

**AMENDED AND RESTATED BYLAWS
Of
Transition House, Inc.**

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1. The Organization

1.1. Name

The Name of the Not For Profit Corporation is Transition House, Inc. (hereinafter referred to as the "Organization").

1.2. Purpose

The charitable purpose of the Organization is "Changing lives by creating pathways for mental wellness."

1.3. Location

- a. Principal Office. The Organization shall locate its Principal Office in Oklahoma. The Organization may change the Principal Office from one location to another with notification to both the Internal Revenue Service and the Oklahoma Secretary of State.
- b. Registered Agent and Registered Office. The Registered Agent and Registered Office of the corporation shall be located in Oklahoma and may be identical to, or differing from, the Principal Office. The Registered Agent and/or the Registered Office may be changed by filing a Change of Registered Agent with the Oklahoma Secretary of State.
- c. Other Offices. The Organization may have other offices, as determined by a vote of the Board.

2. Corporate Compliance

2.1. Tax-Exempt Status

The Organization shall operate for charitable and educational purposes as an entity described in Section 501(c)(3) of the Internal Revenue Code.

2.2. Corporate Authority

The Organization may do all things and perform all acts permitted a Not For Profit Corporation under Oklahoma law, within the purpose set forth in Section 1.2.

2.3. Annual Filings

The Organization shall file all documents on the date on which they are due unless there is a Board Vote to approve an extension. The Organization shall provide for the following filings:

- a. Oklahoma Solicitation of Charitable Contributions Act, Title 18, Section 552.1a of the Oklahoma Statutes requires the Organization to annually file a Registration Statement of Charitable Organization with the Oklahoma Secretary of State annually.
- b. The Oklahoma Tax Commission requires the Organization to annually file Form 512 E annually.
- c. The Internal Revenue Service requires the Organization to annually file a Form 990 annually.
- d. The Oklahoma Tax Commission requires the Organization to file a Sales Tax Reports as needed.
- e. The Oklahoma Open Meeting Act requires the Organization to file notice of all regular meetings with the Secretary of State by December 15 of each year.

2.4. Tax Year

The Tax Year of the Organization shall be the Fiscal Year July 1 to June 30.

2.5. Oklahoma Open Meeting Act

The Organization is subject to the Oklahoma Open Meeting Act (the "Open Meeting Act"). Therefore, all meetings shall be held in accordance with The Open Meeting Act. If these Bylaws conflict with the Open Meeting Act, the Open Meeting Act shall govern.

2.6. Oklahoma Open Records Act

The Organization is subject to the Oklahoma Open Records Act (the "Open Records Act"). Therefore, all records shall be kept and made available in accordance with The Open Records Act. If these Bylaws conflict with the Open Records Act, the Open Records Act shall govern.

3. Definitions

3.1. Board

"Board" means the Board of Directors of the Organization in their capacity as the governing body of the Organization, which is comprised of those Directors elected in accordance with Section 4.6.

3.2. Director

"Director" means an individual who has been elected to the Organization's Board of Directors in accordance with Section 4.6 and who is currently serving on the Board of Directors.

3.3. Officer

"Officer" means an individual who has been elected to the Organization's Board of Directors in accordance with Section 4.6 and who has been subsequently elected to an Officer position listed in Section 6.1 pursuant to Section 6.4.

3.4. Vote of the Board/Board Vote

"Vote of the Board" and/or "Board Vote" means a majority vote of the Directors present and voting at any meeting of the Board where a Quorum is present and certified, whether such meeting is held in person or as otherwise permitted by these Bylaws. Routine business and elections shall be transacted by a Vote of the Board unless otherwise provided by these Bylaws.

3.5. Quorum

"Quorum" means a majority of Directors serving on the Board of Directors, unless otherwise provided by these Bylaws.

3.6. Meeting

"Meeting" and/or "Board Meeting" is defined as the conduct of business of an Organization by a majority of its members, but is not informal gatherings when no business of the Organization is being discussed. Such meetings also include special meetings, emergency meetings, continued or reconvened meetings, and videoconferences.

4. Board of Directors

4.1. Board Authority

The Board shall have all powers and authority which may be granted to a Board of a Not For Profit Corporation under the laws of Oklahoma, within the purpose set forth in Section 1.2.

4.2. Board Composition

The Board shall consist of not less than 7 and not more than 25 Directors. The Board may increase or decrease the number of Directors, in accordance with the range specified above, by a Vote of the Board at any meeting of the Board.

A Director must be at least twenty-one (21) years of age. Only one (1) member of any one (1) family related by blood or marriage, only one (1) member residing within a household, or only one (1) owner or investor of any one (1) company may be a Director at any given point in time. Furthermore, an employee of the Organization may not serve as an Officer or Director of the Organization.

