

**AMENDED AND RESTATED
BYLAWS
OF
CITIZENS FOR JUVENILE JUSTICE, INC.**

Adopted as of June 12, 2015

ARTICLE I

Name and Purposes

Section 1. Name. The name of this corporation is Citizens for Juvenile Justice, Inc.

Section 2. Purposes. The corporation is organized under the laws of the State of Oklahoma for charitable purposes as set forth in the certificate of incorporation.

ARTICLE II

Offices

Section 1. Principal Offices. The principal offices of the corporation shall be located in Oklahoma City, Oklahoma. The corporation may also have offices at such other places as the board of directors may from time to time determine or as the business of the corporation requires.

Section 2. Registered Office. The corporation shall have and continuously maintain in the State of Oklahoma a registered office and a registered agent whose office shall be identical with such registered office.

ARTICLE III

Directors

Section 1. Powers and Purpose. The corporation is created to educate the public about and increase citizen input concerning juvenile justice issues; to assist the Oklahoma County Juvenile Bureau in enhancing its services to at-risk juveniles through charitable activities. To aid in the more effective administration of the Oklahoma statutes relating to juveniles and for the purpose of counsel and advice, the corporation serves as a citizens' advisory committee as contemplated by 10A Okla. Stat. § 2-4-109. The business and affairs of the corporation shall be managed by or under the direction of its board of directors. The directors shall serve as the members of the corporation. The directors shall have all powers and authority provided in the certificate of incorporation and permitted by law.

Section 2. Number and Election. The board of directors shall consist of not less than seven (7) members. . Directors shall include an official or employee of the public schools of Oklahoma County, a professional social worker employed by any recognized social

agency in Oklahoma County, a member of the Board of County Commissioners of Oklahoma County, an attorney licensed to practice in the State of Oklahoma to be selected by the members of the Oklahoma County Bar Association, and three other members selected at will by the Presiding Judge of the Juvenile Division of Oklahoma County, and of the seven, three shall be women. The Presiding Judge of the Juvenile Division may appoint additional directors, including ex-officio directors, in his or her discretion. Section 3. Qualifications. All directors shall, at the date of their appointment, be legal residents of Oklahoma County. It is desirable that members of the Board shall have demonstrated an interest in children through action consistent with the corporate purpose and that board membership shall be reflective of the broadest spectrum of ethnicity, geography and discipline areas feasible.

Section 4. Term. Board members shall serve for a period of four (4) years and until their successors are appointed.

Section 5. Vacancies. Vacancies of directors shall be filled by the Presiding Judge of the Juvenile Division of Oklahoma County.

Section 6. Place of Meetings. Board meetings may be held at such places, within or without the State of Oklahoma, as stated in these bylaws or as the board may from time to time determine or as may be specified in the call of any meetings.

Section 7. Regular Meetings. The annual meeting of the board shall be held at such time as shall be fixed by the president, for the purpose of electing directors and officers and transacting any other business that may properly come before the meeting. Additional regular meetings of the board may be held at such place and at such time as shall be fixed by the president but in the absence of such determination shall be held upon call by a majority of directors. Regular meetings of the board shall be held no fewer than six (6) times per year.

Section 7. Notice of Regular Meetings. Written notice of regular meetings shall be delivered not less than seven (7) days before the date of the meeting, either personally or by mail. Such notice shall set forth the place, day and hour of the meeting but need not include the purpose of the meeting. A majority of the directors present at any meeting may adjourn the meeting from time to time without notice other than announcement at the meeting.

Section 8. Special Meetings. Special meetings of the board may be called by the president or by any three directors then in office. Notice of a special meeting shall be given to each director at the time and in the manner determined by the president, provided that at least 24 hours' notice shall be given. Such notice shall set forth the time and place of such meeting and shall state the purposes of the meeting.

Section 9. Proxies. At all meetings of directors, each director may vote in person or by proxy. No proxy shall be voted on after three (3) years from its date, unless the proxy provides for a longer period.

