

Proposed amendments approved by the CJJ Executive Board to be considered by the Council of SAGs

PROPOSED BYLAWS AMENDMENTS

In Article VIII Committees, Section 8.02. Required Board Committees

Proposed change would add new committee, consisting of four members of CJJ's Executive Board to provide rapid communications response to matters involving the Executive Board or personnel.

AMENDED AND RESTATED BYLAWS
(the "Bylaws")

OF

COALITION FOR JUVENILE JUSTICE
(the "Corporation" or "CJJ")

ARTICLE I
NAME

Section 1.01. Name. The name of the Corporation shall be the Coalition for Juvenile Justice (CJJ).

Section 1.02. Principal Office. The principal office of the Corporation is located in the District of Columbia, and the Corporation may have offices either within or outside the District of Columbia as the board of directors (the "Executive Board") may from time to time determine or as the business of the Corporation may require.

ARTICLE II
PURPOSES

Section 2.01. Nonprofit Purposes. The Corporation is organized in accordance with requirements of an organization holding a 501(c)(3) status under the U.S. Internal Revenue Service Tax Code (the "Code"), to operate exclusively for charitable and educational purposes, including the following:

- A. Provide a national forum for the (i) promotion and advancement of programs, best practices, emerging research, activities, and procedures which contribute to the prevention and treatment of juvenile delinquency and (ii) improvement of the juvenile justice advisory system; and
- B. Provide a mechanism for State Advisory Groups ("SAGs") and Corporation partners to:
 - 1. Assist in the development of local, state, and national policy and legislation in areas relating to juvenile justice and positive youth development;
 - 2. Work effectively with the Office of Juvenile Justice and Delinquency Prevention, as well as other organizations, groups, and individuals involved in juvenile justice and delinquency prevention; and
 - 3. Offer information-sharing, networking, and training and technical assistance opportunities to better educate SAGs, Corporation members, and the general public on issues relating to juvenile justice.

ARTICLE III MEMBERS

Section 3.01. Classes of Members. The Corporation shall have three (3) classes of members: (A) SAG members, (B) individual members, and (C) organizational members.

1. State Advisory Group Members. Each SAG, established under the Juvenile Justice and Delinquency Prevention Act and whose beliefs and practices comport with the Corporation's core principles as set forth in as set forth in Coalition for Juvenile Justice: Policy Positions, is eligible to become a member of the Corporation upon payment of annual membership fees pursuant to Section 3.02. Upon admission to the Corporation, each member of the applicable SAG shall also automatically receive all benefits and designations of an Individual Member of the Corporation, and shall not be required to pay any membership fees beyond the annual membership fees paid by the SAG member under Section 3.02. Corporation membership will be extended to all governor-appointed, volunteer SAG members and the primary state support staff which includes the Juvenile Justice Specialist, DMC Coordinator, and Compliance Monitor. Each SAG that is a CJJ member shall be a voting member and have one (1) vote on the Council of SAGs on Corporation governance.

2. Individual Members. Individual members of the Corporation are persons associated with, or interested in, juvenile justice system improvements and whose beliefs and practices comport with the Corporation's core principles as set forth in Coalition for Juvenile Justice: Policy Positions. Individual memberships may be personalized to engage certain audiences or groups identified by the Corporation (e.g., youth members). Such members will be acknowledged as Corporation members upon payment of annual membership fees pursuant to Section 3.02. Individual members shall be non-voting members on Council of SAGs.

3. Organizational Members. Organizational members of the Corporation are any groups (e.g. non-profits and other corporations or entities other than State Advisory Groups) that support the Corporation's core principles as set forth in Coalition for Juvenile Justice: Policy Positions. Such members will be acknowledged as Corporation members upon payment of annual membership fees pursuant to Section 3.02. Organizational members shall be non-voting members on Corporation governance.

Section 3.02. Membership Structure and Fees.

A. The Executive Board shall review the membership structure and fees for all classes of membership on a regular basis or at the recommendation of the Treasurer/Secretary.

B. All SAG memberships must be paid in full no later than July 1 of the applicable fiscal year. Provisional SAG memberships may be granted upon written approval of the Executive Board.