The Board shall prioritize diverse and inclusive representation of the community within all aspects of the Corporation, including the composition of the Board of Directors. Equitable representation shall include, but not be limited to, persons of diverse ethnic backgrounds, gender identities, sexual orientations, abilities, religions and economic levels, with equal consideration for each individual's unique skillset.

4.3. Compensation

Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

4.4. Duties

The duties of the Directors include the following:

- a. Exercise a duty of obedience to the Organization's central purpose in guiding all decisions;
- b. Exercise due care and act in good faith in all dealings and interests with the Organization;
- c. Exercise a duty of loyalty to the Organization by avoiding and/or managing conflicts of interest;
- d. Ensure each Director executes and completes an annual Board Agreement and Conflicts Questionnaire;
- e. Approve and periodically review manuals or policies, or authorize an appropriate committee to do so;
- f. Maintain a record of all approved policies and contemporaneous minutes and records of all meetings of the Board or committees with Board delegated duties or authority;
- g. Approve the annual budget and oversee the financial administration of the Organization;
- h. Review Form 990 tax return prior to submission to the IRS or authorize an appropriate committee to perform such duty;
- i. Review and approve all contractual agreements or authorize an Officer or Executive Director to approve and execute such agreements;
- j. Fill the position of the Executive Director as needed, perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to such position or utilize a committee to perform such duties;
- k. Ensure the date and terms of compensation arrangements of the Executive Director, if any, are recorded in writing and maintained with the information on which the board based its decision; and,
- l. Perform such other duties as prescribed by the Board.

4.5. Term of Office and Term Limits

A Director shall serve a term for a period of three (3) years. Terms shall be rotated to allow for approximately one-third (1/3) of the Directors to be up for election each year. Any Director may serve three (3) consecutive terms. Any Director, who has served the consecutive terms allowed or has resigned, may be eligible for re-election as a Director after a period of one (1) year. However, no Director may serve more than six (6) terms. Upon resignation, removal, or vacancy of a Director, the respective successor shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

4.6. Elections

- a. Nomination of Directors. The Governance Committee shall prepare a slate of candidates in accordance with Section 7.2c. Nominations may be made to the Governance Committee a minimum of ten (10) days prior to an election. Nominations must be made with the prior consent of the nominee. Nominations from the floor at a meeting where an election is to take place shall not be accepted.

- b. Election of Directors. Elections shall be determined by a Vote of the Board. Elections shall be conducted annually in the Fourth Quarter of the Fiscal Year to allow the newly elected Directors to begin on the first day of the First Quarter of the following Fiscal Year.

If the slate is not approved, the Board, by a Vote of the Board, may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director.

The Board may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

4.7. Attendance, Removal, or Resignation

Due to Quorum requirements, any Director who misses three (3) consecutive meetings shall be deemed to have resigned as a member of the Board and cease to be a member thereof on the date of the third absence. The Director may request in writing to be reinstated by a Vote of the Board at the meeting following the resignation.

A Director may be removed at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Director may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. No Director may resign if the Organization would then be left without a duly elected Director or Directors in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

4.8. Vacancies

The Governance Committee shall present to the Board candidates for vacancies resulting from term limits, resignation, removal, or newly created Directorships. Directors may be elected for such vacancies or newly created Directorships by a Vote of the Board at any regularly or specially called meeting of the Board.

If due to such vacancies, the number of Directors is fewer than seven (7) as stated in Section 4.2, the Board may elect Directors to fill such vacancies by a Vote of the Board. Those elected by the Board shall assume their positions for the duration of the unexpired term.

4.9. Code of Conduct

Each Director shall be responsible for maintaining a professional level of courtesy, respect, and objectivity in all Organizational activities. Conduct which is disruptive, unethical, or illegal will not be tolerated and may result in removal from the Board.

Directors are committed to observing the highest standards of ethical conduct in the performance of their responsibilities. Directors shall:

- a. Abide by the Articles of Incorporation, Bylaws, and other policies of the Organization;
- b. Fully disclose, at the earliest opportunity, any occurrence that may result in an actual or perceived conflict of interest;
- c. Fully disclose, at the earliest opportunity, information of fact that would have significance in Board decision-making;
- d. Exercise the powers invested in the Board for the good of the Organization rather than for personal benefit;
- e. Ensure the rights of all Organization representatives and clients to services without discrimination on the basis of race, national origin, age, gender expression, sexual orientation, religion, political affiliation, and/or physical or mental disability;

- f. Respect the diversity of opinions as expressed or acted upon by the Organization Board, Committees, and Staff, if any, and formally register dissent as appropriate;
- g. Exercise care not to bring the Organization into serious disrepute;
- h. Exercise care not to engage in any illegal activities, including, but not limited to, embezzlement or falsification of records.

