

BYLAWS OF
OKLAHOMA CENTER FOR COMMUNITY AND JUSTICE, INC.
(An Oklahoma Not For Profit Corporation)

ARTICLE I. -OFFICES

Section 1.1- Principal Office. The Principal office for the transaction of the business of the Corporation shall be established by resolution of the Board of Directors (hereinafter called the "Board"). The Board is hereby granted full power and authority to change said principal office from one location to another.

Section 1.2 - Other Offices. The Corporation may also have an office or offices at such other place or places, either within or without the State of Oklahoma, as the Board may from time to time determine or as the business of the Corporation may require.

ARTICLE II.- BOARD OF DIRECTORS

Section 2.1- General Powers. The property, business, and affairs of the Corporation shall be managed by and under the direction of the Board.

Section 2.2- Numbers. The number of Directors of the Corporation, which shall not be less than fifteen (15) nor more than sixty-five (65) persons, shall be fixed from time to time by resolution of the Board. In addition to the proceeding sentence, the Board of Directors shall include past Chairs of the Board who serve as Directors for Life, Directors Emeriti as prescribed in Section 2.5 of Article II, and Honorary Directors as prescribed in Section 2.4 of Article II. Directors for Life, Directors Emeriti and Honorary Directors shall not be counted towards the authorized number of Directors of the Corporation. The initial number of Directors shall be the number designated in the Certificate of Incorporation.

Section 2.3- Diversity. The Directors of the Corporation shall reflect the diversity of the region or community wherein the Corporation maintains its principal office, including racial, gender, ethnic, cultural, religious, sexual orientation, economic and geographic diversity, youth of high school age or older, gender identity, and gender expression, from the community.

Section 2.4- Honorary Directors. The Governor of the State of Oklahoma, the Mayor of the City of Tulsa, the Mayor of the City of Oklahoma City, and any such other elected position the Board shall appoint from time to time shall be Honorary Directors of the Corporation during the term of their elected position. Honorary Directors

are non-voting members, however, are encouraged to participate in Board discussions.

Section 2.5- Directors Emeriti. Distinguished Directors of the Corporation who have completed their service as a director, but continues to serve the Corporations, may be appointed by the Board as a Director Emeritus. Directors Emeriti are non-voting members, however, are encouraged to participate in Board discussions. A Director Emeritus shall serve until such time he, she or they discontinue their service to the Corporation or resign as prescribed in Section 2.7 of Article II.

Section 2.6- Election of Directors: Term. Directors shall be elected by the Board at the annual or a special meeting of the Board. Directors shall be elected from a slate of candidates nominated by the Board or a nomination process authorized or approved by the Board, which candidates shall reflect the regional or community diversity criteria described in Section 2.3, above. Except as otherwise provided in this section, Directors shall be elected for a term of three (3) consecutive years and shall be eligible to serve three (3) consecutive terms on the Board, with approximately one-third (1/3) of the terms expiring each year, as prescribed by the Board. After serving nine (9) consecutive years, a Director shall be required to rotate off the Board for at least one (1) year. However, any Director whose term is ending pursuant to the proceeding sentence shall have his or her term extended if they are elected to serve as an officer of the Corporation and such extension shall last for their term of office as such an officer.

Section 2.7- Resignations. Any Director of the Corporation may resign at any time by giving written notice to the Board Chair. Any such resignation shall take effect immediately upon its receipt; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 2.8- Vacancies. Except as otherwise provided in the Certificate of Incorporation, any vacancy in the Board, whether because of death, resignation, disqualification, an increase in the number of Directors, or any other cause, may be filled by vote of the majority of the remaining Directors. Each Director so chosen to fill a vacancy shall hold office until such Director's successor shall have been elected and shall qualify or until such Director shall resign or shall have been removed.

Section 2.9- Place of Meeting. etc. The Board may hold any of its meetings at such place or within or without the state of Oklahoma as the Board may from time to time by resolution designate or as shall be

designated by the person or persons calling the meeting. Directors may participate in any regular or special meeting of the Board or any meeting of a committee designated by such Board by means of conference telephone or similar communications equipment pursuant to which all persons participating in such meeting can hear each other, and such participation shall constitute presence in person at such meeting.

Section 2.10- Annual Meeting. Annual meetings of the Board shall be held by the Board for the transaction of proper business as may come before such meetings, which meetings shall be held at such time, date, and place as the Board shall determine.

Section 2.11- Regular Meetings. Regular meetings of the Board shall be held at least quarterly at such times as the Board shall from time to time by resolution determine. Except as provided by law, notice of regular meetings need not be given.

