

**Amended and Restated Bylaws
of
Oklahoma Jump\$Start Coalition, Inc.**

ARTICLE I COALITION DEFINED:

- 1.1 Name. The name of the not for profit Coalition is Oklahoma Jump\$Start Coalition, Inc. (hereinafter referred to as “the Coalition”).
- 1.2 Purpose. The purpose of the Coalition is as follows:
- a) To strengthen the personal financial literacy of youth and adults in Oklahoma.
 - b) To operate exclusively for charitable and educational purposes, under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
 - c) To do all things and perform all acts permitted a not for profit corporation under the laws of Oklahoma in furtherance of the above purposes within the requirements set forth under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
- 1.3 Tax Exempt Status. The Coalition shall serve as a “Subordinate Organization” under the Group Exemption of Jump\$Start Coalition for Personal Financial Literacy (hereinafter referred to as the “Central Organization”) until the Coalition requests to be removed from the Group Exemption; the Central Organization removes the Coalition from the Group Exemption; or, a dissolution of the Coalition or Central Organization takes place.

ARTICLE II LOCATION:

- 2.1 Principal Office. The Coalition shall locate its Principal Office within Oklahoma County. The Coalition may change said Principal Office from one location to another, notifying the Central Organization, Internal Revenue Service and the Oklahoma Secretary of State of such change.
- 2.2 Registered Office. The registered office of the Coalition will be maintained in the state of Oklahoma and may be, but need not be, identical with the Principal Office. A change of the Registered Office shall be filed with the Oklahoma Secretary of State.
- 2.3 Other Offices. The Coalition may have offices within the state of Oklahoma at such other places as the Board may designate from time to time as the business of the Coalition may require.

ARTICLE III MEMBERSHIP:

3.1 Membership. Membership shall be open to all individuals and entities; however, only current dues paying Members shall be entitled to benefits provided for in these Bylaws.

3.2 Membership Classification: There shall be three (3) classes of Membership.

- a) Organizational Members: Organizational Members shall consist of organizations, businesses or governmental entities. Organizational Members shall be entitled to voting rights and other rights as provided by these Bylaws. Each Organizational Member may assign up to five (5) individuals to be named as Members and must name one of the five (5) individuals to act and/or vote on its behalf. The Organizational Member must provide the name of the individual to act and/or vote on its behalf to the Secretary of the Coalition. Memberships shall remain with the Organizational Member and not with any of the Members named by the Organizational Member. Individuals named as an Organizational Member whom are not the named individual entitled to vote on behalf of the entity, must join as Full Members and pay dues in order to attain voting rights.
- b) Full Members: Full Members shall consist of individuals. Full Members shall be entitled to voting rights and other rights as provided by these Bylaws.
- c) Affiliate Members: Affiliate Members shall consist of individuals whom are donors or whom wish to receive information concerning ways to strengthen their personal financial literacy. Affiliate Members shall not be entitled to voting rights, notice of meetings or be entitled to other rights provided by Members under these Bylaws.

By a majority vote of the total number of Directors, the Coalition may add non-voting membership categories.

3.3 Membership Term. The Membership Term shall be the same as the Fiscal Year thereby beginning on the first day of January and ending on the last day of December. Membership is not transferrable or assignable.

3.4 Quorum. A quorum of the Members at meetings of the Membership shall consist of the Members present but shall in no circumstance be less than six (6) Members with four (4) of the six (6) Members being members of the Board. All business brought before the Membership shall be conducted by a quorum and a majority vote of a quorum shall determine all matters, including elections, brought before the Membership.

However, the following actions must be approved by the Members by two-thirds (2/3) of the votes cast.

- a) Amendment(s) to the Certificate of Incorporation.
- b) Dissolution.
- c) Merger.
- d) Sale of assets other than in the regular course of activities.

3.5 Meetings. The Annual Meeting, regular and special meetings of the Membership shall be held as determined by the Board. The Annual Meeting shall take place in the fourth quarter of the Fiscal Year to allow Directors to begin their respective terms at the beginning of the following Fiscal Year. In addition, special meetings may be called by written petition of any seven (7) Members. Members must be present in person and may not attend meetings via telephonic or electronic transmission. The President of Coalition shall preside over meetings of the Membership unless determined otherwise by a vote of the Members.