5. Meetings of the Board

5.1. Meetings

All meetings of the Organization shall be held at specified times and places which are convenient to the public and shall be open to the public, except where permitted otherwise by the Open Meeting Act or any amendment thereto. All meetings of the Organization, shall be preceded by advance public notice specifying the time and place of each such meeting to be convened as well as the subject matter or matters to be considered at such meeting, as provided by the Open Meeting Act and further described in these Bylaws.

“Regularly scheduled meeting” means a meeting at which the regular business of the Organization is conducted.

“Special meeting” means any meeting of the Organization other than a regularly scheduled meeting or emergency meeting.

“Emergency meeting” means any meeting called for the purpose of dealing with an emergency. For purposes of the Open Meeting Act, an emergency is defined as a situation involving injury to persons or injury and damage to public or personal property or immediate financial loss when the time requirements for public notice of a special meeting would make such procedure impractical and increase the likelihood of injury or damage or immediate financial loss.

“Continued or reconvened meeting” means a meeting which is assembled for the purpose of finishing business appearing on an agenda of a previous meeting. For the purposes of the Oklahoma Open Meeting Act, only matters on the agenda of the previous meeting at which the announcement of the continuance is made may be discussed at a continued or reconvened meeting.

“Videoconference” means a conference among members of the Organization remote from one another who are linked by interactive telecommunication devices or technology and/or technology permitting both visual and auditory communication between and among members of the Organization and/or between and among members of the Organization and members of the public. During any videoconference, both the visual and auditory communications functions shall attempt to be utilized.

“Teleconference” means a conference among members of the Organization remote from one another who are linked by telecommunication devices and/or technology permitting auditory communication between and among members of the Organization and/or between and among members of the Organization and members of the public.

“New business” shall mean any matter not known about or which could not have been reasonably foreseen prior to the time of the posting.

- a. Regular Meetings. There shall be a minimum of ten (10) regular meetings of the Board and, the Board will strive to have at least one (1) regular meeting in each quarter of the Fiscal Year. Board meetings may be held at such time and place as shall be determined by the President, or as determined by a Board Vote.
- b. Special Meetings. Special meetings of the Board for any purpose(s) may be called at any time by the President or by any three (3) Directors. No business shall be considered at any special meeting other than the purpose(s) mentioned in the notice of the meeting given to each Director. Special meetings of the

Board may be held at such time and place as shall be determined by the President or as determined by a Board Vote.

- c. Videconferencing and Teleconferencing Meetings. Videconferences and teleconferences are permissible in very limited situations under the Oklahoma Meeting Act. In practice, the provisions allowing videconferences and teleconferences are extremely nuanced and it is difficult to ensure compliance. Therefore, Transition House does not allow of videconferences and/or teleconferences unless there is an emergent situation requiring such videconferencing or teleconferencing. In such emergency situations, the videconferencing or teleconferencing shall comply with the provisions of the Open Meeting Act.
- d. Emergency Meetings. An emergency meeting may be called by the President, or by any two (2) Directors if there are circumstances that could not have been reasonably foreseen which require immediate attention and possible action by the Board, and which of necessity make it impracticable to provide notice. For purposes of the Open Meeting Act, an emergency is defined as a situation involving injury to persons or injury and damage to public or personal property or immediate financial loss when the time requirements for public notice of a special meeting would make such procedure impractical and increase the likelihood of injury or damage or immediate financial loss.

In the event of an emergency meeting, the Board will exercise its best efforts to provide notice to the Directors of the time and nature of the meeting, whether in person, via teleconferencing, or via a videconferencing as soon as reasonably possible under the circumstances. In the event of an electronic emergency meeting, the Board shall follow the requirements of Section 5.1c.

5.2. Executive Session.

Executive sessions of the Organization will be permitted only for the purpose of:

- a. Discussing the employment, hiring, appointment, promotion, demotion, disciplining or resignation of any employee.
- b. Discussing negotiations concerning employees and representatives of employee groups.
- c. Discussing the purchase or appraisal of real property. An executive session for the purpose of discussing the purchase or appraisal of real property shall be limited to members of the Organization, the attorney for the Organization and the immediate staff of the Organization. No landowner, real estate salesperson, broker, developer or any other person who may profit directly or indirectly by a proposed transaction concerning real property which is under consideration may be present or participate in the executive session, unless they are operating under an existing agreement to represent the Organization.
- d. Confidential communications between the Organization and its attorney concerning a pending investigation, claim, or action if the Organization, with the advice of its attorney, determines that disclosure will seriously impair the ability of the Organization to process the claim or conduct a pending investigation, litigation, or proceeding in the public interest.
- e. For the purpose of conferring on matters pertaining to economic development, including the transfer of property, financing, or the creation of a proposal to entice a business to remain or locate within their jurisdiction, where disclosure of the matter discussed would interfere with the development of products or services or if public disclosure would violate the confidentiality of the business.
- f. Discussing any matter where disclosure of information would violate confidentiality requirements of state or federal law.
- g. Discussing contract negotiations involving contracts requiring approval of the State Board of Corrections, which shall be limited to members of the Organization, the attorney for the Organization, and the immediate staff of the Organization. No person who may profit directly or indirectly by a proposed transaction which is under consideration may be present or participate in the executive session.