Section 2.12- Special Meetings. (a) Special meetings of the Board may be called at any time by the Chair of the Board or by any three (3) Directors, to be held at the principal office of the Corporation, or at such other place or places, within or without the State of Oklahoma, as the person or persons calling the meeting may designate. Unless otherwise indicated in the notice thereof, any and all business, other than approval contracts with another corporation or party (or subsidiary thereof), and actions taken with respects to salaries, compensation, and other payments to be paid to, or contacts made with, a Director or executive officer, may be transacted at any special meeting. At any meeting at which all Directors shall be present, any business may be transacted.

(b) Notice of all special meetings of the Board shall be given to each Director by e-mailing a copy thereof at least four (4) days before the meeting. If the Chair of the Board, or the President, or three (3) of the Directors determine that a special meeting of the Board on short notice is necessary, then notice may be given by e-mail, text message and telephone not less than four (4) hours in advance for the time when a meeting shall be held. Such notice may be waived if all the Directors are present at the meeting, or if those not present sign a written waiver of notice of, or consent to such meeting or after the meeting, sign the approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or be made part of the minutes of the meeting.

Section 2.13- Quorum and Manner of Acting. Except as otherwise provided in the Certificate of Incorporation, the Bylaws, or bylaw, the presence of one-third of the authorized number of Directors shall be required to constitute a quorum for the transaction of business at any meeting of the Board, and all matters shall be decided at any such meeting, a quorum being present, by the affirmative votes of one-third of the Directors present in person, by conference call, or videoconferencing. Votes on routine business matters can also be sent via e-mail by absent Directors. In the absence of a quorum, Directors present at any meeting may adjourn the same from time to time until a quorum shall be present. Notice of any adjourned meeting need not be given. The Directors shall act only as a Board, and the individual Directors shall have no power as such.

Section 2.14- Action by Consent. Any action required or permitted to be taken at any meeting of the Board or of the Executive Committee, or any other committee of the Board may be taken without a meeting if a written consent thereto is signed by all members of the Board, Executive Committee, or such other committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or such committee.

Section 2.15- Compensation. No stated salary or fees need be paid to Directors, as such, for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board or an annual Director's fee may be paid; provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation therefore.

Section 2.16- Committees: Executive Committee. (a) General. The Board may, by resolution passed by a majority of the whole Board, designate one or more committees, each committee to consist of two (2) or more of the Directors of the Corporation. Any such committee, to the extent provided in the resolution of the Board, shall have and may exercise all powers and authority of the Board in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have any power or authority in reference to amending the Certificate of Incorporation, adopting an agreement of merger or consolidation, recommending to the

members a dissolution of the Corporation or a revocation of the dissolution, or amending the Bylaws of the Corporation. Any such committee shall keep written minutes of its meetings and report the same to the Board at the next regular meeting of the Board.

(b) Executive Committee. The Executive Committee of the Board shall be a standing committee. Its members shall consist of the following: The Chair of the Board, the Chair-Elect, Vice Chairs, Secretary, Treasurer, Immediate Past Chair, and President/CEO of the Corporation, and up to five (5) other Directors of the Corporation appointed as members at large by the Chair of the Board. All matters pertaining to eligibility, appointment to, and services on the Executive Committee shall be determined by the Chair of the Board, within his or her discretion. The Executive Committee shall have the power and authority to act for the Corporation and the Board in ordinary matters of business and activities of the Corporation. Major actions and policy decisions shall require ratification by the Board at its next meeting. The Executive Committee shall meet on call of the Chair of the Board or at the written request of any five (5) members of the Executive Committee, and at least six (6) times per year.

Section 2.17- Officers of the Board. The Board shall have a Chair of the Board and Secretary, and may, at the discretion of the Board, have a Vice Chair and other officers.

Section 2.18- Interested Directors. (a) No Director shall vote on a question in which such Director is personally interested, except the election of a Chair, or other officer or of members of any Committee of the Board, but in the absence of fraud, no contract or other transaction of the Corporation shall be affected or invalidated in any way by the fact that any of the Directors of the Corporation are in any way interested in or directly or indirectly connected with any other party to such contract or transaction, or are themselves parties to such contract or transaction, provided that such interest or connection shall be fully disclosed or otherwise known to the Board prior to the action of the Board by which such contract or transaction is authorized or confirmed.