3.6 Notice of Meetings. All notices may be provided via written electronic transmission, including via the Coalition's website. Notice of the Annual Meeting and special meetings shall be sent and/or provided to the Members not less than ten (10) days but not more than sixty (60) days prior to the holding of the meeting. Notice of regular meetings may be provided at the Annual Meeting but in no circumstance later than ten (10) days prior to the holding of the meeting(s).

All business brought before the Members may be acted upon at any Annual or regular meeting. However, only business contained in the notice of the special meeting may be acted upon by the Members. If a Member does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

3.7 Voting Rights for Action(s) Taken at a Meeting. Each Full Member shall be entitled to one vote. Each Organizational Member shall designate a named individual, to vote on its behalf and shall provide such written designation to the Secretary of the Coalition. Only Members may vote on matters brought before the Membership, including elections. Proxies may not be used.

3.8 Voting Rights for Action(s) Taken Without a Meeting. When a vote of the Membership is required between meetings, the President, any two officers or any seven (7) Members may call for an electronic transmission vote by written ballot. Ballots may be distributed by electronic transmission, including via email or the Coalition's website. The Coalition shall implement reasonable measures to verify that each ballot cast between meetings was from a Member.

For electronic transmission voting to represent an action of the Membership, all of the following conditions must be met:

- a) All Members must have access to a ballot;
- b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
- c) The ballot must state the number or percentage of votes cast required to pass the proposed action;
- d) The number of ballots cast must equal or exceed the percentage requirements set forth in Section 3.4;
- e) The ballot must be received within the voting period established on the ballot which shall not be less than ten (10) days and not more than thirty (30) days;
- f) Receipt of a ballot shall be acknowledged by an Officer, or designee;
- g) A ballot must be submitted by a Member;
- h) All ballots shall be made public to the Members and Board; and,

i) All ballots shall be maintained with the corporate records.

3.9 Member Duties. Duties of the Members are as follows:

- a) Maintain current dues to be entitled to voting rights.
- b) Elect Directors.
- c) Determine the amount of Membership Dues.
- d) Vote on issues provided for in Section 3.4.
- e) Abide by the Bylaws and policies establish by the Board.
- f) Abide by the laws affecting the Coalition.

All other corporate powers necessary and incidental to taking action and conducting business of the Coalition shall be exercised by or under the authority of the Board.

3.10 Termination of Membership. Any Member may voluntarily terminate his/her Membership of the Coalition at any time by submitting a written notice of withdrawal to the Board. Any Member may be terminated without cause by a two-thirds (2/3) majority vote of a quorum of the Members at any meeting of the Membership or by a two-thirds (2/3) majority vote of the total number of Directors at any meeting of the Board. Membership shall be automatically terminated for failure to pay dues after thirty (30) days notice to the Member for failure to pay. Members shall not be entitled to vote during the thirty (30) day notice period for failure to pay unless such Member pays the dues prior to a vote.

3.11 Dues. Membership dues shall be established by the Membership.

3.12 Membership List. No Member or individual, with the exception of the Board of Directors, shall use the mailing list of the Coalition without prior approval of the Board. The Membership List may consist of multiple parts including, but not limited to current dues paying Members entitled to voting rights; all prior members which have paid dues in the past but are not current and therefore not entitled to voting rights; all organizations or individuals requesting to be placed on the Coalition's mailing list; and, all Affiliate Members wishing to receive information from the Coalition.

3.13 Procedures. Membership meetings shall use a modified version of parliamentary procedure to foster open discussion. Upon a vote of the Members, conflicts in procedures shall be resolved in accordance with the current edition of Robert's Rules of Order unless determined otherwise by the Coalition's written policy or laws of Oklahoma.

ARTICLE IV BOARD OF DIRECTORS:

4.1 Number. The Board of Directors (hereinafter referred to as "the Board") will consist of not less than seven (7) and not more than fifteen (15) voting members. The Members may increase or decrease the number of Directors, in accordance with range specified above, and are entitled to vote thereon at any annual, regular or special meeting of the Members.

