

**RESTATED
BYLAWS**

**DOUGLAS COUNTY UNIFIED JUSTICE CENTER
DEVELOPMENT CORPORATION (JCDC)**

**ARTICLE I
OFFICES**

The principal office of the Corporation in the State of Nebraska shall be located in the City of Omaha, County of Douglas. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board may determine or as the affairs of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, ~~as required by the Nebraska Nonprofit Corporation Act (the "Act").~~ The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board.

**ARTICLE II
PURPOSES**

Section 1. Purposes. The purposes of the Corporation are identified in the Articles of Incorporation of the Corporation.

Section 2. Exempt Activities. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended (the "Code"), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code. In particular, the activities may include coordinating and annexing building materials and property related to the Project as defined below.

Section 3. Project. The Project represents a consolidated and cooperative effort that requires comprehensive and all-inclusive planning, developing and constructing as a single project in order to meet important business and financial expectations. The County, the Commission and private donors are collaborating through the Board for the purpose of developing a new facility to upgrade and transform the facilities and capabilities of the administration of Juvenile Justice in Douglas County ("Unified Juvenile Justice Center").

**ARTICLE III
RESERVED**

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Eligibility and Authority. Except to the extent restricted by the Articles of Incorporation of the Corporation, or as delegated to the Executive Committee or as provided for in these Bylaws, all corporate power shall be exercised by and under the authority of, the Board of Directors of the Corporation (the "Board").

Section 2. General Powers. The business and affairs of the Corporation shall be managed by the Board, including, but not limited to, (a) approval of budgets and establishing milestones and monitoring milestones with respect to the Project, (b) establishing policies with respect to the operations of the Corporation, and (c) delegating to the Executive Committee such duties, functions and powers as it deems appropriate or necessary. The Board shall have full power to act on behalf of the Corporation as permitted by the statutes of the State of Nebraska, the Articles of Incorporation and these Bylaws, as shall be amended from time to time.

Section 3. Number and Appointment. The number of Directors may be amended from time to time by the affirmative vote of a majority of the then existing Board of Directors subject to approval of the Chair of the Douglas County Board of Commissioners (the "County") and the chair of the Public Building Commission (the "Commission"), but the total number of Directors at any time shall never exceed five (5) Directors. The Board consists of:

Mary Ann Borgeson	(County) – Chair
PJ Morgan	(County)
David Levy	(OHA)
John Christensen	(Commission)
Ben Gray	(Council)

Section 4. Chair of the Board. The initial Chair of the Board shall be Mary Ann Borgeson for so long as she remains a member of the Board. Thereafter, the Chair of the Board shall be elected annually by majority vote of the Board. The Chair shall preside at all meetings of the Board. The Chair shall have such other powers as are contained in the Act or these Bylaws and which may be established from time to time by the Board.

Section 5. Vice Chair of the Board. The Vice Chair of the Board (the "Vice Chair") shall be elected annually by majority vote of the Board. The Vice Chair shall assume the duties of the Chair in the Chair's absence. The Vice Chair shall have such other powers as are contained in the Act or these Bylaws and which may be established from time to time by the Board.

Section 6. Tenure, Qualification, Resignation, and Vacancy. Directors need not be residents of the State of Nebraska. Each director shall hold office for a term of two (2) years or until his or her successor shall have been elected or qualified, removal from office, or death. A director may be re-elected. A director shall provide notice of resignation in writing to the Chair or Vice Chair no less than thirty (30) days prior to the effective date of such resignation.

Any director may be removed from office with or without cause, for any reason or no reason. In the event of a vacancy in the Board, a director elected to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office. During any vacancy, the Board may take any action by the affirmative vote of a majority of the remaining directors, provided a quorum of such remaining directors is present pursuant to these Bylaws.

Section 7. Regular Meetings. The initial meeting of the Board shall be called by the Chair. Regular meetings of the Board shall be held at such times and places as may be fixed from time to time by the Board or the Chair, as authorized by the Board. ~~The Board may provide by resolution the time and place, either within or without the State of Nebraska, for the holding of regular meetings of the Board without other notice than such resolution.~~

Section 8. Special Meetings. Special meetings of the Board may be called by or at the request of the Chair or any three (3) directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board called by them.

Section 9. Notice and Waiver of Notice. Notice stating the date, place and hour of any regular or special meeting of the Board shall be: 1) given by reasonable advance notice, 2) posted in accord with the public notice for the meetings of the PBC, and 3) delivered personally or sent by mail or electronic transmission to each director at his or her address as shown by the records of the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. If notice is given by electronic transmission, such notice shall be deemed to be delivered upon acknowledgement of receipt of the electronic transmission by the recipient thereof. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need to be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 10. Quorum and Voting. Four (4) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. At any meeting at which a quorum is present, all acts, questions, and business that may come before the Board shall be determined by a majority vote of votes cast by the directors

present at such meeting, unless the vote of a greater number is required by the Act, the Articles of Incorporation, or these Bylaws.

Section 11. Participation in Meetings by Conference Telephone. Any director may participate in any meeting of the Board by conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation shall constitute presence in person at the meeting.

Section 12. Informal Action by Directors. Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors of the Board.

ARTICLE V OFFICERS

Section 1. Officers. The officers of the Corporation shall be a Chair, Vice Chair, Secretary, and Treasurer. The Board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board. Any two or more offices may be held by the same person, except the offices of Chair and Vice Chair. The Secretary, Treasurer and other officers need not be members of the Board. No officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged, or verified by two (2) or more officers.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually by the Board. In case of removal or resignation of any officer, an interim new officer may be appointed by the Chair pending election by the Board. New offices may be created and filled at any meeting of the Board. Each officer shall hold office until his or her successor shall have been duly elected and qualified.