ARTICLE III. - OFFICERS

Section 3.1- Officers. The officers of the Corporation shall be a Chair of the Board, Chair-Elect, a Secretary, a Treasurer, a Vice Chair of Fund Development, a Vice Chair of Programs, A Vice Chair of Membership, a Vice Chair of Public Awareness, a Vice Chair of Public Policy, a Vice Chair of Inclusive Leadership Council, a President/CEO, and other such officers as may be elected, from time to time by the Board, and such other officers as may be appointed by the Board pursuant to Section 5.8 of the Bylaws. Officers shall have such powers and duties as are permitted or required by law and as may be specified by or in accordance with these bylaws or resolutions of the Board. In the absence of any contrary determination by the Board, the officer designated as the Chair of the Board in the Bylaws or by resolution of the Board shall, subject to the power and authority of the Board, have general supervision, direction, and control of the officers, employees, business, and affairs of the Corporation. Except where otherwise expressly provided in a written contract duly authorized by the Board, all officers, agents, and employees shall be subject to removal at any time by the affirmative vote of a majority of the Directors, and all officers, agents, and employees other than officers elected or appointed by the Board, shall also be subject to removal at any time by the officer appointing them.

Section 3.2- Chair of the Board. The Chair of the Board presides at all meetings of the Board, and shall exercise such duties as customarily pertain to such office. The Chair of the Board may sign, execute and deliver, in the name of the Corporation, powers of attorney, contracts, bonds, and other obligations and shall perform such other duties as may be prescribed from time to time by the Board or by the Bylaws.

Section 3.3- Vice Chairs. The Vice Chairs of Program, Membership, Fund Development, Public Awareness, and Public Policy and Inclusive Leadership Council shall have primary management duties with respect to their elected positions, and such related or other duties as may be prescribed from time to time by the Chair of the Board, the Board or these Bylaws.

Section 3.4- Treasurer. The Treasurer shall be the financial officer of the Corporation responsible for conducting financial activities and affairs of the Corporation, as directed by the Board, Executive Committee,

and President/CEO, and shall make reports of corporate finances as required for the meetings of the Board, and as otherwise directed by the Board.

Section 3.5- Secretary. The Secretary shall give notices of meetings of the Board and Executive Committee as directed by the Board, shall keep or direct the keeping of the documents and records of the Corporation as the official records of the Corporation. The Secretary shall keep and maintain minutes of meetings of the Board and committees of the Board.

Section 3.6-President/CEO. The President/CEO shall exercise the duties of management of the day-to-day activities and operations of the Corporation, and have such other duties and authority, as may be prescribed from time to time by the Board, or by the Bylaws or by the Chair of the Board, or other officers.

Section 3.7- Election. The officers of the Corporation shall be chosen annually by the Board, and each person shall hold office for a two-year term, or until any earlier date upon which such person resigns, is removed, or otherwise disqualified to serve.

Section 3.8- Removal and Resignation. (a) Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or by any officer upon whom such power of removal may be conferred by the Board.

(b) Any officer may resign at any time by giving written notice to the Board or the Secretary of the Corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 3.9- Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause, shall be filled in the manner prescribed in the Bylaws for the regular elections and appointments to such office.

ARTICLE IV. - CONTRACTS, CHECKS, DRAFTS, BANK ACCOUNTS, ETC.

Section 4.1- Execution of Contracts. The Board, except as in the Bylaws otherwise provided, may

authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances; and unless so authorized by the Board or by the Bylaws, no officer, agent, or employee shall have nay power or authority to bind the Corporation by any contract or entanglement or to pledge its credit or to render it liable for any purpose or in any amount.

Section 4.2- Checks, Drafts, etc. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by resolution of the Board. Each such person shall give such bond, if any, as the Board may require.

Section 4.3-Deposit. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select, or as may be selected by any officer of the Corporation to whom such power shall have been delegated by the Board. The Chair of the Board, the President/CEO, or the Treasurer (or any other officer or officers employees, assistant or assistants, agent or agents, or attorney or attorneys of the Corporation who shall from time to time be determined by the Board) may endorse, assign, and deliver checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation.

Section 4.4- General and Special Bank Accounts. The Board may from time to time authorize the opening and keeping of general and special bank accounts with such banks, trust companies, or other depositories as the Board may select or as may be selected by any officer of the Corporation to whom such power shall have been delegated by the Board.

ARTICLE V. INDEMNIFICATION

Section 5.1- Actions, Suits or Proceedings Other Than by or in the Right of the Corporation. To the extent permissible in law, including applicable tax law, the Corporation shall indemnify to the fullest extent permitted under Oklahoma law, as the same exists from time to time, 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 (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a Director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or as a member of any committee or similar body, against expenses (including attorneys fee), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action, or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a pleas of nolo contendere or its equivalent, shall not, of itself, create presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, that the person had reasonable cause to believe that the person's conduct was unlawful.

