

BYLAWS OF OKLAHOMA
PRIVATE PROCESS SERVER
ASSOCIATION

SERVER ASSOCIATION

ARTICLE I---NAME

The name of the Association shall be known as the **OKLAHOMA PRIVATE PROCESS SERVER ASSOCIATION, OKPPSA**, hereinafter referred to as “the Association”.

ARTICLE II---OFFICES

Section 1. The registered office and registered agent of the Association shall be as set forth in the Association’s Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors (hereinafter referred to as the “Board”) upon making the appropriate filing with the Secretary of State.

Section 2. The principal office of the Association shall be 5103 S. Sheridan, # 515, Tulsa, OK 74145, provided the Board shall have the power to change the location of the principle office.

Section 3. The Association may also have other offices at such place, within or without the State of Oklahoma, as the Board may designate, or as the business of the Association may require or as may be desirable.

ARTICLE III---PURPOSE

To promote, upgrade and perpetuate the process serving profession through the following objectives:

Section 1. Promoting legislation and rules which will advance the profession.

Section 2. Combating legislation and rules which may harm the profession.

Section 3. Improving and maintaining professional and ethical standards for the profession.

Section 4. Improving relations between the profession and the legal community-attorneys, judges, clerks and Officers of the court-and the general public both statewide and nationally.

Section 5. Promote the Association to the legal community and to the general public.

ARTICLE IV--MEMBERSHIP

The Association shall have three (3) classes of members: Active, Associate, and Honorary. Members must meet the following qualifications for membership: applying for membership in the Association by meeting such qualifications, completing such forms and paying such membership dues.

Section 1. Membership in the Association shall be open to all persons who are affiliated with the profession of process serving. Membership is approved on an individual basis by the members of the Association and the Board and is not transferable.

Section 2. Active members are those who reside in the state of Oklahoma and are authorized to be a process server under the laws of the State of Oklahoma or under the rules and orders of the courts or as determined by the Board and are current with their yearly dues.

Section 3. Associate members are those persons who do not maintain a residence or office within the State of Oklahoma.

Section 4. Honorary membership shall be determined by the Board.

Section 5. Only active members shall have the right to vote or to hold office.

Section 6. All applications for membership must be completed in full on a form provided by the Association or on the Association website. Each application must be accompanied by one (1) year's dues. No applicant shall be considered for membership if the applicant has been convicted of a felony within the past five (5) years or who has had their license, permit, or right to serve process revoked by any issuing authority unless said conviction or revocation has been pardoned or expunged. No person seeking membership in the Association who owes a current member payment for any products or services will be considered for membership.

Section 7. Membership may be revoked by the Board for violations of the Bylaws, the Code of Ethics or failure to comply with decisions of the Arbitration and Grievance Committee. In addition, any member who is convicted of a felony or who has their license, permit, or right to serve process revoked by any issuing authority may have their membership revoked after review by the Board.

Section 8. A member convicted with a felony shall report the full details within ten (10) days of being convicted to the Board by notification to the Secretary.

Section 9. A member, who has had their process serving authority, license, appointment or certification suspended, revoked or cancelled, shall report the full details of such suspension, revocation, or cancellation within ten (10) days to the Board by notification to the Secretary.

Section 10. The Association Membership Director shall publish the names of all applicants to the membership. If no objection is received within thirty (30) days after publication from the general membership, the Board of Directors or the Investigation Committee, the applicant is accepted. If an objection is received within thirty (30) days after publication, the Membership Director shall advise the applicant and the applicant may submit a

written response to the objection to the Board to answer questions regarding the objection and their qualifications for membership. The Board will determine whether a requested appearance by the applicant is required or that the applicant will appear before the Board personally or electronically.

Section 11. Any member may resign by filing a written resignation with the Secretary.

Section 12. Upon written request signed by a former member and filed with the Secretary, the Board may, by the affirmative vote of fifty-one (51) percent of the Board, reinstate such former member to membership upon such terms as the Board may deem appropriate.

Section 13. Membership in the Association is not transferable or assignable.

ARTICLE V--DUES

Section 1. The annual membership dues shall be determined by a majority of the membership at the annual meeting and shall remain in effect until changed.

Section 2. The annual dues for Associate members shall be determined by a majority of the membership at the annual meeting and shall remain in effect until changed. Honorary members shall be dues exempt.