No Organization may go into an executive session unless the procedures immediately below are strictly complied with.

- a. The agenda shall:
 - i. Contain sufficient information for the public to ascertain that an executive session will be proposed;
 - ii. Identify the items of business and purposes of the executive session; and,
 - iii. State specifically the provision of Section 5.2 of these Bylaws authorizing the executive session.
- b. The executive session is authorized by a majority vote of a quorum of the Board members present and the vote is a recorded vote.
- c. The Organization causes the minutes and all other records of the executive session including tape recordings, to be immediately made public.

5.3. Notice

All regularly scheduled, continued or reconvened, special or emergency meetings of the Organization shall be preceded by public notice as follows:

- a. Regular Meetings. The Organization shall give notice to the Secretary of State in writing by December 15 of each Fiscal Year of the schedule showing the date, time and place of the regularly scheduled meetings of the Organization for the following Fiscal Year.
 - i. If any change is to be made of the date, time or place of regularly scheduled meetings the Organization, then notice in writing shall be given to the Secretary of State not less than ten (10) days prior to the implementation of any such change.
 - ii. In addition to the advance public notice in writing required to be filed for regularly scheduled meetings, the Organization shall, at least twenty-four (24) hours prior to such regularly scheduled meetings, display public notice of the meeting by at least one of the following methods:
 - a. By posting information that includes date, time, place and agenda for the meeting in prominent public view at the principal office of the Organization or at the location of the meeting if no office exists; or,
 - b. By posting on the Organization's Internet website the date, time, place and agenda for the meeting in accordance with section 5.4 of these Bylaws. Additionally, the Organization shall offer and consistently maintain an email distribution system for distribution of such notice of a public meeting required by this subsection, and any person may request to be included without charge, and their request shall be accepted. The emailed notice of a public meeting required by this subsection shall include in the body of the email or as an attachment to the email the date, time, place and agenda for the meeting and it shall be sent no less than twenty-four (24) hours prior to the meeting. Additionally, the Organization shall make the notice of a public meeting required by this subsection available to the public in the principal office of the Organization or at the location of the meeting during normal business hours at least twenty-four (24) hours prior to the meeting.
 - iii. The twenty-four (24) hours required in this subsection shall exclude Saturdays, Sundays and holidays legally declared by the State of Oklahoma. The posting or distribution of a notice of a public meeting shall not preclude the Organization from considering at its regularly scheduled meeting any New Business.
 - iv. In the event any meeting is to be continued or reconvened, public notice of such action including date, time and place of the continued meeting, shall be given by announcement at the original meeting. Only matters appearing on the agenda of the meeting which is continued may be discussed at the continued or reconvened meeting.
- b. Special Meetings. Special meetings of the Organization shall not be held without public notice being given at least forty-eight (48) hours prior to the meetings. Such public notice of date, time and place shall be given in writing, in person or by telephonic means to the Secretary of State.

- i. The Organization also shall cause written notice of the date, time and place of the meeting to be mailed or delivered to each person, newspaper, wire service, radio station and television station that has filed a written request for notice of meetings of the Organization with the clerk or secretary of the Organization or with some other person designated by the Organization. Such written notice shall be mailed or delivered at least forty-eight (48) hours prior to the special meeting. The Organization may charge a fee of up to Eighteen Dollars (\$18.00) per year to persons or entities filing a written request for notice of meetings, and may require such persons or entities to renew the request for notice annually.
 - ii. The Organization shall, at least twenty-four (24) hours prior to such special meetings, display public notice of the meeting, setting forth thereon the date, time, place and agenda for the meeting. Only matters appearing on the posted agenda may be considered at the special meeting. Such public notice shall be posted in prominent public view at the principal office of the Organization or at the location of the meeting if no office exists. Twenty-four (24) hours prior public posting shall exclude Saturdays, Sundays and holidays legally declared by the State of Oklahoma. In lieu of the public posting requirements of this paragraph, the Organization may elect to follow the requirements found in subparagraph iii of paragraph a of this subsection, provided that forty-eight-hour (48) notice is required for special meetings and that the forty-eight-hour requirement shall exclude Saturdays, Sundays and holidays legally declared by the State of Oklahoma.
- c. Emergency Meetings. In the event of an emergency, an emergency meeting of the Organization may be held without the public notice heretofore required. Should an emergency meeting of the Organization be necessary, the person calling such a meeting shall give as much advance public notice as is reasonable and possible under the circumstances existing, in person or by telephonic or electronic means.

