

CONSTITUTION AND BY-LAWS
of the
OKLAHOMA CLAIM ASSOCIATION, INC.
(AS AMENDED SEPTEMBER 24, 2004)

ARTICLE I

Section 1. The name of the association shall be the Oklahoma Claim Association, Inc.

ARTICLE II

Section 1. The association shall be a non-profit organization.

ARTICLE III

Section 1. This organization may, subject to the approval of the majority of its members registered at the annual meeting be affiliated with the Regional Claim Association or National Claim Association.

ARTICLE IV

Object

Section 1. The purpose for which this Association is organized are to promote social interaction and harmonious business relations among it members; to promote a high standard of professionalism and ethical conduct for its members; and to promote the education of claim professionals, together with any other lawful purpose.

Section 2. This Association shall not become affiliated with any union or attempt in any manner to form any union of claim professionals.

Section 3. It is expressly noted that no purpose for which this organization is formed shall be to regulate, fix, set, establish, influence, or control the price or premium to be paid for insuring property and/or persons against loss or damage of any kind or character, or the availability of any such insurance, or to regulate, fix, set, establish, influence, or control the price, cost, rate, quality, production, availability, and sale of any article of commerce, use or consumption, including but not limited to demolition, construction, reconstruction, repairs, replacement, parts labor, or other items associated with repairing or replacing damaged or injured property; and no action

shall be taken which would be in restraint of free and open trade or commerce or in any way violative of the Sherman Act, Clayton Act, Robinson-Patman Act, Federal Trade Commission Act, or any Antitrust Laws of the United State or of the State of Oklahoma.

ARTICLE V
MEMBERSHIP

Section 1. The members of the association shall be divided into classes according to the following criteria:

- A. Active Member-Those eligible for Active Membership shall be limited to persons holding a valid Adjusters License whose primary occupation involves the handling, adjusting and investigation of claims for insurance companies, self-insurers or insurance agencies.
- B. Associate Member- Any member in good standing of the Oklahoma Association of Defense Counsel is eligible for Associate membership. Also eligible as associate members are person who have previously been active members of OCA but who are no longer eligible for active membership, yet wish to remain associated with OCA.
- C. Lifetime Member-Persons who have been active members in good standing for the preceding five years and who:
 - 1. are 62 years of age or older;
 - 2. have suffered a disability precluding him/her from continuing his/her professional duties are eligible for Lifetime Member status.
- D. Honorary Member-May be conveyed upon special guests or friends of the Association.
- E. Associate Member eligibility-Certain individuals may be considered for associate membership provided their current occupation supports the insurance industry and works in harmony with the purposes of the Oklahoma Association. Associate members are not eligible for Lifetime membership benefits. The associate member will not have voting rights in the association business nor can they hold an office in the OCA.

Section 2. Election of membership shall be as follows:

- A. Any person qualifying for active or associate membership as described in Section 1, shall be enrolled as a member after submitting a written application to the Secretary along with payment of dues in advance, upon acceptance by the Executive Committee and approval of the Association at the annual meeting.
- B. Lifetime membership may be granted to those qualified upon majority consents of the Executive Committee.
- C. Honorary membership may be conferred on qualified persons by unanimous consent of the Executive Committee.

Any person engaged in or who becomes engaged in any other business, regularly or occasionally, which is or reasonably could be in conflict with the purposes and welfare of this association shall not be eligible for membership.

Section 3. Any person may be expelled from membership for just and due cause by a 2/3 majority vote of the active members present. The voting shall be by secret ballot at the regular meeting following the announcement by the President or presiding officer that such a vote would be taken. Any person being considered for expulsion for, the association shall have the right to a hearing before the executive committee prior to the vote being taken, and the executive committee shall make a recommendation to the members as to the expulsion or the retention of the member.

Section 4. Voting Rights-Only those members in good standing and classified as Active Members or Lifetime Members shall be entitled to one vote on each matter submitted to a vote of the members.

ARTICLE VI

OFFICERS

Section 1. Only those members in good standing and classified as Active Members or Lifetime Members shall be eligible to hold office in the Association.

Section 2. The officers of the Association shall be as follows:

- a. President
- b. President-Elect
- c. C. Vice President
- d. D. Treasurer

e. E. Secretary

Section 3. The term of office for all elected officers shall be one year.

Section 4. Officers shall be elected at the annual meeting of the Association. Newly elected officers shall assume office on January 1st following their election. Officers shall be elected by majority of the members present at the annual meeting. In the event of the death, removal or resignation of the President, the President-Elect shall become President immediately. In the event of the death, removal or resignation of any other officer, that office shall be filled by moving all elected officers below that position up one. The president then shall appoint a new secretary subject to the approval of the executive committee.

Section 5. An Executive secretary shall be appointed by the President subject to approval by the executive committee. It shall be the duty of the executive secretary to have charge of all records pertaining to the Association; to conduct all correspondence; to act as manager and coordinator of all business and promotional functions of the Association. The executive secretary shall be paid a service fee to be determined by the executive committee.

ARTICLE VII
Duties of Officers

Section 1. The President shall be in charge of all affairs of the Association. THE PRESIDENT shall preside over all meetings of the Association and Executive Committee. THE PRESIDENT shall appoint all committees except the Executive Committee and the Directory Sales Committee, and such appointment shall be made after consulting with the Executive Committee.

Section 2. The president-Elect shall exercise the duties of the President in the event of absence or incapacity of the President. THE PRESIDENT-ELECT shall perform such other duties as may be requested by the President.

