

BYLAWS OF COMMUNITY FOR CHILDREN'S JUSTICE,
a nonprofit supporting Summit County Children's Justice Center

**ARTICLE I
NAME**

The name of the organization shall be COMMUNITY FOR CHILDREN'S JUSTICE, hereafter referred to as "CCJ".

**ARTICLE II
DEFINITIONS**

Board: shall mean the Board of Directors of the CCJ.

Director: shall mean an individual that serves on the Board.

**ARTICLE III
PURPOSE, POWERS & OWNERSHIP**

SECTION 1. Purpose. CCJ is organized to operate exclusively for charitable purposes benefiting Summit County Children's Justice Center. CCJ does not discriminate on the basis of race, religion, sex, national origin, disability, age or sexual orientation.

CCJ is a nonprofit serving Summit County Children's Justice Center by strengthening the overall support system with a fully equipped campus for child abuse victims and their families. CCJ's vision is to promote education and bring awareness of child abuse in Summit County.

SECTION 2. Powers. CCJ shall have the power, directly or indirectly, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the organization has been created, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

**ARTICLE IV
LOCATION**

The principal office of CCJ, at which the general business of the organization will be transacted and where the records of the organization will be kept, will be at such place in Summit County in the State of Utah as may be fixed from time to time by the Board.

ARTICLE V THE BOARD OF DIRECTORS

SECTION 1. Governance of CCJ. The governance of CCJ shall be vested in a Board consisting of seven (7) to fifteen (15) Directors, including officers as outlined in Article VII. Except as otherwise provided by law, the Articles of Incorporation or these Bylaws, the Board shall exercise all authority in the governance of CCJ. The Board serving hereunder shall have the power, authority and responsibilities of and shall perform the functions provided for Directors under the Utah Revised Nonprofit Corporation Act, including, but not limited to, the power to do the following:

- (a) To appoint and control and at its pleasure remove any agents and employees and to allow such compensation for their services as the Board shall deem proper. This shall include the power to appoint investment advisors, trust companies, banks or other fiduciaries to invest and safeguard CCJ's assets;
- (b) To prescribe, consistent with these Bylaws, the duties of any Officer;
- (c) To determine and govern all matters affecting CCJ's finances, discipline, committees, advisory board, or function of the mission statement; and
- (d) To conduct such acts as may be required to carry out CCJ's exempt purposes. All powers not delegated by the Board are reserved to the Board.

SECTION 2. Term of Office. The term of each Director shall be four (4) years. No Director shall serve more than two (2) consecutive four (4) year terms.

SECTION 3. Addition of New Directors. New Directors may be added from time to time, not to exceed the number as stated in Article V, Section 1. The Executive Committee will submit the names and background information of potential new Directors to the Board at a regularly scheduled meeting. With a two-thirds (2/3) vote of the Board, the proposed member shall become a Director, starting their first four (4) year term.

SECTION 4. Unexcused Absence Considered a Resignation. Unexcused absence from three (3) regularly scheduled meetings of the Board within one (1) year may be considered a resignation of the Director, as determined by the Executive Committee. In such a case, said Director shall be notified in writing that the Executive Committee has accepted his/her resignation. . For purposes of this section, an "unexcused absence" is defined as failure to attend a regularly scheduled meeting or failure to notify the Board of the planned absence prior to the regularly scheduled meeting.

SECTION 5. Compensation and Expenses. No compensation shall be paid to any Director for services as a Director. By resolution of the Board, reasonable expenses may be allowed.

SECTION 6. Annual Contributions. Upon becoming a Director and prior to his/her first meeting, a Director shall contribute one thousand dollars (\$1,000.00). Thereafter, the amount required as an annual contribution by each Director shall be one thousand

dollars (\$1,000.00) each calendar year. Directors may contribute the amount of two hundred and fifty dollars (\$250.00) on a quarterly basis, with the first payment due by January 31st of each calendar year. Any and all monetary contributions (not in kind) made by the Director and his/her immediate family may be counted towards the annual contribution. Any such monetary contributions exceeding \$1,000 per calendar year may be applied toward the annual contribution for the next year(s), if specifically requested by the Director to the Treasurer at the time of the contribution. The annual contribution may be changed by a majority vote of the Board at the annual meeting.