Section 3. The effective date of membership shall be thirty (30) days from the first (1st) day of the month following their application date. The Association shall notify the membership by e-mail at least thirty (30) days prior to their renewal date that renewal is due and will notify by e-mail thirty (30) days after renewal date that their membership has not been renewed and is subject to lapse. If renewal payment is not received forty-five (45) days after renewal date, the membership is revoked.

Section 4. Any officer or elected director's dues shall be waived, starting in 2016, during their term of office.

ARTICLE VI--ELECTION OF OFFICERS AND DIRECTORS

Section 1. No member shall be eligible to be an Officer or Director starting in 2016 until they have been a member in good standing for one (1) year or is a Founding Member of the Association. Anyone on probation or pending shall not be eligible to run for office.

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Section 2. The Officers shall consist of a President, Vice President, Secretary, and Treasurer. Terms of each officer shall be for one (1) year. Officers shall be elected by a majority vote by the members present at the annual meeting. Nominees must be present in person to accept nomination. No proxies shall be allowed.

Section 3. Regional Directors shall be elected at an annual meeting at the discretion of the President. Terms of Regional Directors shall be one (1) year. Regional Directors shall be elected in a single ballot with each member from that region casting one vote for each seat to be filled. Nominees must be present in person to accept a nomination. No proxies shall be allowed.

Section 4. The Membership Director shall be elected by a majority vote by the members present at the annual meeting at the discretion of the President. Nominees must be present in person to accept nomination. No proxies shall be allowed.

Section 5. The Training Director shall be appointed by the President and voted on by the Board and at the discretion of the President. No proxies shall be allowed.

Section 6. A vacancy in any office or Director position shall be filled by the Board and selected by a majority vote of the Board. No proxies shall be allowed.

ARTICLE VII--DUTIES OF OFFICERS

Section 1. The administration and management of the Association shall be controlled by the Board consisting of the officers and directors. They shall have the authority to do any and all things necessary for the administration of the Association.

Section 2. The President shall preside at all Board and Annual meetings, make all appointments that are deemed necessary to run the Association, and submit a report describing programs and board actions at the annual meeting. The President shall not vote on any matter except to break a tie or when vote is by secret ballot.

Section 3. The Vice President shall perform the duties of the office of President whenever the President is unable to do so.

Section 4. The Secretary shall cause to be recorded the minutes of all Board meetings and the annual meeting.

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Section 5. The Treasurer shall be responsible for carrying out all fiscal policies and procedures adopted by the Board and is responsible for preparation of financial statements and presentation of these to the Board at each regular meeting. The Treasurer shall submit a written report at the annual meeting. All checks are to be signed by two (2) Officers.

Section 6. The Board shall adopt a Code of Ethics and Policy and Procedure Manual. The President shall appoint an Arbitration & Grievance Committee which together with these Bylaws shall constitute the governing authority of each member. All persons accepting membership in the Association agree to abide by the above as a condition of membership and continued membership.

ARTICLE VIII--MEETINGS

Section 1. There shall be a minimum of two (2) Board meetings per year: one (1) Board meeting held at the annual meeting and one (1) Board meeting before the end of that year. Board meetings shall be called by the President. Board meetings may be held electronically. A Board meeting must be called within thirty (30) days if petitioned by a majority of the members. The membership shall be notified at least two (2) weeks prior to all regular Board meetings and encouraged to attend.

Section 2. Special meetings of the Board may be held by mail, fax, e-mail, telephone conference or any other electronic means. Special meetings of the Board shall be held upon call of the President or at the request of three (3) Directors. Such meetings are to be called only in case of emergency or dire circumstances which condition could not wait until the next regular Board meeting. Matters brought up can be voted upon without full discussion or debate. Minutes of a special meeting shall be sent to all Directors within forty-eight (48) hours of the meeting and each Director shall be required to approve or correct the minutes within twenty-four (24) hours of receipt.

Section 3. At any annual members meeting, five percent (5%) of the active membership present in person represents a majority of the members and shall constitute a quorum. No proxy voting shall be allowed,

Section 4. Members shall be admitted to all meetings except executive sessions. Non-members may be admitted to all meetings, except executive sessions, unless disapproved by a majority of the members present. Only matters involving the personal affairs of an individual may be held in executive session.