C. New individual and organizational membership fees will be accepted by the Corporation on a rolling basis throughout the fiscal year. Organizational memberships are subject to review and approval by staff and the Executive Board to ensure alignment with the

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Corporation's mission and core principals.

D. Renewals shall take place annually, at the start of each fiscal year, and individual members and organizational members shall pay the applicable membership fees no later than January 1 of the coming fiscal year.

ARTICLE IV THE EXECUTIVE BOARD

Section 4.01. Composition. The Executive Board shall consist of such number of persons as may be fixed from time to time by the Executive Board, but not less than that required from time to time by the District of Columbia Nonprofit Corporation Act of 2010, as the same now exists or may hereafter be amended (the "Nonprofit Corporation Act") nor less than the number necessary to comply with this Section 4.01; *provided*, that the number of directors shall not be reduced so as to shorten the term of any director at the time in office.

At all times, the Executive Board shall consist of the following persons:

A. The National Chair, Immediate Past Chair, Vice Chair, and Treasurer/Secretary (elected as set forth in Section 5.03);

B. The Emerging Leaders Committee Chair, Ethnic and Cultural Diversity Committee Chair, National Juvenile Justice Specialist, National Compliance Monitor, and National Racial and Ethnic Disparities Coordinator (selected as set forth in Section 4.02); and

C. Eight (8) directors representing the four (4) geographic regions of the Corporation, one (1) chair and one (1) representative from each region (selected as set forth in Section 4.02(E) and Section 4.02(F)).

Seven (7) additional directors may be appointed as follows:

A. Two (2) directors may be appointed by the Executive Board, one (1) from each of the two (2) largest regions as determined by paid SAG memberships. These directors must be current members of the Corporation at the time of election, but are not required to be part of a SAG member.

B. Two (2) directors from [organizations identified by the Executive Board] may be appointed by the Executive Board from time to time. These directors must be current members of the Corporation at the time of appointment, but are not required to be part of a SAG member.

C. Two (2) directors may be appointed by the Executive Board to fill specific needs of the Corporation consistent with the legal, financial, or strategic goals of the Corporation. These directors must be current members of the Corporation at the time of appointment, but are not required to be part of a SAG member.

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D. One (1) director to represent CJJ's Organizational Advisory Committee.

Section 4.02. Duties of Certain Directors.

A. *Emerging Leaders Committee Chair.* The Emerging Leaders Committee Chair shall be elected by the Council of SAGs. The Emerging Leaders Committee Chair shall ensure youth input and involvement in all aspects of the Corporation's work. The Emerging Leaders Committee Chair shall be from a SAG member in good standing with the Corporation with respect to payment of membership fees under Section 3.02 and shall be under the age of 24 at the time of election to the Executive Board and shall not serve in the position past the age of 28. Further roles and responsibilities of the Emerging Leaders Committee Chair are defined in the Executive Board Manual.

B. *Ethnic and Cultural Diversity (ECD) Chair.* The ECD Chair shall be elected by the Council of SAGs. The ECD Chair shall act as advisor on issues of race, culture, and ethnicity and keep them constant priorities at the state and national level. The ECD Chair shall be from a SAG member in good standing with the Corporation with respect to payment of membership fees under Section 3.02. Further roles and responsibilities of the ECD Chair are defined in the Executive Board Manual.

C. *National Juvenile Justice Specialist.* The National Juvenile Justice Specialist shall be elected by a majority of the Juvenile Justice Specialists. The National Juvenile Justice Specialist shall serve as the primary point of contact and communication among the Juvenile Justice Specialists and shall ensure that their concerns and ideas are effectively addressed by the Corporation. Further roles and responsibilities of the National Juvenile Justice Specialist are defined in the Executive Board Manual.

D. *National Racial and Ethnic Disparities (R/ED) Coordinator.* The National R/ED Coordinator shall be elected by a majority of the RED Coordinators. The National R/ED Coordinator shall serve as the primary point of contact and communication among the R/ED Coordinators and shall ensure that their concerns and ideas are effectively addressed by the Corporation. Further roles and responsibilities of the National R/ED Coordinator are defined in the Executive Board Manual.