Section 5.2- Actions, Suits, or Proceedings by or in the Right of the Corporation. To the extent permissible in law, including applicable tax law, 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 or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person 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, trust, or other enterprise against expenses (including attorneys fee) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith in a manner the person reasonably believed to be un or not opposed to the best interests of the Corporation except that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the district court or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to

indemnity for such expenses which the district court or such other court shall deem proper.

Section 5.3- Indemnity if Successful. Notwithstanding the other provisions of this Article, to the extent that a Director, officer, employee, or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 5.1 and 5.2, or in defense of any claim, issue, or matter therein, the person, shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 5.4- Determination of Right of Indemnification. Any indemnification under Section 5.1 or Section 5.2 of the Bylaws (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 the person has met the applicable standard of conduct set forth in Section 5.1 and 5.2 of the Bylaws. Such determination shall be made (i) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding, or (ii) 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, or (iii) by the members.

Section 5.5- Advance of Expenses. Expenses incurred by an officer or Director 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 upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized in this Article.

Section 5.6- Provisions of Bylaws Not Exclusive. The indemnification and advancement of expenses provided by, or granted pursuant to the other sections of this Article shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or, disinterested Directors or otherwise, both as to such person's official capacity and as to action in another capacity while holding such office.

Section 5.7- Insurance. Upon resolution passed by the Board, the Corporation may purchase and

maintain insurance on behalf of any person who is or was a Director, or officer employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise or as a member of any committee or similar body against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under the provisions of this Article.

Section 5.8- Continuation of Rights Provided by this Article. The indemnification and advancement of expenses provided by, or granted pursuant to this Article shall, unless otherwise provided when authorized or ratified, 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.

**ARTICLE VI. - PROHIBITIONS CONCERNING NET EARNINGS,
COMPENSATION AND POLITICAL ACTIVITIES, DISTRIBUTION
UPON DISSOLUTION**

No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its members, Directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for expenses incurred and services rendered and to make payment and distributions in furtherance of the purposes set forth in the Certificate of Incorporation. Lobbying efforts approved by the Corporation or other political activities on behalf of the Corporation shall be done only in strict compliance with federal tax law pertaining to such activities by corporations qualified under Section 501 (c)(3) of the Internal Revenue Code and in adherence to the guidelines of the Oklahoma Ethics Commission. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements concerning) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Certificate of Incorporation, this Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or any future Federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future

Federal tax code, or shall be distributed to the Federal government or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the district court of the county in which the principal office of the Corporation is located, exclusively for such purposes or to such organization or organizations, as the court shall determine which are organized and operated exclusively for such purposes.

The Corporation is intended to qualify for exemption from Federal income tax under Section 501 (c)(3) of the Internal Revenue Code, or any future Federal tax code, and all terms and provisions of these Bylaws shall be constructed and interpreted consistent with such intent.

ARTICLE VII. - MISCELLANEOUS

Section 7.1- Seal. The Board may provide a corporate seal, that may be in the form of a circle and bear the name of the corporation and words and figures showing that the Corporation was incorporated in the State of Oklahoma and the year of incorporation.

Section 7.2- Waiver of Notices. Whenever notice is required to be given by the Bylaws or the Certificate of Incorporation, or by law, the person entitled to such notice may waive such notice in writing, either before or after the time stated therein, and such waiver shall be deemed equivalent to notice.

Section 7.3- Fiscal Year. The fiscal year of the Corporation shall end on the 31st day of December each year.

Section 7.4- Inspection of Corporate Books and Records. The Board from time to time shall determine whether and to what extent and at what time and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them shall be open to inspection.

Section 7.5- Certificate of Incorporation. As used herein, the term "Certificate of Incorporation" shall mean the Certificate of Incorporation of the Corporation, as the same may be amended or restated from time to time.

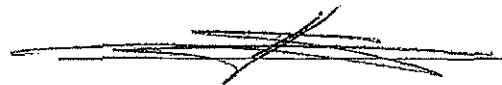
Section 7.6- Amendments. The Bylaws, or any of them, may be rescinded, altered, amended, or repealed, and new Bylaws may be made by the Board, by vote of a majority of the number of Directors then

in office as Directors, acting at any meeting of the Board; provided, that any such action on the Bylaws may also be taken by the Directors by consent in writing as provided in the Bylaws, or as otherwise permitted by law.

APPROVED on this 15 day of September 2016, by the OCCJ Board of Directors



M. Ted Haynes
Secretary



Shane Fernandez
Chair