Section 5. An annual members meeting shall be held. Officer's reports, committee reports, and any new or old business as the membership see fit will be discussed. The annual meeting shall also serve the purpose of nominating and electing the Officers and Directors for the upcoming year, or for any expired or vacated positions.

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Section 6. All notices provided for in the Bylaws shall be sent by mail, e-mail, facsimile, or other electronic means to the addresses recorded with the Association and the posting of such notices to said addresses shall be regarded as notice to the members.

Section 7. At a meeting where a vote has been taken, the Secretary shall publish the following information on the Association's website; (a) a description of the motion or amendment, (b) the result of the vote, and (c) the final wording of the order or amendment, if passed.

Section 8. The latest edition of *Robert's Rules of Order Newly Revised* shall govern the conduct of all meetings where the Bylaws or the Policy and Procedure Manual do not specifically address.

ARTICLE IX---LOGO

Section 1. The logo shall be a design to be determined by the Board. It shall be used only for the purpose of the Association identification, signifying membership therein, on letterheads, business cards, and advertising

matter.

Section 2. As a condition of membership, every member of the Association agrees that use of the logo shall be and is limited to the time during which their membership herein shall be in good standing, and each member hereby agrees that upon termination of their membership, they will discontinue use of such logo.

ARTICLE X--CERTIFICATES OF MEMBERSHIP

Section 1. The Board may provide for the issuance of certificates, cards or other instruments evidencing membership rights, voting rights or ownership rights (hereinafter referred to as "certificates"), which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefore upon such terms and conditions as the Board determines.

Section 2. When a member has been admitted to membership and has paid dues that may then be required, a certificate shall be issued in that member's name and shall be delivered to the member by the Secretary.

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ARTICLE XI--INDEMNIFICATION AND INSURANCE

Section 1. The Association shall have the full power to indemnify and advance expenses to any person entitled to indemnification under the following provisions: individual requesting indemnification must be a current member of the Association; member must have dated receipt of purchase with business name, description of purchased items and the dollar amount of purchased items on the receipt; individual requesting indemnification must have permission from a Board member before purchasing items; all items purchased must be purchased for the benefit of the Association.

Any indemnification must be approved by the Board and is at the discretion of the Board.

Section 2. The Association may purchase and maintain insurance or another arrangement on behalf of any person who is or was a member, director, officer, employee, or agent of the Association or who is or was serving at the request of the Association as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him or her and incurred by him or her in such a capacity or arising out of his or her status as such a person, whether or not the Association would have the power to indemnify him or her against that liability. If the insurance or other arrangement is with a person or entity that is not regularly engaged in the business of providing insurance coverage, the insurance or arrangement may provide for payment of a liability with respect to which the Association would not have the power to indemnify the person only if including coverage for the additional liability has been approved by the members of the Association.

Without limiting the power of the Association to procure or maintain any kind of insurance or other arrangement, the Association may, for the benefit of persons indemnified by the Association, (1) create a trust fund; (2) establish any form of self-insurance; (3) secure its indemnity obligation by grant of a security interest or other lien on the assets of the Association; or (4) establish a letter of credit, guaranty, or surety arrangement. The insurance or other arrangement may be procured, maintained, or established within the Association or with any insurer or other person deemed appropriate by the Board regardless of whether all or part of the stock or other securities of the insurer or other person are owned in whole or part by the Association. In the absence of fraud, the judgment of the Board as to the terms and conditions of the insurance or other arrangement and the identity of the insurer or other person participating in an arrangement shall be conclusive and the insurance or arrangement shall not be voidable and shall not subject the directors approving the insurance or arrangement to liability, on any ground, regardless of whether directors participating in the approval are beneficiaries of the insurance or arrangement.

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ARTICLE XII---CONSTRUCTION

Section 1. All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neuter gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

Section 2. If any one or more of the provision of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of the Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE XIII---BYLAW AMENDMENTS

Section 1. Board proposed Bylaw amendments must be submitted to the Secretary sixty (60) days prior to the date of the annual meeting and published to the membership not less than thirty (30) days prior to the annual meeting.

Section 2. The Bylaws may be amended or revised by an affirmative two-thirds (2/3) vote of the membership present and voting at the annual meeting.

Section 3. Bylaw amendments or revisions may be acted upon only at the time published in the meeting agenda unless the majority of the members present at that time agree to a later time for further action.