E. *National Compliance Monitor.* The National Compliance Monitor shall be elected by a majority of the Compliance Monitors. The National Compliance Monitor shall serve as the primary point of contact and communication among the Compliance Monitors and shall ensure that their concerns and ideas are effectively addressed by the Corporation. Further roles and responsibilities of the National Compliance Monitor are defined in the Executive Board Manual.

F. *Regional Chairs.* The Council of SAGs shall elect one (1) Regional Chair for each region, as described in Article VI, to serve on the Executive Board. The Regional Chair shall serve as the primary point of contact and communication among Corporation members within a certain geographical area and shall ensure that such members' concerns and ideas are effectively addressed by the Corporation. Regional Chairs must be SAG members in

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good standing with the Corporation with respect to payment of membership fees under Section 3.02. Further roles and responsibilities of the Regional Chairs are defined in the Executive Board Manual.

G. *Regional Representatives.* The Council of SAGs shall elect one (1) Regional Representative for each region, as described in Article VI, to serve on the Executive Board. The Regional Representative shall assist the Regional Chair in functions and activities associated with the region and shall assume the position of Regional Chair in the absence, or in the event of the resignation, removal, or death of the Regional Chair until such time as a permanent appointment is made. The Regional Representative must be a current member of the Corporation, but is not required to be part of a SAG member. Further roles and responsibilities of the Regional Representative are defined in the Executive Board Manual.

Section 4.03. Terms of Office and Vacancies.

A. Term. All directors shall have a term of two (2) years or until such later date as a successor is elected and assumes office.

B. Vacancies. Vacancies shall be filled by the Executive Board for the remainder of the applicable term in accordance with the eligibility requirements contained in these Bylaws.

Section 4.04. Powers. The Executive Board shall hold legal and fiduciary powers of the Corporation. The Executive Board shall operate within the guidelines established by these Bylaws and will inform the Council of SAGs of all decisions made and actions taken on behalf of the Corporation.

Section 4.05. Duties. The Executive Board shall be responsible for developing policies in regard to its operations, and shall meet as necessary in order to conduct such other business as may be necessary to manage the affairs of the Corporation. Directors are expected to speak on behalf of SAGs and Corporation members to state and national policy-making agencies and bodies in a manner consistent with the Corporation's core principles as set forth in Coalition for Juvenile Justice: Policy Positions and the Corporation's strategic plan. Further roles and responsibilities of the Executive Board are defined in the Executive Board Manual.

Section 4.06. Meetings. Meetings of the Executive Board, regular or special, may be held within or outside the District of Columbia upon not fewer than two (2) days' notice to each director, either personally or by mail, email, telephone, or facsimile, subject to waiver of notice as provided in the Nonprofit Corporation Act. Except as otherwise provided by law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Board need be specified in the notice or waiver of notice of such meeting. Regular meetings shall be held at least once each year or more often as established from time to time by resolution of the Executive Board or as required by the business of the Corporation. Special meetings of the Board of Directors may be called by the National Chair at any time and shall be called by the National Chair upon the written request of a majority of the directors then in office.

Section 4.07. Quorum and Voting. One-third (1/3) of the directors then in office shall constitute

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a quorum for the transaction of business. Each director shall be entitled to one (1) vote. Except as otherwise provided by law or these Bylaws, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Board. If a quorum shall not be present at any meeting of the Executive Board, the directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. In the event that the Executive Board is unable to make a decision based on a tied number of votes, the National Chair shall have the power to swing the vote based on his or her discretion.

Section 4.08. Proxy Voting. If a director cannot be present at a meeting, they may not give another director a proxy to vote on their behalf, or send someone in their place.

Section 4.09. Written Consents. Any action required or permitted to be taken at a meeting of the Executive Board may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the directors then in office.

Section 4.10. Meetings by Telephone or Other Means. Any one or more members of the Executive Board may participate in a meeting of the Executive Board by means of conference telephone or other equipment, allowing all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 4.11. Disclosure of Conflicts of Interest.