SECTION 7. Good Standing. All Directors shall be in good standing in order to continue to be a member of the Board. Failure to maintain good standing, as identified and presented to the Board by the Executive Committee, may be grounds for removal from the Board by majority vote at a regularly scheduled Board meeting. Good standing consists of annual compliance with all of the following obligations:

- (a) Signing and filing with the Secretary the Board Affirmation Statement, a document created and recommended by the Executive Committee and voted on annually by the Board;
- (b) Signing and filing with the Secretary the Conflict of Interest Disclosure and Confidentiality Statement;
- (c) Payment of annual contributions as outlined in Article V, Section 6;
- (d) Active participation in at least one (1) of the Board committees, and
- (e) No more than two unexcused absences from a Board meeting during the course of a calendar year.

SECTION 8. Resignation and Termination. Any Director may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A Director can have his/her membership terminated by a majority vote of the Board.

SECTION 9. Non-Voting Membership. The Board shall have the authority to establish and define non-voting categories of membership as part of the organization.

ARTICLE VI MEETINGS OF THE BOARD

SECTION 1. Regular and Annual Meetings. An annual meeting and regularly scheduled meetings of the Board shall be held at times and places to be designated by the Board. The Board shall hold at least ten (10) meetings per year, and the annual meeting shall be held in September each year. Board meetings, except for the annual meeting, may be held via telephone or video conferencing or in person. Directors may attend and participate in any meeting of the Board through any communications equipment if all persons participating can hear each other.

SECTION 2. Special Board Meetings.

Special meetings of the Board may be called by the President or by a majority of the Board. Such meetings may be held via telephone or video conferencing or in person and the President may fix any location as the place for holding any special meeting of the Board.

SECTION 3. Notice.

Any notice referred to in this Article may be given by any reasonable means and need not specify the purposes of the meeting, except that if an amendment to the Articles of Incorporation or these Bylaws is proposed, a copy of such proposed amendment shall accompany said notice, and except with respect to a proposed action to elect or remove a Director or Officer. Notice of any meeting shall be considered given if mailed (including electronic mail) or otherwise sent or delivered to the Director at his/ her address specified in the records of the organization, including any electronic mail address.

The giving of notice shall be deemed to be waived by any Director who shall attend and participate in such meeting, other than to protest the lack of proper notice at or prior to such meeting, and may be waived, in writing, by any Director either before, at or after such meeting. Such writing shall be filed with or entered upon the records of the meeting.

SECTION 4. Quorum and Voting. Except as otherwise provided in the Articles of Incorporation or these Bylaws, a majority of the Directors shall constitute a quorum for the transaction of business at any Board meeting. At all Board meetings, each Director present is entitled to cast one (1) vote on any motion. A majority of votes is necessary when a quorum is present to carry out actions of the Board.

**ARTICLE VII
OFFICERS**

SECTION 1. Number and Titles. The officers of CCJ shall be the President, Vice-President/President-Elect, Secretary, and Treasurer. In order to become an officer, the person must be a Director in good standing as outlined in Article V, Section 7.

SECTION 2. President. The President shall have the following duties:

- (a) He/she shall preside at all Board meetings;
- (b) He/She shall preside at all meetings of the Executive Committee;
- (c) He/She shall have general and active management of the business of the Board;
- (d) He/She shall see that all orders and resolutions of the Board are brought to the Board;

- (e) He/She shall have general superintendence and direction of all other officers of CCJ and see that their duties are properly performed; and
- (f) He/She shall be Ex-officio member of all committees and shall have the power and duties usually vested in the office of the President.