Section 3. The Vice President shall exercise the duties of the President in the event of absence or incapacity of the President and President-Elect. He/She shall be chairman of the Membership Committee and perform such other duties as may be requested by the

President. INCLUDING ACTING AS CHAIRPERSON FOR EDUCATION PROJECTS OF THE ASSOCIATION.

Section 4. The Secretary shall record the minutes of all meetings of all the association and the Executive Committee; handle correspondence for and on behalf of the association; keep all records for association; notify its members as to the time and place of all meetings; and perform all other duties incidental to the office of the Secretary, and as may be requested by the President. THE SECRETARY SHALL ALSO ACT AS PUBLICIST REPORTING NEWS-WORTHY EVENTS CONCERNING THE ASSOCIATION TO THE MEDIA.

Section 5. The Treasurer shall collect all dues and assessments, function as the custodian of money for the association, receiving and disbursing moneys after approval of the president. HE/SHE shall maintain a record of moneys received and disbursed, maintain a current roster of members who have paid their dues for the current year, and perform such other duties incidental to the office of Treasurer as may be requested by the President. A fidelity bond shall be purchased by the association covering the Treasurer in a minimum amount of \$1,000.00.

Section 6. Attendance at National Meetings-The President of this association shall be the authorized representative to the national claim association. In the event the President cannot attend, he/she shall appoint a member of the Executive Committee as his/her alternate. The association shall reimburse the President or alternate for his/her expense of transportation, food and lodging occurring in attending such meetings, provided there are sufficient funds in the Treasury.

ARTICLE VIII

Committee

Section 1. There shall be an Executive Committee composed of current officers of the Association, plus the past presidents of the immediately preceding three years. Each member of the committee will be a voting member. The President shall appoint a Parliamentarian who shall be an official member of the Executive Committee.

- Section 1 a. After serving their terms on the executive committee, Past Presidents will then become members of the OCA Advisory Board which will select its own Chairman. The board will meet once a year at the call of the chairman. The purpose of the board will be to plan long range goals for the association, and advise the executive committee in calls. Its function will be purely advisory.
- Section 2. The nominating committee shall be composed of one representative of each local claim organization within the State of Oklahoma consisting of at least ten members, plus one member at large to be appointed by the President. The President will appoint the chairman.
- Section 3. There shall be a Directory Sales Committee appointed by the President-Elect, composed of at least one representative from each of the local associations. The President-Elect will serve as chairperson of the Directory Sales Committee.
- Section 4. The President may appoint additional committees to carry out the affairs of the association. Such committees shall serve until relieved of duties or unless otherwise specified by the President.
- Section 5. The executive committee shall meet no less than one time during a six month period and shall meet upon call by the President.
- Section 6. All other committees shall meet upon call by the committee chairman or at the direction of the President.
- Section 7. A Majority of the members present shall constitute a quorum at all meetings of the executive committee and all other committees.

ARTICLE IX

Dues

- Section 1. Each member of the Association shall pay annual dues in advances, which shall entitle said member to the rights and privileges of membership as outlined in the Constitution and By-Laws. Dues are due and payable by January 1st of each year, in an amount established by the Executive Committee prior to annual billing. The membership shall be notified in advance of any changes in amount of dues. Any

member failing to pay dues by March 1st of the current year shall be dropped from membership. No dues shall be payable by Lifetime Member or Honorary Members. Dues paid in advance shall be refunded to any person whose application for membership is denied.

ARTICLE X

Meetings

- Section 1. The association shall meet between August 1 and December 31 of each calendar year. This shall be designated the annual meeting. The purpose of the annual meeting will be to elect the officers and transact other business of the Association.
- Section 2. The Association may hold additional meetings upon call by the President, provided the President gives notice to the members at least 15 days prior to the proposed meeting date, stating place and purpose of the meeting.
- Section 3. All meetings of the Association will be conducted according to Roberts Rules of Order. An exception to the Rules may be made by the presiding officer if such exception will expedite the transaction of business for the Association.

ARTICLE XI

Amendments and By-Laws

- Section 1. Proposed amendment and by-laws to the constitution shall be considered and voted upon at any meeting of the Association provided the full text of such amendments and by-laws has been given in writing to the members at least 30 days prior to the meeting at which it is to be voted upon. An amendment or by-law shall be passed following an affirmative vote by a two-thirds majority of the members present.

ARTICLE XII

Elections

- Section 1. The nominating committee shall screen and certify all candidates for election to an officer's position, and shall make its recommendations in writing 30 days prior to the annual meeting.

Section 2. Secret ballot will be used when more than one candidate's name is submitted for an elective office.

Section 3. The nominating committee shall preside over the election, count the ballots cast, and certify the winner in those elections in which there is more than one candidate.

ARTICLE XIII

Enactment

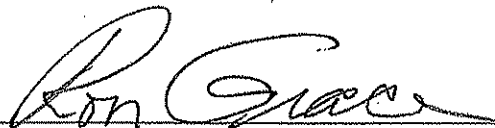
Section 1. This constitution shall be adopted following an affirmative vote by a two-thirds of the claim persons present at an organization meeting. Upon adoption of the constitution this Article XIII shall be inoperative.

Section 2. All qualified claim men who are accepted for membership prior to or within 30 days from the adoption of the constitution shall be known as charter members.

ARTICLE XIV

Discretionary Powers

Section 1. Any items not covered by the constitution or By-Laws shall be acted upon by the executive committee.

 9/24/04
Signed (Ron Grace, President) Dated