Section 10. Quorum. One third (1/3) of the total number of directors excluding any vacancies shall constitute a quorum for the transaction of business at any meeting of the board. If at any meeting a quorum is not present, in person or by proxy, a majority of the directors present may adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present. Except as otherwise specified in these bylaws, the act of a majority of directors present in person or by proxy at a meeting at which a quorum is present shall be the act of the board of directors.

Section 10. Presence at Meeting. Members of the board of directors, or of any committee thereof, may participate in a meeting of such board or committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall be deemed presence in person at such meeting. Directors are expected to attend all meetings of the corporation. Attendance by a director at fewer than three (3) meetings during the fiscal year may result in removal from the board as of the fiscal year end upon a vote of the directors.

Section 11. Action Without Meeting. Any action required or permitted to be taken at any meeting of the board of directors, or of any committee thereof, may be taken without a meeting if all members of the board or such committee, as the case may be, consent thereto in writing, and such written consent is filed with the minutes of the proceedings of the board or such committee.

Section 12. Committees. The board of directors may, by resolution passed by a majority of the whole board, designate one or more committees, either as standing committees or ad hoc committees. The president shall appoint the chair of each committee. The chair shall serve for a one- year term and until his or her successor elected; provided, that there shall be no term limits for the chair of a committee. Unless otherwise provided in these bylaws, members of committees need not be directors. The president shall serve as an ex officio member of all committees. Standing committees may include, but are not limited to, the following: executive committee, nominating committee, finance committee, resource development committee, CASA committee, public relations committee, volunteer development committee, and employee recognition committee.

Section 13. Resignation and Removal. A director may resign at any time. Any director may be suspended or removed at any time by the board whenever upon a determination by the board that the director has an impermissible conflict or interest, has failed to fulfill the duties of directorship or that cause exists.

Section 14. No Compensation. Members of the board shall serve without compensation.

ARTICLE IV

Officers and Executive Committee

Section 1. Election. At the annual meeting of the board, there shall be elected a president, a president-elect, a secretary, and a treasurer. The nominating committee shall present a slate of proposed new officers for consideration by the board in its meeting next preceding the annual meeting. Officers must be directors.

Section 2. Executive Committee. The president, the president-elect, the treasurer, the secretary, and the immediate past-president shall serve as the executive committee. The executive committee shall have and may exercise the powers of the board of directors in the management of the business and affairs of the corporation, and generally perform such duties and exercise such powers as may be directed or delegated by the board of directors from time to time. The executive committee shall keep regular minutes of its proceedings and report the same to the board of directors as and when required.

Section 3. Term, Removal and Vacancies. Officers shall serve for a period of one (1) year and until their successors are elected and qualified, or until their earlier resignation or removal. Officers may hold the same office for no more than two (2) consecutive terms. Any officer elected or appointed by the board may be removed at any time by the board whenever in its judgment the best interests of the corporation would be served thereby. A vacancy in any office shall be filled by the board of directors.

Section 4. President. The president shall be subject to the direction of the board of directors and shall perform such duties as may be assigned by the board. The president shall serve as president of the board and shall preside as chair at all meetings of the board of directors and of the executive committee. The president shall make such committee appointments and serve on committees as provided in these bylaws. The responsibilities of the president shall include acting as a representative of the corporation to the public as well as to governmental and voluntary organizations. The president shall have authority to execute deeds, mortgages, leases and contracts or other instruments of the corporation, except where the signing and execution are expressly delegated by the board of directors or by the president to some other officer or agent of the corporation. In addition, the president shall in general have such authority and perform all other duties incident to the position of president of a nonprofit corporation.

Section 5. President-Elect. The president-elect shall perform such duties as the board of directors or the president may assign. In the absence or inability to act of the president, the president-elect shall perform the duties and discharge the responsibilities of the president. The president shall succeed to the president's office.