5.4. Notice on Website

The Organization shall make available on its website a schedule and information about the regularly scheduled meetings of the Organization. The information made available shall include the date, time, place and agenda of each meeting. When reasonably possible, the Organization shall also provide information about the date, time, place and agenda of any special or emergency meetings of the public body.

5.5. Agendas

All agendas required pursuant to the provisions of this section shall identify all items of business to be transacted by the Organization at a meeting including, but not limited to, any proposed executive session for the purpose of engaging in deliberations or rendering a final or intermediate decision in an individual proceeding prescribed by the Administrative Procedures Act.

5.6. Minutes

The proceedings of the Organization shall be kept by a person so designated by the Organization in the form of written minutes which shall be an official summary of the proceedings showing clearly those members present and absent, all matters considered by the Organization, and all actions taken by such Organization. The minutes of each meeting shall be open to public inspection and shall reflect the manner and time of notice required.

In the written minutes of an emergency meeting, the nature of the emergency and the proceedings occurring at such meeting, including reasons for declaring such emergency meeting, shall be included.

Any person attending a public meeting may record the proceedings of said meeting by videotape, audiotape or by any other method; provided, however, such recording shall not interfere with the conduct of the meeting.

5.7. Quorum

At all meetings of the Board, a Quorum shall consist of a majority of the total number of Directors. A Director must be present to be counted for purposes of a Quorum and to meet the attendance requirements. Directors will be deemed present if such Director can communicate with all Directors participating in the meeting. Any Director with a conflict of interest shall be counted for purposes of determining a Quorum, but must follow the Conflict of Interest Policy.

In the absence of a Quorum, a majority of the Directors in attendance may vote to adjourn the meeting to another place, date, or time. Notice of any meeting adjourned and rescheduled in this manner shall be given as set forth in Section 5.3.

5.8. Procedures

Meetings of the Board shall be conducted in an orderly manner under the direction of the President. Conflicts in procedures shall be resolved in accordance with the current edition of *Robert's Rules of Order* as a procedural guide unless determined otherwise in these Bylaws, written policy, or state law.

5.9. Voting

Each Director shall have one (1) vote. A majority of the votes cast by Directors present at a meeting where a Quorum is established shall be deemed an action of the Board, except when the law or these Bylaws require otherwise. Proxies may not be used. In the case of a tie, the motion will fail.

In all meetings of the Organization, the vote of each member must be publicly cast and recorded in the meeting minutes.

The Conflict of Interest Policy, as adopted by the Board, will apply to Directors when voting on issues in which a Director may have a financial interest, even if such interest is only a perceived interest.

6. Officers of the Board

6.1. Composition

Officers of the Board must be previously elected to the Board of Directors in accordance with Section 4.6. Officer positions shall be a President, a Vice-President, a Secretary, a Treasurer, and a Governance Chair.

An Officer is also a Director, and therefore shall be subject to all the duties and rights of Directors.

6.2. Officer Duties

a. President. The President, or designee, shall have the following duties:

- i. Act as the Principal Officer of the Organization, subject to the control of the Board;
- ii. Have general supervision and direction of the duties of the Board;
- iii. Set the meeting agendas or aid the Executive Director, if any, in setting meeting agendas and with correspondence and ballots with the Board;
- iv. Preside at all meetings of the Board unless determined otherwise by the Board;
- v. Report or cause to be reported the operations of the Organization's affairs at Board meetings;
- vi. Report or cause to be reported to the Board all such matters coming to their attention and relating to the interest of the Board; and,
- vii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.

b. Vice-President. The Vice-President shall have the following duties:

- i. In the absence or disability of the President, perform all the duties of the President and, when so acting, shall have all the powers of, and be subject to all the restrictions upon the President; and,