SECTION 3: Vice-President/President-Elect. The Vice-President/President-Elect shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter. The Vice-President/President-Elect shall have the following duties:

- (a) He/She shall have the same powers as vested in the President, but shall not exercise said powers unless acting under the delegation, authority or direction of the President, or in the absence or incapacity of the President;
- (b) He/She shall have such additional powers and duties usually vested in the office of Vice-President of a corporation to the extent they are not inconsistent with these Bylaws, and
- (c) He/She shall have the duty of chairing their perspective committee and such other duties as may, from time to time, be determined by the Board.

SECTION 4: Secretary. The Secretary shall attend all meetings of the Board and of the Executive Committee and shall act as a clerk thereof. The Secretary shall have the following duties:

- (a) He/She shall record all votes and minutes of all proceedings in a book or an electronic entry to be kept for that purpose;
- (b) He/She in concert with the President shall make the arrangements for all meetings of the Board, including the annual meeting;
- (c) He/she shall send notices of all meetings to the members of the Board and shall take reservations for the meetings; and
- (d) He/She shall perform all official correspondence from the Board as may be prescribed by the Board or the President.

SECTION 5: Treasurer. The Treasurer shall have the following duties:

- (a) He/She shall cause regular books of account to be kept, and shall render to the Board, from time to time as may be required, an account of the financial condition of the CCJ;
- (b) He/She shall deliver an annual report at the annual meeting;
- (c) He/She shall assist in direct audits of the funds of the Board according to funding source guidelines and generally accepted accounting principles.
- (d) He/She shall perform such other duties as may be prescribed by the Board or the President under whose supervision he/she shall be.

SECTION 6. Election of Officers. The election of officers shall be by a majority vote of the members present in person, or by written proxy, made at the annual meeting of the Board, or if action is not then taken, or if there is a vacancy, the election may be made at any regular or special meeting of the Board for which notice is given as provided herein. The procedure for any election (*ie.*, whether the election is by ballot) shall be by majority vote of the Board at least thirty (30) days prior to the election.

SECTION 7. Terms. Officers shall hold office in the same position for two (2) years. Officers may serve two (2) consecutive terms in the same position, provided that the Vice-President/President-Elect shall serve as the President following his or her term as Vice-President/President-Elect.

SECTION 8. Removal of Officer. Any officer may be removed from their position, with or without cause, by an affirmative vote of two-thirds (2/3) of the Board present at an official meeting of the Board.

SECTION 9. Vacancy/Unexpired Term. When an officer dies, resigns, or is removed, the Board may elect a Director to serve as that officer until the next annual meeting, at which time a special election shall be conducted to fill the position.

ARTICLE VIII COMMITTEES

SECTION 1. Executive Committee. The Executive Committee shall consist of the officers of the CCJ, as described in Article VII. A retiring President shall be invited to remain for two (2) year as a voting member of the Executive Committee and of the Board. The President shall chair the Executive Committee. The Executive Committee shall serve as the central planning group of CCJ, will provide oversight for CCJ's financial activities and records, and have full authority to act for the Board in managing the affairs of the organization during the times between meetings of the Board. The presence of a majority of Executive Committee members shall be required to authorize action.

SECTION 2. Governance Committee. The Executive Committee shall appoint a Governance Committee of not less than two (2) members. The Governance Committee shall routinely review the general policies of CCJ, the Operating Manual, and By-Laws for compliance, and will also submit in writing to the President proposed revisions, concerns, and recommended action items. The Governance Committee will further review the CCJ's insurance policy and premiums on an annual basis, and submit recommendations in writing to the President concerning the CCJ's ongoing insurance needs and liability.

SECTION 3. Other Committees. The Board may authorize the establishment of other committees, advisory boards, or task forces from time to time and assign duties to them. The Executive Committee shall appoint members. Each Committee shall govern itself pursuant to the Operating Policies and Procedures Manual as voted on by the Board.