Section 6. Treasurer. The treasurer shall have oversight of all funds of the corporation, which funds shall be deposited in the name of the corporation in a bank or bank accounts to be designated by the directors. The treasurer may sign such checks, notes or other instruments on behalf of the corporation as may be authorized by the directors. The treasurer shall be responsible for the collection of all contributions, fees and monies of the corporation; shall maintain accurate records of all receipts and disbursements; and shall be responsible for the preparation and presentation of the corporation's financial

statements at regular meetings of the board. The treasurer shall also perform such duties as the board of directors or the president may assign.

Section 7. Secretary. The secretary shall keep corporate records and shall give notice of, attend, and record or oversee the recording of minutes of meetings of directors. The secretary shall, in general, perform all duties incident to the office of secretary and such other duties as the board of directors or the president may assign.

Section 7. Past-President. The immediate past-president shall serve as a member of the executive committee and shall perform such other duties as the board of directors or the president may assign.

ARTICLE V

General Provisions

Section 1. Contracts. The board of directors may authorize any officer, employee or agent of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Borrowing. No loan shall be contracted on behalf of the corporation and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the board of directors. Such authority may be general or confined to specific instances.

Section 3. Voting of Stock of Other Corporations. If the corporation holds shares of stock of any other corporation, unless otherwise ordered by the board, the president or president-elect shall have full power and authority, in the name of and on behalf of the corporation, to attend, act and vote at any meeting of shareholders of any company in which the corporation may hold shares of stock, and at any such meeting shall possess and may exercise any and all rights and powers incident to the ownership of such shares and which, as the holder thereof, the corporation might possess and exercise if personally present, and may exercise such power and authority through the execution of proxies or may delegate such power and authority to any other officer, agent or employee of the corporation.

Section 4. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, employee or employees, agent or agents of the corporation and in such manner as shall from time to time be determined by the board of directors, or as directed by the president.

Section 5. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board of directors may select.

Section 6. Gifts. The board of directors may accept on behalf of the corporation any contribution, gift, bequest or devise for unrestricted purposes or for any specific purpose consistent with the general purposes of the corporation.

Section 7. Fiscal Year. The fiscal year of the corporation shall begin on July 1 and end on June 30 in order to coincide with the fiscal year of the Oklahoma County Juvenile Bureau.

Section 8. Policy Against Discrimination. No person, corporation or organization shall, on the basis of race, color, national origin, religion, sex or physical disability or impairment, be excluded from participation in, be denied the benefits of, or be subject to discrimination under any program or activity sponsored or conducted by the corporation.

Section 9. Nominating Committee. The nominating shall consist of the president and up to two additional members appointed by the president. The nominating committee shall prepare a single slate of officers for election by the directors at the annual meeting and shall make recommendations to the president for committee chairman appointments.

ARTICLE VI

Indemnification of Officers, Directors, Employees and Agents

Section 1. Indemnification. The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he or she 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 or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe that his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in good faith and in or not opposed to the best interest of the corporation and with respect to any criminal action or proceeding had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Procedure. Any indemnification permitted herein (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 of Article VI. Such determination shall be made (a) by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable or, even if

obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 3. Prepayment. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

Section 4. Nonexclusive. The indemnification provided by this Article shall not be exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of disinterested directors or otherwise, both as to action in his or her 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 5. Insurance. The corporation shall have the 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, trustee, 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.

Section 6. Limitation. Notwithstanding any of the foregoing, to the extent that indemnification under this Article VI would result in a prohibited transaction or an act of self-dealing under Section 4941 of the Internal Revenue Code of 1986, as amended (the "Code") or corresponding provisions of any subsequent federal tax laws (all references herein to the Code shall include reference to any corresponding provisions of any subsequent federal tax laws), such indemnification is prohibited.

ARTICLE VII

Amendments

The certificate of incorporation and these bylaws may be altered, amended or repealed by an affirmative vote of two-thirds of all of the members of the board of directors at the annual or any regular meeting of the board or at any special meeting of the board if notice of the proposal is provided in accordance with these bylaws; provided

that notice of the meeting shall include the text of the proposed amendment and shall be given not less than seven (7) days prior to the date of the meeting.