A. A conflict of interest may arise if a director or member of certain Executive Board committees (e.g., Finance Committee or Audit Committee) has a relationship with an organization or individual which would or may lead to financial gain for such director.

B. All officers, directors, and staff shall be required to annually sign a written statement describing any current relationships that may cause a conflict of interest with the Corporation and shall update the form when any changes in relationship status occur.

C. Potential conflicts of interest must be fully disclosed to the Executive Board prior to debate on any affected actions.

Section 4.12. Whistleblower Policy. At all times when conducting an investigation into fraudulent or dishonest conduct on the part of employees, staff, contractors, directors, consultants, or volunteers, the Executive Board shall act in accordance with the "Disclosure of Improper Action/Whistleblower Policy."

Section 4.13. Compensation. Directors shall receive no compensation for carrying out their duties as directors. The Executive Board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out Executive Board responsibilities, such as travel expenses to attend Executive Board meetings. Directors are not restricted from being remunerated for professional services provided to the Corporation. Such remuneration shall be reasonable and fair to the Corporation and must be reviewed and

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approved in accordance with state law.

Section 4.14. Removal and Resignation.

A. Removal. Upon 30 days' prior written notice to the applicable director (the "Removal Notice"), a director may be removed from the Executive Board upon a majority vote of the Executive Board. The Removal Notice shall include the cause for such director's removal. Causes for removal may include, but are not limited to, the following:

1. Failure to perform the duties of director due to persistent and routine absence or inaction;
2. Misuse of any of the Corporation's assets or proprietary/confidential information;
3. Failure to disclose a conflict of interest;
4. Misrepresentation of the Corporation or its mission, goals or strategic priorities in any public forum, written, verbal and/or electronic; or
4. Any other action deemed to run counter to the best interests of the Corporation.

B. Resignation. A director may resign at any time upon written notice to the Executive Board, National Chair, or Executive Director. Any such resignation shall take effect upon the date of receipt or such later date as approved by the Executive Board. The Executive Board may refuse to accept a resignation offered by any director in order to avoid such director's expulsion from the Executive Board. A resignation will not absolve a director of financial obligations owing to the Corporation.

**ARTICLE V
OFFICERS OF THE EXECUTIVE BOARD**

Section 5.01. Officers of the Executive Board. The officers of the Executive Board shall consist of the National Chair, Vice Chair/Chair Elect, Immediate Past Chair, and Treasurer/Secretary (collectively, the "Board Officers").

- A. Each Board Officer shall be appointed by the Executive Board.
- B. Each Board Officer must be a member of his or her SAG at the time of election.
- C. Each Board Officer shall hold office until his or her successor is elected and qualifies to serve in the applicable office or until his or her earlier resignation, removal or death.
- D. Each Board Officer shall serve on the Executive Board as set forth in Section 4.01.

Section 5.02. Duties.

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A. *National Chair*. The National Chair shall preside at all meetings of the Council of SAGs and the Executive Board. The National Chair shall speak on behalf of the SAG members and allied members to Congress and national policymaking agencies and bodies in a manner consistent with the Corporation's core principles as set forth in Coalition for Juvenile Justice: Policy Positions and the Corporation's strategic plan. The National Chair shall appoint special and/or ad hoc committees as necessary, and ensure all financial obligations and policies are being met. Further roles and responsibilities of the National Chair are defined in the Executive Board Manual.

B. *Immediate Past Chair*. The Immediate Past Chair shall assist the National Chair in carrying out the functions and operations of the Executive Board. The Immediate Past Chair will serve as an ex-officio member of the Nominating Committee. Further roles and responsibilities of the Immediate Past Chair are defined in the Executive Board Manual.

C. *Vice Chair*. The Vice Chair shall assist the National Chair in carrying out the functions and operations of the Executive Board, and assume the duties of the National Chair in the absence, or in the event of the resignation, removal, or death of the National Chair. Further roles and responsibilities of the Vice Chair are defined in the Executive Board Manual.

