of the Board of Directors. Will serve as a member of the Board of Directors. The graduate student representative is responsible for informing the board of the needs and concerns of graduate students and works to retain and promote graduate student involvement in OKMHCA, in conjunction with the Membership & Conference Chairs. The Graduate Student Representative is a non-voting member of the Board of Directors.

Section 5.16 Qualifications

Each Director must be a member in good standing of the Oklahoma Mental Health Counselors Association (OKMHCA). Additionally, each Director must be a member of the American Mental Health Counselors Association (AMHCA).

Each Director must hold a current, valid mental health license in the State of Oklahoma without any disciplinary actions. Alternatively, a Director may qualify if they are actively pursuing licensure in Oklahoma, which includes being officially recognized as a licensure candidate engaged in supervised clinical experience or examination processes required for licensure.

Article 6

Executive Board and Committees

Section 6.01 – Executive Board

The Executive Board shall be the agency through which the general administrative and executive functions of the Association shall be carried out. It shall conduct, manage, and control the business of the Association between official meetings of the Association.

Section 6.02 – Positions

The Executive Board of this Association shall consist of:

- The Executive Director
- Past President
- President
- President-Elect
- President-Elect-Elect
- Treasurer
- Secretary
- Parliamentarian

Other persons may attend at the discretion of the President and with approval by the Executive Board, whose services may be needed for special purposes.

Section 6.03 – Voting

All members of the Executive Board shall have one (1) vote in all Executive Board meetings.

Section 6.04 – Meetings

Meetings of the Executive Board shall be called by the President or by no less than one-third (1/3) of the members of the Board. Each member of the Executive Board shall be notified before the meeting. There will be at least one meeting of the Executive Board each year to handle the routine and defined business of the Association.

Section 6.05 – Committees of the Board of Directors

The Board of Directors may, by majority vote, establish one or more committees to carry out specific functions of the Board. Each committee must include at least two Directors and may be granted authority to act on behalf of the Board, as defined in the resolution establishing the committee.

Committees may be standing (ongoing) or ad hoc (temporary), depending on the needs of the Association.

While committees may exercise delegated powers, the creation of a committee does not relieve the full Board or any individual Director of their legal responsibilities. The Board retains overall accountability for the actions and decisions of its committees.

Section 6.06 – Term of Office

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

Section 6.07 – Chair

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee. Committee chairs will be responsible for recruiting and retaining committee members.

Section 6.08 – Vacancies

Vacancies in the membership of any committee may be filled by appointment in the same manner as the original appointments were made.

Section 6.09 – Quorum

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members constitutes a quorum to transact business at all committee meetings.

Section 6.10 – Rules

Each committee may adopt rules for its governance consistent with the Articles of Organization and these By-Laws.

Section 6.11 – Election of Directors

The OKMHCA Executive Board shall prepare an official slate of nominees for any open elected positions. In selecting nominees, the Board will consider each candidate's qualifications, experience, and commitment to the mission and values of the Association.

Efforts should be made to ensure diverse representation and equitable opportunities for leadership. The slate of nominees shall be presented to the membership promptly following the election procedures outlined in these bylaws.

Section 6.12 – Nominations

The Executive Board may submit nominations for open Board positions. In addition, a nominations process shall be established to allow for recommendations from the general membership, ensuring broad participation and representation. All qualified nominees will be

reviewed by the Board of Directors or a designated Nominating Committee to confirm eligibility and alignment with the organization's mission and values. Final candidates will be included on an election ballot, which will be distributed electronically to all eligible members for voting in a timely and accessible manner.

Section 6.13 – Election

A majority vote of members through the ballot process shall constitute election to office.

Section 6.14 – Term

Elected officers will assume the duties of their office beginning July 1 per policy of the OKMHCA.

Section 6.15 – Vacancy

In case of a vacancy in the office of the President, the President-Elect shall succeed to the President's unexpired term and continue through the term for which elected. In case of a vacancy in any other office, the Board shall have the power to fill the vacancy until the next regular election.

Article 7

Liability and Indemnification

No Director or officer of the nonprofit corporation will be personally liable for the payment of the nonprofit corporation's debts and liabilities except as any Director or officer may be liable because of their conduct or acts. However, relief from liability for the nonprofit corporation's debts will not apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(3).

Subject to the previous paragraph, the nonprofit corporation shall indemnify every Director or officer and his or her heirs, executors, and administrators, against expenses actually and reasonably incurred by him or her—as well as any amount paid upon judgment—in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party because of his or her role as a Director or officer of the nonprofit corporation.

This indemnification is being given since the Directors will be requested to act by the nonprofit corporation for the nonprofit corporation's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

Article 8

Corporate Seal

The nonprofit corporation will not have a seal. If a seal is required for any corporate transactions, the words *Corporate Seal* followed by the signature of one or more officers on behalf of the nonprofit corporation shall constitute a proper affixing of the seal.

Article 9

Financial Matters

Section 9.01 – Delegation by the Board of Directors

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or to sign and deliver any instruments in the name of the nonprofit corporation. The authority granted by the Board of Directors may be general or confined to specific instances.

Section 9.02 – Authority over Certain Funds

If at any time the nonprofit corporation is a beneficiary of a charitable lead trust, a charitable remainder trust, or other similar trust (**Charitable Trust**), and the Charitable Trust was established by a Director, an officer, or a substantial contributor to the nonprofit corporation, the Director, officer, or substantial contributor who established the Charitable Trust is prohibited from acting on matters concerning funds coming to nonprofit corporation from the Charitable Trust.