4.2 Duties. The Board of Directors shall have all powers and authority which may be granted to a Board of Directors of a Corporation under the laws of Oklahoma except for those reserved for the Members in Section 3.9. The duties of the Directors include the following:

- a) Elect the Officers of the Corporation;
- b) Exercise a duty of obedience to the Coalition's central purpose in guiding all decisions;
- c) Exercise due care and act in good faith in all dealings and interests with the Coalition;
- d) Exercise a duty of loyalty to the Coalition by avoiding and/or managing conflicts of interest;
- e) Approve, periodically review and/or amend these Bylaws;
- f) Develop, approve, periodically review and/or amend organizational policies which may include duties in addition to those designated in these Bylaws;
- g) Maintain a board manual containing approved policies and contemporaneous minutes and records of all meetings;
- h) Ensure the Coalition is adequately funded;
- i) Submit an annual financial report to the Membership;
- j) Approve the annual budget and oversee the financial administration of the Coalition;
- k) Review Form 990 prior to submission to the IRS or authorize the finance committee to perform such duty.
- l) Provide a copy of Form 990 and amendments to the Certificate of Incorporation and/or Bylaws to the Central Organization as required by the Central Organization;
- m) Review and approve all contractual agreements or authorize a Director(s) to execute such agreements in accordance with the financial policies and conflict of interest policy;
- n) Make a personal financial contribution each year;
- o) Maintain annual Membership Dues;
- p) Sit on a minimum of one committee unless excused from such duty by a vote of the Board; and,
- q) Perform such other duties as prescribed by the Board.

4.3 Composition. The Coalition shall strive to have Directors with areas of expertise relevant to the needs of the Coalition. An employee (if any) of the Coalition may not serve as a voting or non-voting Director.

- 4.4 Nomination. The Board Governance Committee shall prepare a slate of potential candidates in accordance with Sections 4.1, 4.3 and 6.3 to present to the Members. Election of Directors shall take place at the Annual Meeting of the Membership. The Annual Meeting shall take place in the fourth quarter of the Fiscal Year to allow Directors to begin their respective terms at the beginning of the following Fiscal Year.
- 4.5 Election. Elections shall be determined by a majority of a quorum of the Members. If the slate is not approved, a majority of the Members may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Director. The Members may request the Governance Committee to provide an additional slate of candidates should a Director position(s) remain open. Elections may take place at any annual or regularly called meeting of the Members.
- 4.6 Term of Office and Term Limits. A Director shall serve for a period of two (2) years. Any Director may serve three (3) consecutive terms. Any individual who has served three (3) consecutive terms, resigned or has been removed may be eligible for re-election as a Director after a period of one (1) year. A Director shall serve no more than a total of four (4) terms. Such term limits shall be waived up to one year to allow an Officer to complete his/her term of office as provided for in Section 7.2.

Upon resignation, removal or vacancy of a Director, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits. Service of a Director prior to the adoption of these Bylaws shall not be counted toward term limits.

- 4.7 Removal or Resignation. Any Director who misses three (3) consecutive Board meetings may 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. At a meeting following the resignation, the Director may be reinstated by a majority vote of a quorum of the Board at the Director's request. A two-thirds (2/3) majority vote of the total number of Directors or a majority vote of a quorum of the Membership may remove any Director at any time with or without cause at any annual, regular or specially called meeting.

Any Director may resign at any time by giving verbal, 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. A verbal resignation shall be acknowledged by the President and recorded in the minutes. No Director may resign if the Coalition would then be left without a duly elected Director(s) in charge of its affairs, except upon notice to the Oklahoma Secretary of State and to the Internal Revenue Service.

- 4.8 Vacancies or Newly Created Directorships. The Governance Committee shall present to the Members candidates for vacancies resulting from term limits, resignation, removal or newly created Directorships. A majority vote of a quorum of the Members may elect Directors for such vacancies or newly created directorships at any annual, regular or specially called meeting of the Membership.

If, due to such vacancies, the number of Directors is less than seven (7) as stated in Section 4.1, a majority vote of the total number of Directors may elect Directors to fill such vacancies at any meeting of the Board until a meeting of the Membership is called. Those elected by the Board shall assume their positions for the duration of the unexpired term.

- 4.9 Compensation. Directors shall serve without compensation. Directors may be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties at the discretion of the Board. Reimbursement of expenses shall be reported to the Membership at the next meeting of the Membership.

ARTICLE V MEETINGS OF THE BOARD:

- 5.1 Meetings. The Annual Meeting of the Board shall take place following the Annual Meeting of the Membership. Newly elected Directors, elected by the Membership, shall immediately elect Officers but shall not begin their term until the beginning of the Fiscal Year. The then sitting Directors shall conduct any other business brought before the Board.

There shall be a minimum of four (4) meetings of the Board per year. Annual and regular meetings of the Board may be held at such times as shall be determined by the Board. Meetings of the Board shall be held at any place within the state of Oklahoma which has been designated by a majority vote of a quorum of the Board. In the absence of such designation, meetings shall be held at the Principal Office of the Coalition.

