

FILED

STATE OF OKLAHOMA

AUG 10 2020

STATE OF OKLAHOMA, ex rel.,)
MIKE HUNTER)
ATTORNEY GENERAL OF OKLAHOMA,)
)
Plaintiff,)
)
v.)

In the office of the
Court Clerk MARILYN WILLIAMS

Case No.: CV-2019-2392

NORTH AMERICAN ASSOCIATION OF)
MASTERS IN PSYCHOLOGY, an)
Oklahoma Not For Profit Corporation, and)
PAMELA QUALLS, as Administrative Director)
of North American Association of Masters)
in Psychology,)
)
Defendants.)

CONSENT JUDGMENT

COMES NOW, the Plaintiff State of Oklahoma, by and through Attorney General Mike Hunter (the "State") having filed this lawsuit pursuant to the Oklahoma General Corporation Act, 18 O.S. §§ 1001 *et seq.* (the "Action") against Defendants North American Association of Masters in Psychology ("NAMP") and Pamela Qualls in her capacity as Administrative Director of North American Association of Masters in Psychology (collectively, the "Defendants"). Through their counsel, the State and the Defendants have agreed to the entry of this Consent Judgment by the Court without trial or adjudication of any issue of fact or law and without admission by the Defendants of any wrongdoing or violations of applicable law.

RECITALS

WHEREAS, NAMP incorporated as a Not For Profit Corporation in the State of Oklahoma on November 24, 1993 for the purpose of creating and furthering the development of a professional society for the benefit of those with a Master's Degree in Psychology.

WHEREAS, from approximately 1999 until 2017, NAMP fulfilled its mission, in part, by certifying the instructors who taught continuing education credits to Oklahoma's Licensed Behavioral Practitioners ("LBPs") and offering training for LBPs pursuant to a statutory duty under the Licensed Behavioral Practitioner Act, which, until recently, provided that LBPs shall complete ten hours of continuing education credit training from courses "taught by instructors certified by [NAMP], its designees or successors." *See* Professions and Occupations, Licensed Behavioral Practitioner Act, 1999 Okla. Sess. Law Serv. Ch. 133 (S.B. 380).

WHEREAS, from at least 2005 until approximately 2017, NAMP also offered, as part of its organizational mission, the National Certified Psychologist ("NCP") certification nationwide for individuals who earned a Master's or Doctoral Degree in Psychology and who passed the NAMP-administered Practitioner's Exam of Psychological Knowledge ("PEPK").

WHEREAS, in late 2017, NAMP ceased certifying instructors or offering trainings to LBPs that would allow them to obtain their requisite continuing education credits, and around this same time NAMP further failed to administer any additional PEPK examinations for individuals seeking to obtain the NCP certification.

WHEREAS, in addition to not fulfilling its two foundational purposes of offering LBP training and the NCP certification, since May 2018, NAMP also halted all administrative functions.

WHEREAS, by virtue of its complete lack of all operations, NAMP has ceased to exist since May 2018, and has no Board of Directors or assets necessary to revive the organization.

WHEREAS, due to NAMP's lack of operations, on May 18, 2020, the Licensed Behavioral Practitioner Act was legislatively amended to allow a different organization, The American

Association of Masters in Psychology, to assume responsibility for certifying instructors to teach continuing education credits to LBPs.

WHEREAS, on October 8, 2019, the State filed its petition in this Action seeking to forfeit NAMP's corporate charter due to NAMP's nonuse of its corporate powers, privileges, and franchises, and the Parties, including Pamela Qualls, who is NAMP's Administrative Director and the organization's sole-remaining officer, have negotiated this Consent Judgment to avoid any further unnecessary litigation.

WHEREAS, the Court by entering this Consent Judgment finds that it has been negotiated in good faith, and that the Consent Judgment is fair, reasonable, and in the public interest.

NOW THEREFORE, upon the consent of the Parties hereto, IT IS HEREBY ORDERED, ADJUDGED, AND DECREED AS FOLLOWS:

I. Parties

1.1 Plaintiff is the State of Oklahoma, by and through Attorney General Mike Hunter.

1.2 Defendants are North American Association of Masters in Psychology and Pamela Qualls in her capacity as Administrative Director of North American Association of Masters in Psychology.