- ii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- c. Secretary. The Secretary, or designee, shall have the following duties:
 - i. Give notice of all meetings of the Board as required by these Bylaws or by law;
 - ii. Keep a book of minutes of all meetings of the Board with the time and place of holding, whether annual, regular or special, and, if special, how authorized, the notice given, the names of those present at the meetings, the number present or represented at meetings, the proceedings thereof and, verification of those present via electronic transmission;
 - iii. Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board;
 - iv. Make available at all reasonable times, upon the request of a Director, these Bylaws, and the minutes of the meetings of the Board;
 - v. Keep at the Principal Office all documents required for public inspection by the Internal Revenue Service;
 - vi. Keep a record of the names of Directors and Officers with the addresses at which such individuals/entities are to receive notice; and,
 - vii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- d. Treasurer. The Treasurer, or designee, shall have the following duties:
 - i. Keep and maintain adequate and correct accounts of the properties and business transactions of the Organization;
 - ii. Provide financial information upon request by any Director during normal business hours;
 - iii. Provide a report of the Organization's financial affairs at meetings of the Board and/or when requested by any Director;
 - iv. Ensure appropriate oversight and implementation of the financial policies and procedures; and,
 - v. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- e. Governance Chair. The Governance Chair, or designee, shall have the following duties:
 - i. Act as the Chair of the Governance Committee;
 - ii. Ensure the Board Governance Committee fulfills the duties set forth Section 7.2; and,
 - iii. Have such other powers and duties as may be prescribed by the Board or these Bylaws.
- f. Delegation of Duties. In case of the absence or disability of any Officer of the Organization or for any other reason that the Board may deem sufficient, the Board may, by a vote, delegate the powers or duties of such Officer to any other Officer or Director with such power of delegation valid for the remainder of the term or until the next election.

6.3. Term of Office and Term Limits

Officers shall serve for a one (1) year term or until the next succeeding election of Officers. An Office may not be held by the same Director for more than three (3) consecutive terms.

Upon resignation, removal, or vacancy of an Officer, the respective successor, as determined by the Board, shall serve the remainder of the term. Any partial term shall not be considered as a full term when determining term limits.

6.4. Election

- a. Nomination of Officers. The Governance Committee shall prepare a slate of candidates in accordance with Section 7.2c. Nominations may be made to the Governance Committee a minimum of ten (10) days

prior to an Officer election. Nominations must be made with the prior consent of the nominee. Nominations from the floor at a meeting where an election is to take place shall not be accepted.

- b. Election of Officers. Elections shall be determined by a Vote of the Board. Elections shall be conducted annually in the Fourth Quarter of the Fiscal Year to allow the newly elected Officers to begin on the first day of the First Quarter of the following Fiscal Year.

If the slate is not approved, the Board, by a Vote of the Board, may call for a vote on each slated Officer candidate. Each slated candidate receiving a majority of the votes cast shall become an Officer for the relevant office.

The Board may request the Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open. Additional elections may take place at any regularly or specially called meeting of the Board.

6.5. Removal and Resignation

An Officer may be removed from office at any time, with or without cause, by a Vote of the Board at any regular or specially called meeting of the Board.

Any Officer may resign at any time by giving written or verifiable electronic notice to the President or to the Secretary. Any resignation shall take effect upon receipt or at the time specified in the notice and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

6.6. Vacancies

A vacancy in the office of the President shall be filled by the Vice-President unless determined otherwise by the Board.

A vacancy in any office other than that of the President shall be filled by an election whereby the Governance Committee shall nominate candidates and the Board shall vote to fill such vacancies.

Vacancies occurring in Officers appointed at the discretion of the Board may or may not be filled as determined by the Board. Should Officer positions not be filled, the President shall determine which Officer positions will be combined until all Officer positions may be filled.

7. Committees of the Board

7.1. Committees in General

- a. Creation. The Board shall have the power to create, revoke, or modify any committee or task force deemed necessary. Standing Committees shall include, but are not limited to, the Governance Committee and the Finance Committee.
- b. Composition. A Director as determined by the Board shall serve as the Chair of each Committee and members of each Committee will be selected by the Board. Each Standing Committee shall include a minimum of three (3) members with a minimum of one (1) member being a Director. Therefore, non-Board members may serve as Committee Members at the approval of the Board. Furthermore, the President may sit on each Committee as a non-voting, ex-officio member unless determined otherwise by the Board.
- c. Reporting of Committee Actions and Authority. All Committees shall report to the Board as the Board may require. The Board may also adopt rules and regulations pertaining to the conduct of meetings of Committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

Should the Board vote to delegate any of its powers to a committee:

- i. Only the Directors who sit on such committee may vote;
 - ii. A Quorum of the Committee shall be a majority of the Directors sitting on the Committee;
 - iii. The Committee shall keep contemporaneous minutes of such committee meetings and file such minutes with the corporate records;
 - iv. The Committee shall comply with the requirements of the Open Meeting Act and Open Records Act;
 - v. Report all actions to the Board; and,
 - vi. Report such authority on the tax return Form 990.
- d. Notice of Committee Meetings. Committees with Board-delegated powers shall provide notice of committee meetings in accordance with Section 5.3.

If a committee member does not receive notice of a committee meeting but attends the committee meeting, they shall be deemed to have received notice of the committee meeting unless the purpose of attending the meeting is to dispute having the meeting due to inadequate notice. Notice of such committee meetings may be given verbally or via electronic transmission.