D. *Treasurer*. The Treasurer shall oversee the general receipt and disbursement of the Corporation's funds, review and recommend financial policies, review the work of the Audit Committee, and project potential financial problems. Further roles and responsibilities of the Treasurer/Secretary are defined in the Executive Board Manual.

Section 5.03. Term. Terms for Board Officers shall be for two (2) years or until a successor is elected and assumes office. At the end of a term, (A) the Vice Chair shall assume the position of National Chair, (B) the National Chair shall assume the position of Immediate Past Chair, and (C) the out-going Immediate Past Chair shall graduate off of the Executive Board.

Section 5.04. Vacancies. Board Officer vacancies shall be filled by the Executive Board for the remainder of the term, in accordance with the eligibility requirements contained in these Bylaws, with the following exceptions:

1. If the office of Immediate Past Chair becomes vacant, the Executive Board may choose to fill the position with a previous National Chair, or may leave the position vacant.
2. If the position of National Chair becomes vacant, the Vice Chair shall automatically succeed to the position of National Chair for the remainder of the term, followed by one (1) full two (2)-year term as National Chair.
3. If the office of Vice Chair becomes vacant, a special election shall be held by the Council of SAGs to fill the vacancy.

ARTICLE VI REGIONS

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Section 6.01. Composition of Regions. Each SAG member, organizational member, and individual member of the Corporation shall be assigned to one (1) of four (4) geographic regions. The Council of SAGs shall determine the states and territories that are included in each of the four (4) regions. The states and territories included in each region are subject to change by the Council of SAGs. States and territories included in each region, as well as the total number of regions, shall be reviewed every four (4) years by the Council of SAGs, or more frequently as determined necessary by the Council of SAGs.

Section 6.02. Region Voting. Each SAG member, organizational member, and individual member of the Corporation shall receive one (1) vote for any election or decision-making purpose at the regional level.

ARTICLE VII COUNCIL OF STATE ADVISORY GROUPS

Section 7.01. General Powers. The Council of SAGs shall (A) have the sole authority to amend these Bylaws and (B) determine the composition of the Corporation's regions addressed in Article VI.

Section 7.02. SAG Chair and Chair-Designees. The Chair or Chair-designee for each SAG member shall serve as the voting member, as applicable, on the Council of SAGs, and shall be elected pursuant to the internal corporate governance policies of the applicable member's state.

Section 7.03. Membership on the Council; Voting. In order to hold voting rights on the Council of SAGs, the SAG member must be in good standing with the Corporation with respect to payment of membership fees under Section 3.02 or have provided a formal letter of intent to join the Corporation no later than two (2) days prior to the scheduled vote.

Section 7.04. Meetings; Voting.

- A. An annual meeting of the Council of SAGs shall be held (in person, when possible).
- B. Special meetings of the Council of SAGs may be called by the Council of SAGs or the Executive Board, as needed, and notice of such meetings shall be given upon not fewer than two (2) days' notice to each member of the Council of SAGs, either personally or by mail, email, telephone, or facsimile, subject to the same waiver of notice requirements that apply to the Executive Board.
- C. A majority of voting-eligible members on the Council of SAGs shall constitute a quorum for either a regular or special meeting.
- D. Each SAG member [that is in good standing with the Corporation with respect to payment of membership fees under Section 3.02], represented by the Chair or Chair-designee of the applicable SAG member, shall be entitled to one (1) vote in proceedings of the Council of SAGs. The Corporation must be notified two (2) days in advance if the person voting on

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behalf of the SAG member is someone other than the Chair or Chair-designee of such SAG member.

E. The National Chair shall not vote at meetings of the Council of SAGs. If the National Chair also serves as the Chair of his or her SAG, such SAG member must designate a person to vote in place of the National Chair at meetings of the Council of SAGs.

ARTICLE VIII COMMITTEES

Section 8.01. Board Committees. The Executive Board, by resolution adopted by a majority of the directors then in office, may designate or appoint one or more committees, each of which shall:

- A. consist of one or more members of the Executive Board;
- B. be governed by the same rules regarding meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements as apply to the Executive Board; and
- C. to the extent provided in said resolution, have and may exercise the authority of the Executive Board in the management of the Corporation (except as prohibited by law).