Special meetings of the Board for any purpose(s) may be called at any time by the President of the Board, by any three (3) Directors or by any seven (7) Members. 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 either at a place so designated within the state of Oklahoma or at the Principal Office.

- 5.2 Quorum. A majority of the total number of Directors shall constitute a quorum. In the absence of a quorum, a majority of the Directors present at any meeting 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.
- 5.3 Notice. Any annual or regular meeting of the Board will require no notice if the time, date and location of such meeting were previously determined by the Board and distributed to the Directors. Directors not in attendance at the meeting setting forth the dates shall be given the dates, time and location of such meetings within ten (10) business days following the meeting. For any annual or regular meeting where the date, time and location was not previously determined, notice shall be sent to the Directors as least ten (10) days but not more than thirty (30) days prior to the holding of the meeting. For any special meeting, notice shall be sent to the Directors not less than twenty-four (24) hours but not more than thirty (30) days, prior to the holding of the meeting.

Directors shall, in writing, provide an electronic address if they wish to receive notice via electronic transmission and any notice of meetings sent to them at such address shall be valid notices thereof. If a Director does not receive notice of a meeting, but attends the meeting, he/she shall be deemed to have waived notice of the meeting.

- 5.4 Procedures. 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.
- 5.5 Voting. Each Director shall have one vote. Routine business and elections shall be transacted by a majority vote of a quorum of the Directors, except when the law or these Bylaws require otherwise. Proxies may not be used.
- 5.6 Physical Meetings. At any meeting of the Board, the Directors may vote by voice on all matters either in person or via electronic transmission, where the Director can hear and be heard. The Coalition shall implement reasonable measures to verify that each person deemed present at the meeting and permitted to vote at a meeting by means of electronic transmission is a Director. However, upon demand by a Director, the Directors shall vote by ballot. In such event, each ballot shall state the name of the Director and such other information as the Board may require under the procedure established for the meeting. Directors present via electronic transmission may send their ballot to the Secretary, or designee, provided that the electronic transmission shall set forth or be submitted with information from which it can be determined that the electronic ballot was authorized by a voting Director. Ballots may be distributed and returned via email. If proper authorization cannot be determined the Director must mail or fax a signed ballot to the Secretary, or designee.
- 5.7 Electronic Meetings. Meetings may take place via any form of electronic medium. The Board may vote by voice, email or other electronic medium during electronic meetings. However, the President or any two (2) Officers may call for an electronic vote by written ballot. For electronic ballot voting to represent an action of the Board, all of the following conditions must be met:
- a) All Directors must have access to a ballot;
 - b) The ballot shall set forth each proposed action and provide for a vote for or against each proposed action;
 - c) A majority of the total number of Directors must vote thereby ensuring a quorum of the Board has voted;
 - d) The ballot must be received within the voting period established on the ballot which shall not be less than twenty-four (24) hours and not more than three (3) days;
 - e) Receipt of a ballot shall be acknowledged by an Officer, or designee;
 - f) A ballot must be submitted by a Director;
 - g) All ballots shall be made public to the Board; and,

h) All ballots shall be maintained with the corporate records.

The Coalition shall implement reasonable measures to verify that each ballot cast was from a Director. Electronic meetings shall not be used to amend the budget, create or amend the financial policies, or determine the employment matters.

- 5.8 Action Taken Without Notice of a Meeting. Any action taken or approved at any meeting of the Board, whether physical or electronic, however called and noticed or wherever held, shall be valid if a quorum was present at such meeting and if either before or after the meeting, a majority of the total number of Directors sign a written waiver of notice or a written consent to holding such meeting. All such waivers or consents shall be filed with the corporate records or made a part of the minutes of the meeting.

ARTICLE VI COMMITTEES OF THE BOARD:

- 6.1 Committees. The Board shall have the power to create, revoke or modify any committee deemed necessary. The Board shall elect Committee Chairs or give the President the power to appoint a Chair of any committee. Each committee shall have a minimum of two (2) members. Committee Chairs shall be members of the Board. Non-Board members may serve as Committee members at the approval of the Committee Chair and Board President.

All committees shall report to the Board as the Board may require. Should the Board delegate any of its powers to a committee, such committee shall keep contemporaneous minutes of such committee meetings, file such minutes with the corporate records and report all actions to the Board. 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. Each Director must sit on a minimum of one committee unless excused from such duty by a vote of the Board.