7.2. Governance Committee

- a. Creation. The Governance Committee shall be a standing committee of the Corporation. The purpose of the Governance Committee is to aid the Board in the continual development of the Board.
- b. Composition. A Director as determined by the Board shall serve as the Chair of the Governance Committee and members of the Governance Committee will be selected by the Board. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Directors who are seeking election or re-election shall not serve on the Board Governance Committee unless requested to do so by the Board.
- c. Duties. The duties of the Governance Committee are as follows:
 - i. Research candidates for Officers and Directors prior to placement on a slate for submission to the Board;
 - ii. Provide a slate of candidates for Officers and Directors to the Board at least fifteen (15) days prior to the election;
 - iii. Each slate may include multiple names for each position;
 - iv. Rotate the Board terms to allow for approximately one-third (1/3) of the board to be slated for election each year with flexibility to allow for rotating terms;
 - v. Annually review and recommend changes, where needed, to the Board concerning amendments to the Certificate of Incorporation and Bylaws;
 - vi. Annually review the Oklahoma Open Meeting Act to ensure Organizational compliance and alignment with these Bylaws;
 - vii. Develop and provide orientation and training for all Directors that addresses a Director's responsibilities; the Organization's purpose, history, methods of operation, and Organization activities; and, information concerning day-to-day operations;
 - viii. Propose, as appropriate, changes in Board structure and operation;
 - ix. Provide ongoing counsel to the President and other Officers on enhancing Board effectiveness;
 - x. Ensure the Conflict of Interest Policy set forth in the Organization's policies is enforced;
 - xi. Manage conflicts between Directors;
 - xii. Recommend removal of Officers and Directors; and,
 - xiii. Have such other duties as determined by the Board.

- d. Authority and Voting Rights. The Governance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to a committee, only the Director(s) who sit on such committee may vote. In addition, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.
- e. Service, Resignation, and Removal. Committee members who agree to serve shall be subject to the following terms:
 - i. Serve for one term which consists of twelve (12) months. Consecutive terms are permitted with no term limitation, except as provided by the Bylaws on service as a Director, and partial terms may be acceptable in unusual circumstances;
 - ii. Provide written notification of resignation to the Governance Committee Chair for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
 - iii. Removal shall be initiated and determined by a Board Vote.
- f. Quorum. A Quorum of the Governance Committee shall consist of a majority of Director(s) sitting on the Governance Committee.

7.3. Finance Committee

- a. Creation. The Finance Committee shall be a standing committee of the Organization. The purpose of the Finance Committee is to provide financial oversight for the Organization and to report the fiscal position to the Board.
- b. Composition. The Treasurer, or other Board member as determined by the Board, shall serve as the Chairperson of the Finance Committee. The Finance Committee shall include a minimum of three (3) members with a minimum of one (1) member being a member of the Board.

Committee members should have one or more of the following skills:

- i. Understanding of the Organization's mission and financial goals;
 - ii. Understanding of the Organization's various programs;
 - iii. Ability to read and understand financial statements;
 - iv. Ability to compare and contrast financial data over multiple time periods;
 - v. Ability to project financial needs of the Organization; and/or,
 - vi. Ability to interpret the financial implications of contracts.
- c. Duties. The Duties of the Finance Committee are as follows:
 - i. Oversee the financial condition, accountability, and viability of the Organization;
 - ii. Review contracts with third parties that have a meaningful impact on the financial position of the Organization;
 - iii. Present financial reports to the Board at each meeting of the Board;
 - iv. Oversee, review, and recommend amendments to the Organization's financial policies to the board;
 - v. Review the audit draft, if any;
 - vi. Review Form 990 with the preparer requesting any known discrepancies or known errors be amended prior to its submission to the Board;
 - vii. Ensure Form 990 is presented to the Board by the preparer or in the absence of the preparer by a member of the Finance Committee;
 - viii. Review the annual budget prior to submission to the Board for approval;
 - ix. Monitor investments, if any;