Section 8.02. Required Board Committees. The Executive Committee, Audit Committee, Finance Committee, and Nominating Committee are committees required by the Executive Board.

A. Executive Committee. The Executive Board shall create an Executive Committee consisting of four (4) members, and shall include the National Chair, Vice Chair/Chair Elect, Immediate Past Chair, and Treasurer/Secretary and such other directors, if any, as the Executive Board may specify. The Executive Committee shall have the power to take actions in lieu of the Executive Board during periods between meetings of the Executive Board with respect to the day-to-day operations of the Corporation, implementation of strategies and plans approved by the Executive Board, and matters requiring immediate Executive Board attention. Actions of the Executive Committee must be reported to the Board within ten (10) days.

B. Audit Committee. The Executive Board shall create an Audit Committee consisting of five (5) current Corporation members in good standing with respect to payment of membership fees under Section 3.02. The Audit Committee shall operate separately from the Treasurer/Secretary and Finance Committee. The Executive Board shall appoint one (1) member from each region, as set forth in Article VI, to the Audit Committee, and the fifth member of the Audit Committee shall be appointed by the Executive Board with input from the National Chair. Such fifth member shall serve as chair of the Audit Committee. At least one (1) member of the Audit Committee shall have significant financial background (e.g., a Certified Public Accountant or Chief Financial Officer with at least 5 years' experience). Such member should be a member of the Council of SAGs, but if no SAG member with the

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appropriate financial background is available, the Executive Board may appoint a non-member of the Council of SAGs to serve in such position.

The Audit Committee shall oversee and review the independent fiscal audit of the Corporation. Its work will include soliciting proposals for an audit contract, selecting a firm to perform the audit, setting a schedule for the completion of the audit, reviewing the results of the audit, and presenting a written report of such results (including recommendations on fiscal management issues) to the Finance Committee and the Executive Board.

C. Finance Committee. The Executive Board shall create a Finance Committee consisting of five (5) directors. The Treasurer/Secretary shall serve as Chair of the Finance Committee. The Executive Board shall appoint one (1) member from each region, as set forth in Article VI, to serve on the Finance Committee. The fifth member of the Finance Committee shall be the immediate past Treasurer/Secretary, if available. If there is no immediate past Treasurer/Secretary available, the current Treasurer/Secretary shall appoint an individual with expertise in the areas of finance to fill the seat.

The Finance Committee shall act as financial advisor to the Executive Board and Executive Director in all of the Corporation's financial affairs including, but not limited to:

1. Preparing, in concert with the Executive Director, an annual operating budget prior to presentation to the Executive Board;
2. Conducting periodic reviews of all financial reports;
3. Facilitating a periodic review of all financial policies;
4. Reviewing the work of the Audit Committee; and
5. Designing and ensuring compliance with a system of internal accounting controls as approved by the Executive Board.

D. Nominating Committee. The Executive Board shall create a Nominating Committee consisting of five (5) members. The Executive Board shall appoint one (1) member from each region, as set forth in Article VI, to serve on the Nominating Committee, and the fifth member of the Nominating Committee shall be the Immediate Past Chair, who shall serve as Chair of the Nominating Committee.

The duties of the Nominating Committee shall include:

1. Ensuring that a qualified slate of candidates for each officer and director position is presented to the Council of SAGs for election (the "Council of SAGs Election"), no fewer than 20 days prior to such election;
2. Ensuring that candidates for each officer and director position on the Council of SAGs have a written statement of support from their supporting SAG and/or

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organization that expressly permits such persons to serve on the Executive Board;

3. Organizing a candidates' forum prior to the Council of SAGs Election in order to introduce the candidates to the Council of SAGs by written, in-person, or electronic means or a combination thereof;
4. Employing all reasonable efforts to provide a pool of candidates that is representative and diverse in its composition, by dimensions such as age, gender, race and ethnicity, geographic dispersion, political perspective and/or affiliation, and professional skill/discipline; and
5. Employing all reasonable efforts to provide that officer positions on the Executive Board are rotated amongst the regions, as set forth in Article VI.