- 6.2 Notice of Committee Meetings. Committees shall provide a minimum twenty-four (24) hour notice to the committee members. If a committee member does not receive notice of a committee meeting, but attends the committee meeting, he/she shall be deemed to have received notice of the committee meeting. Notice of such committee meetings may be given verbally or via electronic transmission. Committees with board delegated powers shall provide notice of committee meetings in accordance with Section 5.3.
- 6.3 Governance Committee. The Governance Committee shall be a standing committee of the Coalition. A Director as determined by the Board shall serve as the Chair of the Governance Committee. The Committee shall include a minimum of three (3) members with a minimum of two (2) members being members of the Board. Directors or Members who are seeking re-election or election shall not serve on the Board Governance Committee unless requested to do so by the Board. The Committee shall:
- a) Research candidates for Directors and Officers prior to placement on a slate for submission to the Members or Board for a vote;

- b) Provide a slate of Directors to the Membership at the Annual Meeting or other meeting where an election is to take place;
- c) Provide a slate of Officers to the Board at the Annual Meeting or other meeting where an election is to take place;
- d) Structure the originating board to serve one or two year terms to allow for approximately one-half of the board to be slated for election each year;
- e) Review and recommend changes to the Members concerning amendments to the Certificate of Incorporation and to the Board concerning these Bylaws;
- f) 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;
- g) Propose, as appropriate, changes in board structure and operation;
- h) Provide ongoing counsel to the Board President and other Officers on enhancing board effectiveness;
- i) Take steps to recruit and prepare future Directors;
- j) Ensure Directors providing volunteer services to clients receive additional orientation and training required for volunteers; and
- k) Have such other duties as determined by the Board.

6.4 Finance Committee. The Finance Committee shall be a standing committee of the Coalition. The Chair of the Finance Committee shall be the Treasurer or other Director as determined 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. The Committee shall:

- a) Oversee the monthly financial stability and administration of the Coalition;
- b) Review fiscal summaries, at least quarterly, to evaluate expenditures against revenues;
- c) Recommend changes to the Board concerning amendments to the financial policies based on the Committee's review and/or recommendation of auditors, if any;
- d) Aid the Officers in creation of the annual budget or create such budget as determined by the Board;
- e) Present/recommend the budget to the Board for approval;
- f) Review Form 990 prior to its submission to the Board for approval; and,
- g) Have such other duties as determined by the Board.

6.5 Advisory Council. The Board may provide for an Advisory Council consisting of individual councilmen/women with extended service and/or expertise to aid the

Coalition. Such councilmen/women shall not have voting rights, 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. A majority of a quorum of the Directors may remove an Advisory Council Member at any time with or without cause.

ARTICLE VII **OFFICERS:**

- 7.1 Officers. The Officers of the Coalition shall be a President, a Vice-President, a Secretary, a Treasurer, a Governance Chair and an Immediate Past President. The offices of Secretary and Treasurer may be held by the same individual.
- 7.2 Term of Office. An Officer shall serve for a two (2) year term or until the next succeeding election of Officers. Officers may hold the same office for no more than two (2) consecutive terms. The Directors may, by a two-thirds (2/3) majority vote, request an Officer serve more than two (2) consecutive terms and may extend such term limitations for one (1) additional two (2) year term. Upon resignation, removal or vacancy of an Officer, the respective successor shall serve the remainder of the term whereby a partial term shall not be considered as a full term when determining term limits.
- 7.3 Nomination. The Board Governance Committee shall prepare a slate of potential candidates in accordance with Section 6.3 to present to the Board. Election of Officers shall take place at the Annual Meeting following the Annual Meeting of the Membership. The Annual Meeting shall take place in the fourth quarter of the Fiscal Year to allow Officers to begin their respective terms at the beginning of the following Fiscal Year.
- 7.4 Election. Elections shall be determined by a majority of a quorum of the Directors. If the slate is not approved, a majority of the Directors may call for a vote on each slated candidate. Each slated candidate receiving a majority of the votes cast shall become a Officer. The Directors may request the Governance Committee to provide an additional slate of candidates should an Officer position(s) remain open or may make nominations from the floor. Elections may take place at any annual or regularly called meeting of the Members.
- 7.5 President. The President, or designee, shall have the following duties:
- a) Act as the principal Officer of the Coalition, subject to the control of the Board;
 - b) Have general supervision and direction of the business and Officers of the Coalition;
 - c) Set the Board and Membership meeting agendas unless determined otherwise by the Board or Membership;
 - d) Preside at all meetings of the Board and Membership unless determined otherwise by the Board or Membership;
 - e) Sign the minutes of the meetings over which he/she presided;