- x. Aid the staff with creation of the annual budget and financial planning;
 - xi. Implement the duties assigned to the Finance Committee in accordance with the financial policies of the Organization;
 - xii. Supply, or aid staff in supplying, information to the CPA to complete Form 990;
 - xiii. Annually review compensation arrangements to determine whether compensation arrangements and benefits are: (i) reasonable; (ii) based on competent survey information; and (iii) the result of arm's length bargaining;
 - xiv. Annually review and determine whether partnerships, joint ventures, and arrangements with management organizations: (i) conform to the Organization's written policies; (ii) are properly recorded; (iii) reflect reasonable investment or payments for goods and services; (iv) further charitable purposes; and (v) do not result in inurement, impermissible private benefit, or an Excess Benefit Transaction, as defined in the Conflict of Interest Policy in Section 4 of the Governance Manual.
 - xv. Review the risk management plan developed by the staff, or designee to determine whether insurance coverage plans are deemed to be adequate and based on current information and/or asset lists;
 - xvi. Assist other Directors with all aspects of donation stewardship;
 - xvii. Assist the Board, President, and staff in establishing and implementing a comprehensive fundraising plan, resulting in higher levels of individual and corporate giving;
 - xviii. Assist in the creation and preparation of the Annual Report; and,
 - xix. Fulfill other duties as determined by the Board.
- d. Authority and Voting Rights. The Finance Committee does not have the authority to act on behalf of the Board in any capacity without the express written consent of the Board. Should the Board delegate any of its powers to a committee, only the Director(s) who sit on such committee may vote. In addition, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records, report all actions to the Board, and report such authority on Form 990. The Board may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.
- e. Service, Resignation, and Removal. Members who agree to serve shall be subject to the following terms:
- iv. Serve for one term which consists of twelve (12) months. Consecutive terms are permitted with no term limitation, except as provided by the Bylaws on service as a Director, and partial terms may be acceptable in unusual circumstances;
 - v. Provide written notification of resignation to the Finance Committee Chair for a resignation prior to the expiration of their term. Replacements shall be determined by the Board; and,
 - vi. Removal shall be initiated and determined by a Board Vote.
- f. Quorum. A Quorum of the Finance Committee shall consist of a majority of Director(s) sitting on the Finance Committee.

7.4. Advisory Committee

The Board may provide for one or more Advisory Committees consisting of individuals with extended service, contacts, and/or expertise to aid the Organization or who work within areas or fields deemed appropriate to further the mission of the Organization.

Advisory Committee Members shall be selected, and/or removed with or without cause, by a Vote of the Board. Such Advisory Committee Members shall not have voting rights, be considered as members of the Organization, be entitled to any other benefit provided to Directors, or be subject to term limitations or meeting requirements of Directors as set forth in these Bylaws.

The Board may provide additional policies to establish duties and/or benefits of one or more levels of Advisory Committees.

8. Staff

8.1. Employment

The Executive Director, if any, shall be an employee of the Board and the Board is responsible for hiring/firing the Executive Director. The Board will fill such position, or leave such position vacant, in a manner as determined by a Vote of the Board.

The Board may utilize a committee to perform annual evaluations and establish the qualifications, description of duties, and general scope of authority related to said position. In addition, the Board will ensure the date and terms of compensation arrangements of the Executive Director are recorded in writing and maintained with the information on which the Board based its decision.

8.2. Duties

The Executive Director, if any, shall manage the day-to-day operations and business of the Organization. The Executive Director shall perform management duties pursuant to a job description, including but not limited to the hiring/firing of staff and performance evaluations of staff. The Board may change the job description to increase or decrease the responsibilities of the Executive Director. However, the functions of the Executive Director shall not supersede the duties of the Board as set forth in Section 4.4.

8.3. Separation of Duties

The Officers of the Board are set forth in Section 6.1. The Executive Director or other employees may be Officers of the Organization but shall not hold any Officer or Director position on the Board of the Organization.

9. Members

9.1 Membership

The Organization is not a membership organization. Where required the "Directors" of the Board of Directors shall be the only members of the Organization.

9.2 Supporting Members

The Board may establish criteria for supporting members of the organization to allow individuals and entities to support the Organization in a variety of ways. Supporting members shall not have voting rights or other benefits or privileges granted to the Directors acting in their capacity as Members of the Organization in these Bylaws or the Certificate of Incorporation.

10. Bylaw Amendments

These Bylaws may be amended, altered, changed, or repealed by the affirmative vote of two-thirds (2/3) of the Directors at any meeting of the Board where a Quorum is present if notice of the proposed amendment, alteration, change, or repeal was given at least ten (10) days prior to the meeting at which the amendment is acted upon.

In addition, such proposed amendment, alteration, change, or repeal may be further amended as determined by the Board.

11. Bylaw Construction and Terms

These Bylaws replace all prior bylaws. Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding. All references in these Bylaws to a section or sections of the Code shall be to such sections of the Code as be amended from time to time, or to corresponding provisions of any future federal tax code.

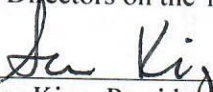
Should there be any conflict between the provisions of these Bylaws and any internal policies and procedures, the provisions of these Bylaws shall govern. However, internal policies and procedures approved by the Board may

allow for additional or more stringent requirements to be placed on the Directors, Officers, Members, and/or committee members.

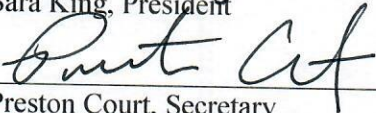
Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Organization, the provision of the Certificate of Incorporation shall govern.

Certification

These Amended and Restated Bylaws of Transition House, Inc. are adopted by the Transition House, Inc. Board of Directors on the 19th day of January, 2023.



Sara King, President



Preston Court, Secretary