Nominations for officer and director positions on the Council of SAGs may also be received from the floor; provided, that notice of such nomination has been given in writing to the Chair of the Nominating Committee ten (10) days preceding the day of election for the applicable officer or director position.

E. Communications Committee. The Executive Board shall create a Communications Committee consisting of four (4) current members of the Executive Board.

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The duties of the Communications Committee shall include:

1. Reviewing, and in conjunction with the Executive Director, approving any communications to the media made in relation to actions taken by the Executive Board or its members.
2. Reviewing, and, as appropriate, in conjunction with the Executive Director, approving any communications to the media made in relation to personnel matters.

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Section 8.03. Advisory Committees. Advisory committees not having and exercising the authority of the Executive Board in the management of the Corporation may be designated and appointed by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present, and shall be comprised of such persons who may, but need not be, members of the Executive Board, as the Executive Board may specify.

Section 8.04. Limitation. The designation and appointment of any committee and the delegation thereto of authority shall not operate to relieve the Executive Board, or any individual director, of any responsibility imposed by law, except as permitted by the Nonprofit Corporation Act.

Section 8.05. Electronic and Telephone Communications. All standing and ad hoc committees of the Corporation shall be authorized to act via electronic transmission and telephone when in-person meetings are not possible.

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ARTICLE IX ADMINISTRATION

Section 9.01. Officers of the Corporation.

A. Officers of the Corporation. The officers of the Corporation shall consist of an Executive Director, a Secretary/Treasurer, and may include such other officers and assistant officers as may from time to time be deemed necessary or desirable, all of whom shall be appointed by the Executive Board. Each officer shall hold office until his or her successor is elected and qualified or until his or her earlier resignation, removal or death. The Executive Board may appoint, and may delegate the power to appoint, such other officers, agents and employees as it may deem necessary or proper, who shall hold office for such period, have such authority and perform such duties as may from time to time be prescribed by the Executive Board.

B. Removal. Any officer, agent, or employee of the Corporation may be removed at any time, with or without cause, by the Executive Board, and the Executive Board may delegate such power of removal as to officers, agents, and employees not appointed by the Executive Board. Such removal shall be without prejudice to such person's contract rights, if any, but the appointment of any person as an officer, agent, or employee of the Corporation shall not of itself create contract rights.

Section 9.02. Fiscal Year. The fiscal year of the Corporation shall be the calendar year, but may be changed from time to time by resolution of the Executive Board.

Section 9.03. Books and Records. The Corporation shall prepare and maintain correct and complete books and records of account and shall also keep minutes of all meetings of its Executive Board and any committees thereof. The books and records shall include a minute book, which shall contain a copy of the articles of incorporation, including any amendments, a copy of these Bylaws, all minutes of meetings of the Executive Board and any committees thereof, a copy of the complete Form 1023 exemption application as filed with the Internal Revenue Service and copies of the three most recent Forms 990 and Forms 990-T (if any) filed with the Internal Revenue Service.

Section 9.04. Loans to Directors and Officers. No loans or advances shall be made by the Corporation to any of its directors or officers, except as permitted by the Nonprofit Corporation Act.

Section 9.05. Dissolution. In the event of the dissolution of the Corporation, its assets shall be returned to the SAGs in proportion to the amount received from each; *provided*, that each SAG eligible to receive such assets agrees to use such assets for educational/charitable purposes in accordance with the limitations of proceeds from an organization holding 501(c)(3) status under the Code.

Section 9.06. Continued Existence. The Corporation is dedicated to the purposes set forth in Article II of these Bylaws. If there is any change that might limit such purposes (e.g., dissolving

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the SAGs, cessation or reduction of SAG federal funding, or changes in legislative policy or federal administration), the Corporation shall continue to advance the purposes set forth in Article II of these Bylaws to the fullest extent possible, guided by the Corporation's core principles as set forth in Coalition for Juvenile Justice: Policy Positions.

Section 9.07. Governance.