II. Jurisdiction and Venue

2.1 Pursuant to 18 O.S. § 1104, jurisdiction of this Court over the subject matter and over the Defendants for the purpose of entering into and enforcing this Consent Judgment is admitted. Jurisdiction is retained by this Court for the purpose of enabling the Parties to apply to this Court for such further orders and directions as may be necessary or appropriate for the construction and modification of the terms and enforcement of this Consent Judgment.

2.2 Pursuant to 18 O.S. § 1104, venue as to all matters between the Parties hereto arising out of this Consent Judgment shall lie exclusively in the District Court of Cleveland County, Oklahoma

III. Forfeiture and Dissolution

3.1 NAMP hereby forfeits its corporate charter with the State of Oklahoma due to NAMP's nonuse of its corporate powers, privileges, and franchises, and with that forfeiture, NAMP is deemed dissolved pursuant to the provisions of the Oklahoma General Corporation Act, 18 O.S. § 1001 *et seq.*

3.2 Henceforward, NAMP will not resume or initiate any trainings, certifications, appointments, or any other actions that will interfere with the responsibilities or duties that The American Association of Masters in Psychology has assumed as a result of NAMP's termination of all activities in 2018.

3.3 Pursuant to 18 O.S. § 1105, upon the entry of this Consent Judgment by the Court, the Court Clerk shall file the Consent Judgment in Cleveland County and with the Oklahoma Secretary of State, who shall make a note thereof on NAMP's corporate charter and on the index.

IV. Release

4.1 By execution of this Consent Judgment, the State releases NAMP and Pamela Qualls from any causes of action relating to NAMP's cessation of corporate operations which the State has asserted or could have asserted against NAMP or Pamela Qualls pursuant to 18 O.S. § 1001 *et seq.*

V. Miscellaneous Provisions

5.1 The Parties represent and warrant that each has the full legal right and authority to execute this Consent Judgment.

5.2 The Parties agree that any modification or revision to this Consent Judgment must be in writing, signed by all Parties, and approved by the Court to be enforceable.

5.3 The Parties agree that this Consent Judgment contains the entire agreement regarding the matters set forth herein and that it supersedes all oral agreements, promises, warranties, representations, or understandings, if any, between the Parties relating to the subject matter of this Consent Judgment.

5.4 The Consent Judgment shall be construed and enforced in accordance with the laws of Oklahoma, and a violation of any provision of this Consent Judgment shall be punishable as contempt and may subject the person or entity in violation to all penalties or sanctions allowed by law.

5.5 If any part of this Consent Judgment shall for any reason be found or held invalid or unenforceable by any court of competent jurisdiction, such invalidity or unenforceability shall not affect the remainder of this Consent Judgment, which shall survive and be construed as if such invalid or unenforceable part had not been contained herein.

5.6 The Parties agree that, upon request, they will promptly execute any additional documents necessary to effectuate the intent of the Parties as set forth herein.

5.7 The effective date of this Consent Judgment shall be the date the Consent Judgment is entered by the Court.

5.8 The Parties agree that they have read the Consent Judgment carefully and understand all of its terms.

5.9 Each Party shall bear its own costs and expenses, including without limitation all attorney's fees.

IT IS SO ORDERED.

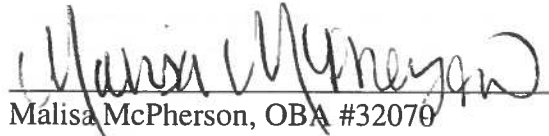
DATED this 5th day of August, 2020.

S / Michael D. Tupper

JUDGE OF THE DISTRICT COURT

APPROVED:

FOR THE STATE OF OKLAHOMA
Mike Hunter, Attorney General

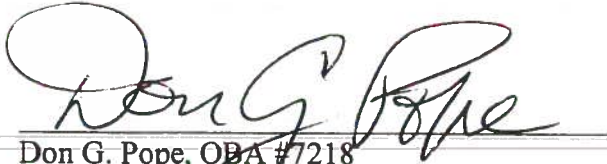


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FOR NORTH AMERICAN ASSOCIATION
OF MASTERS IN PSYCHOLGY AND
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I HEREBY CERTIFY THAT THE FOREGOING IS A
TRUE AND CORRECT AND COMPLETE COPY
OF THE INSTRUMENT HEREWITH SET OUT AS IT
APPEARS ON RECORD IN THE COURT CLERK'S
OFFICE OF CLEVELAND COUNTY, OKLAHOMA
WITNESS MY HAND AND SEAL THIS _____ DAY
OF _____ 20____
MARILYN WILLIAMS COURT CLERK
BY _____
DEPUTY