- f) Submit a complete report of the operations of the Coalition's affairs at the Annual Meeting of the Board and of the Membership;
- g) Report to the Board and Members all such matters coming to his/her attention and relating to the interest of the Board and Members; and,
- h) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

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

- a) 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,
- b) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

7.7 Secretary. The Secretary, or designee, shall have the following duties:

- a) Give notice of all meetings of the Board and Membership as required by these Bylaws or by law;
- b) Keep a book of minutes of all meetings of the Board and Membership 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;
- c) Sign the minutes of the meetings and ensure such minutes are available for approval at the following meeting of the Board or Membership;
- d) Exhibit at all reasonable times, upon the request of a Director or Member, these Bylaws, Board Book, and the minutes of the proceedings of the Board or Membership;
- e) Keep, or cause to be kept, at the principal office all documents required for public inspection by the Internal Revenue Service;
- f) Keep, or cause to be kept, a record of the names of Directors, Officers and Members with the addresses at which such individuals/entities are to receive notice;
- g) Have such other powers and duties as may be prescribed by the Board or these Bylaws; and,
- h) Such office may be combined with that of the Treasurer.

7.8 Treasurer. The Treasurer, or designee, shall have the following duties:

- a) Keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Coalition;

- b) Ensure the books of account are open to inspection by any Director or Member at all reasonable times;
- c) Ensure a financial statement is provided to the Board and Membership at their respective Annual Meetings;
- d) Provide a report of the Coalition's financial affairs at meetings of the Board and Members and/or when requested by a Director or Member;
- e) Ensure appropriate oversight and implementation of the financial policies and procedures;
- f) Have such other powers and duties as may be prescribed by the Board or these Bylaws; and,
- g) Such office may be combined with that of the Secretary.

7.9 Governance Chair. The Governance Chair shall have the following duties:

- a) Act as the Chairperson of the Governance Committee;
- b) Ensure the Governance Committee fulfills the duties set forth in Section 6.3; and,
- c) Have such other powers and duties as may be prescribed by the Board or these Bylaws.

7.10 Immediate Past President. The Immediate Past President shall serve as an advisor to the President for the two years immediately following his/her term as President. Such service shall not count toward term limitations provided in Section 4.6. The Immediate Past President shall assume the duties of the President in the absence of the President and Vice-President.

7.11 Removal and Resignation. Any Officer may be removed, either with or without cause, by a vote of a majority of the total number of Directors, at any annual, regular or special meeting.

Any Officer may resign at any time by giving verbal, 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. A verbal resignation shall be acknowledged by the President and recorded in the minutes.

7.12 Vacancies. A vacancy in the office of the President shall be filled by the Vice-President. In the event of a vacancy in any office other than that of the President, such vacancy may be filled temporarily by appointment by the President. A vacancy in any office shall be filled by an election of a majority vote of a quorum of the Board after preparation of a slate by the Governance Committee. Vacancies occurring in offices appointed at the discretion of the Board may or may not be filled as the Board shall determine.

7.13 Delegation of Duties. In case of the absence or disability of any Officer of the Coalition 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, Director or Member with such power of delegation valid for the remainder of the term or until the next election.

ARTICLE VIII AMENDMENTS AND CONSTRUCTION:

8.1 Amendments to Bylaws. These Bylaws may be amended, altered, changed or repealed by the affirmative vote of a two-thirds (2/3) majority of a quorum of Directors at any annual, regular or special meeting of the Directors if notice of the proposed amendment, alteration, change or repeal was given at least two (2) weeks prior to the meeting at which the amendment is acted upon. In addition, such proposed alteration, amendment or revision may be further amended at the meeting upon the affirmative vote of two-thirds (2/3) majority of a quorum of Directors.

8.2 Construction and Terms.

- a) These Bylaws replace all prior bylaws. Therefore, if there is any conflict between the provisions of these Bylaws and any prior adopted bylaws these Bylaws shall govern. 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 Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.
- b) 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.
- c) Should there be any conflict between the provisions of these Bylaws and the Certificate of Incorporation of the Coalition, the provision of the Certificate of Incorporation shall govern.

THESE AMENDED AND RESTATED BYLAWS OF OKLAHOMA JUMP\$TART COALITION, INC. ARE ADOPTED this _____ day of _____, 2012.

Cynthia Campbell, President

Melissa Crawford, Secretary