A. In the event of an adverse change which prevents the practical continuation of the Council of SAGs serving as the governing body of the Corporation, the Executive Board shall govern the Corporation. This governance shall continue for a maximum of one (1) year from the effective date of the aforementioned adverse change, during which the Executive Board shall either restore the previous structure (e.g., governance by the Council of SAGs) or adopt a meaningful alternative method of governance. During such period of governance, the Executive Board may amend, but not abolish, these Bylaws pursuant to Article XI.

B. If the Executive Board has not restored the previous governance structure (e.g., governance by the Council of SAGs) or adopted a meaningful alternative method within one (1) year from the effective date of the adverse changes, then the Executive Board shall dissolve the Corporation in the manner prescribed in these Bylaws and by applicable state and federal laws.

Section 9.08. Limitations on Activities. No substantial part of the activities of the Corporation shall be in carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided within the Code. The Corporation shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 9.09. Indemnification.

A. General. Given the voluntary nature of its officers and members, as well as the charitable and educational mission of the Corporation, the Corporation shall indemnify any individual against all reasonable expenses incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding in which he or she may become involved as a party or otherwise by reason of being or having been a director, officer, or agent of the Corporation in the Corporation's governing jurisdiction of the District of Columbia; *provided*, that such director, officer, or agent has met the standards of conduct ordinarily required of a director, officer, or agent regarding legal and fiduciary responsibilities to the Corporation, and only to the extent that its status as a 501(c)(3) tax exempt organization is not affected thereby.

B. Definitions. For purposes of Section 9.09(A) hereof, "reasonable expenses" shall be deemed to include, but not be limited to, reasonable counsel fees and disbursements, judgments, fines, penalties, and reasonable amounts paid in settlement; and "claim, action, suit or proceeding" shall be deemed to include every claim, action, suit, or proceeding, whether civil or criminal, administrative, judicial, or legislative, at the trial level or on review, and shall include any reasonable apprehension or threat of such a claim, action, suit, or proceeding. A settlement plea of *nolo contendere* or its equivalent shall not of itself create

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a presumption that the director or officer seeking indemnification is not entitled to indemnification.

C. Coverage. The right of indemnification shall extend to any person otherwise entitled to it under this Section 9.09 whether or not that person continues to be a director or officer of the Corporation at the time such liability or expense is incurred. The right of indemnification shall extend to the legal representatives and heirs of any person otherwise entitled to indemnification. If a person meets the requirements of this Section 9.09 with respect to some matters in a claim, action, suit, or proceeding, but not with respect to others, such person shall be entitled to indemnification as to the former.

D. Insurance. The Corporation shall endeavor to purchase and maintain liability insurance with a limit of coverage of not less than that specified in Section 29-406.90 of the Nonprofit Corporation Act.

E. Miscellaneous. This Section 9.09 shall not exclude any other rights of indemnification or other rights to which any director or officer may be entitled by contract, by vote of the Executive Board or as a matter of law. If any clause, provision or application of this Section 9.09 shall be determined to be invalid, the other clauses, provisions or applications shall not be affected thereby and shall remain in full force and effect. The provisions of this Section 9.09 shall be applicable to claims, actions, suits or proceedings made or commenced after its adoption, whether arising from act or omissions occurring before or after its adoption.

ARTICLE X AMENDMENTS

Section 10.01. Amendments. These Bylaws shall only be amended by the Council of SAGs at a scheduled meeting. A two-thirds (2/3) vote of the Council of SAGs shall be required to approve any amendments to these Bylaws.

Section 10.02. Proposed Amendments. Amendments to these Bylaws may be proposed by the Executive Board or an ad hoc Bylaws Committee appointed by the Executive Board. The Executive Board must approve any proposed bylaws amendments before presenting to the Council of SAGs for the final vote.

Section 10.03. Procedure for Amendment. A copy of the proposed amendments to these Bylaws shall be mailed or transmitted by electronic transmission (with confirmation of receipt) to each member of the Council of SAGs, with a notice of the time and place of the meeting of the Council of SAGs, at least two (2) days in advance of such meeting.

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