ARTICLE IX INDEMNIFICATION

To the extent permitted by law, CCJ shall defend, indemnify, and hold harmless every agent, employee, Director or officer and his or her heirs, executors or administrators, against liability, including expenses reasonably incurred in connection with any action, suit, or proceeding to which the individual is made a party by reason of being or having been an agent, employee, director, or officer, provided the person acted in good faith and in a manner that was reasonably believed to be in the best interests of CCJ as determined by the CCJ Board of Directors. The Board of Directors shall have the right to impose reasonable conditions to such indemnification including that CCJ shall have the right to assume and control the defense or settlement of any claim made against the person to be indemnified.

ARTICLE X GENERAL PROVISIONS

SECTION 1. Deposits and Withdrawals of Funds. All funds of CCJ not otherwise employed shall be deposited in such banks, trust companies, or other reliable depositories as the Executive Committee may direct. Any withdrawal of funds must follow policies and procedures as set by the Board.

SECTION 2. Authorization. The Board may authorize any officer or officers, agent or agents, of CCJ, 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 organization. Such authority may be general or confined to specific instances.

SECTION 3. Accounting. Proper accounting methods and safeguards shall be established to protect CCJ.

SECTION 4. Fiscal Year. The fiscal year of CCJ shall be January 1 through December 31, or such period as determined by the Board.

SECTION 5. Contracts with Officers and Directors. No officer or Director of CCJ shall benefit financially, directly or indirectly, in any contract relating to the operations conducted by it, nor in any contract for furnishing services or supplies to it, unless such contract is authorized by a majority of the Board at a meeting at which the presence of the interested persons is not necessary for such authorization, and the fact and nature of such interest is fully disclosed or known to the Directors present at the meeting at which the contract is to be authorized.

SECTION 6. Website. The Board shall maintain a website for the benefit of the CCJ, and shall keep all information on the website current. On at least an annual basis, the Board shall update the website to include the names of all then-existing Board members, the

names and respective positions of each Executive Committee member, a current copy of the Board's By-laws, a listing of all grants received by the CCJ, and a copy of the CCJ's most recent IRS Form 990.

**ARTICLE XI
AMENDMENTS**

SECTION 1. By Directors. The Board shall have power to make, alter, amend, and repeal the Bylaws of CCJ by affirmative vote of a majority of the Board, provided, however, that the Board is given notice of proposed amendments to the Bylaws as provided for herein and any amendments are adopted at a regular meeting of the Board.

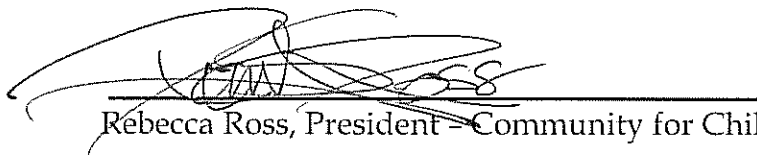
SECTION 2. Tax Exempt Status. Any and all amendments to these Bylaws shall be consistent with the CCJ's status a tax exempt organization under Code Section 501(c)(3).

**ARTICLE XII
DISSOLUTION**

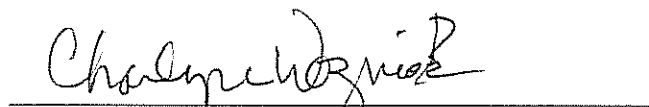
In the event of the dissolution of CCJ, its assets remaining after payment of or provision for payment of all debts and liabilities of CCJ shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The distribution of assets shall be by majority vote of the Board.

We, the undersigned, do hereby attest and affirm that the foregoing provisions were consented to, voted upon, and thereby adopted by majority approval of the Board as the Bylaws of this organization.

ADOPTED AND APPROVED by the Board of Directors on this 4th day of January, 2018.



Rebecca Ross, President - Community for Children's Justice



ATTEST: Charlyne Wozniak, Secretary - Community for Children's Justice