The Director who establishes a Charitable Trust for the benefit of the nonprofit corporation may not be counted when establishing a quorum to vote on matters relating to those funds. The Director is prohibited from voting on any matters relating to the funds received or anticipated to be received from the Charitable Trust, including voting on any disbursements or grants of the funds.

Any funds received from a Charitable Trust must be segregated into a separate account in the nonprofit corporation's books as provided in Section 9.07.

For all purposes concerning any funds received from a Charitable Trust described above, the term *substantial contributor* has the same meaning as provided in Internal Revenue Code Section 507(d)(2)(A).

Section 9.03 – Deposits

All nonprofit corporation funds will be deposited to the credit of the nonprofit corporation at those banks, trust companies, or other depositories selected by the Board of Directors. But the Board of Directors may authorize any officer, employee or agent to select the banks, trust companies, or other depositories into which the funds of the nonprofit corporation will be deposited.

Section 9.04 – Checks and Drafts

All checks, drafts and other orders for payments of money, notes, or other evidence of indebtedness by the nonprofit corporation must be signed by those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors.

Section 9.05 – Loans

The nonprofit corporation is prohibited from making any loans or borrowing any funds unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The nonprofit corporation will not make any loans to its Directors or officers.

Section 9.06 – Investments

The nonprofit corporation's funds may be invested in any investments approved by the Board of Directors or by an investment manager appointed by the Board for that purpose. When making investment decisions, the Board or the investment manager shall carefully balance the goals of preserving principal, generating income and capital gains, and achieving the long-term growth of the corporation's assets.

Section 9.07 – Separate Account

Any funds received by the nonprofit corporation from a Charitable Trust must be kept in a separate account within the corporation's financial records. This separate account shall be managed in a way that allows clear tracking of all funds deposited into and withdrawn from the account.

The separate account shall be overseen and distributed by a dedicated fund committee established for this purpose. Neither the Director, officer, nor substantial contributor who established the Charitable Trust may have any authority or control over this separate account or the committee responsible for managing it.

Section 9.08 – Expenses

The Board of Directors shall authorize payment of all necessary expenses of the nonprofit corporation, including but not limited to investment management fees, legal fees, accounting fees,

and related charges. Such expenses shall be paid first from the organization's income, and if necessary, from its principal assets.

Section 9.09 – Dues

Annual dues of the division shall be determined or changed by a recommendation of the OKMHCA Board.

Section 9.10 – Dissolution

In the event of the dissolution or winding up of the organization, all assets remaining after the payment of liabilities and obligations shall be distributed following applicable federal and state laws governing nonprofit organizations. Any unexpended funds derived from membership dues shall be transferred to the general fund of the American Mental Health Counselors Association (AMHCA), or to another tax-exempt organization with a similar mission, as determined by the Board of Directors, provided such organization qualifies under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Article 10

Miscellaneous Provisions

Section 10.01 – Fiscal Year

The fiscal year of the nonprofit corporation shall end on the last day of December.

Section 10.02 – Singular and Plural; Gender

Unless the context requires otherwise, singular terms include the plural and vice versa. Gendered terms are inclusive of all gender identities. The word *or* may be read as *and/or* when context permits.

Section 10.03 – Headings of Articles, Sections, and Subsections

The headings of Articles, Sections, and Subsections used within these By-Laws are included solely for the reader's convenience and reference. They have no significance in the interpretation or construction of these By-Laws.

Section 10.04 – Notices

Unless otherwise specified, any notice required by these Bylaws must be in writing and delivered either personally with proof of delivery or by certified mail (postage prepaid, return receipt requested) to the recipient's last known address. Notice is deemed effective on the date of personal delivery or the return receipt date. If a return receipt is not received but proof of mailing exists, notice is considered effective on the expected delivery date of certified mail. For incapacitated individuals, notice must be sent to their legal representative.

Section 10.05 – Waiver of Notices

Whenever any notice is required to be given under federal law, state law, the Articles of Organization, or these By-Laws, a written waiver of the notice signed by the person or persons entitled to the notice before or after the time stated in the notice will be treated as the equivalent to receipt of the required notice.

Section 10.06 – Reference to Laws

All general or specific references to the Internal Revenue Code are to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the State of Oklahoma are to the laws of the State of Oklahoma as now in force or later amended.

Section 10.07 Interpretation

The Board shall have the power to interpret these By-Laws.

Article 11

Amendments

Section 11.01 – Proposals

Proposals to amend must be submitted in writing to the President at least thirty (30) days before the Board meeting. An amendment may be adopted by a majority vote of the members.

Section 11.02 – Approvals

If, in the judgment of the Board, action upon a proposed amendment is desirable before the next meeting, it may be taken through a ballot following the presentation of the amendment in writing

to all members of the Association. If a majority of the members returning ballots within the succeeding thirty (30) days vote affirmatively, the amendment shall be adopted.

Section 11.03 Bylaw Review

These Bylaws shall be reviewed and evaluated at least once every five (5) years to ensure they remain current and effective. Revisions may also be proposed and adopted at any time by a majority vote of the Board of Directors.

All proposed amendments must be presented to the Board in writing and approved following the procedures set forth in these Bylaws.