Section 3. Removal. Any officer elected or appointed by the Board may be removed by an affirmative vote of a majority of the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by a majority vote of the members of the Board for the unexpired portion of the term.

Section 5. Project Manager. The Corporation may employ a Project Manager and such Project Manager shall report to those persons or entities as directed by the Board. The Project Manager's employment shall be at will or by contract and shall be subject to termination by the Chair of the Board immediately for cause or without cause upon thirty (30) days written notice subject to such contract rights as the Project

Manager may have. The Project Manager shall be responsible for, among other duties authorized by the Board, hiring budgeted employees of the Corporation.

Section 6. Secretary. The Secretary shall cause the minutes of the meetings of the Board and any committee of the Corporation to be kept in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

Section 7. Treasurer. If required by the Board, the Treasurer shall give a bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board shall determine. He or she shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and, in general, perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Chair or by the Board.

ARTICLE VI COMMITTEES

Section 1. Executive Committee. The Executive Committee is hereby established to have and exercise only authority of the Board delegated by it with respect to the management of the Corporation and recommendations with respect to the Project. The Executive Committee shall consist of a Chair, whose qualifications shall include that he or she is not an employee or representative of either the County or ODPBC. Initially, the Executive Committee shall be Chaired by Mary Ann Borgeson. Subsequent Chairs of the Executive Committee shall be appointed by the Board. The other members of the Executive Committee are:

Chris Rodgers (County)
PJ Morgan (County)
Joe Lorenz (County)
Paul Cohen (Commission)
Patrick Bloomingdale or Diane Carlson (DC Administrator)
Jerry Leahy (DC Properties)
Theresia Urich (DC Attorney)
Joel Pedersen (JCDC Attorney)

and such other persons who may be elected to the Executive Committee by the Board.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board in the management of the Corporation may be designated by a

resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be directors of the Corporation, and the Chair of the Corporation shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Corporation shall be served by such removal.

Section 3. Subcommittees. The Executive Committee may appoint a subcommittee or subcommittees, subject to ratification of the Board.

Section 4. Term of Office. Each member of a committee shall serve annually and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the Board designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Action without a Meeting. Action may be taken by a committee without a meeting by a writing signed by all the committee members. Each committee shall keep a written record of all action taken by it.

Section 8. Rules. Each committee may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Board.

ARTICLE VII

CONTRACTS AND GIFTS

Section 1. Contracts. The Board may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

Section 2. Gifts. The Board may accept on behalf of the Corporation any contribution, gift, bequest or devise for any lawful purposes of the Corporation, including those specifically restricted as a source of funds for the Project.

ARTICLE VIII

BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees having any of the authority of the Board and shall keep at the registered or principal office a record giving the names and addresses of the directors. All books and records of the Corporation may be inspected by any director, or his/her agent or attorney, and by the general public, for any proper purpose at any reasonable time.

ARTICLE IX

FISCAL YEAR

The fiscal year of the Corporation shall end on June 30.

ARTICLE X

BUDGET AND FINANCIAL OPERATION

Section 1. Financial Reports. The financial operations of the Corporation shall be conducted in accordance with a budget to be submitted by the Executive Committee to the Board for their approval. The Board shall review and approve annual financial reports and an annual accounting of the revenue and expenses of the Corporation.

Section 2. Board Members Serve Without Compensation. Board members shall not receive any compensation for their services.

Section 3. Uses of Funds/Return of Excess Funds. Any funds received by the JCDC shall be expended only for approved expenses in furtherance of the Project. The Corporation shall appropriately return funds that cannot be expended in furtherance of the Project in accordance with the approved budget.

Section 4. JCDC Fee Supports Project. Any consideration paid in the Section 3.1 or otherwise from the Owner's Representative Agreement approved by the County and PBC shall be used solely in furtherance of the Project in accordance with the approved budget or is otherwise subject to return upon request.

ARTICLE XI

INDEMNIFICATION

Section 1. Indemnification of Officers, Directors, Employees and Agents Against Damages for Actions Other Than Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that he or she is or was a

director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of the Corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 2. Indemnification of Officers, Directors, Employees and Agents for Actions by or in the Right of the Corporation. The Corporation shall indemnify any ~~person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.~~

Section 3. Indemnification Against Expenses and Attorneys' Fees. To the extent that a director, officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article X, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses, including attorneys' fees, actually and reasonably incurred by him or her in connection therewith.

Section 4. Determination of Right to Indemnification. Any indemnification under Sections 1 and 2 of this Article, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Sections 1 and 2 of this Article. Such determination shall be made by the Board by a majority vote

of a quorum consisting of directors who were not parties to such action, suit or proceeding or, if such a quorum is not obtainable, or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Section 5. Indemnification Against Expenses and Attorneys' Fees Prior to Final Disposition of an Action. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in Section 4 of this Article upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 6. Indemnification Provided by This Article Not Exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of disinterested directors or otherwise, both as to action in his or her official capacity and as to action in ~~another capacity while holding such office and shall continue as to a person who has~~ ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 7. Power of Corporation To Maintain Insurance on Behalf of Directors, Officers, Employees and Agents. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE XII

STAFF AND VOLUNTEERS

Subject to Article V, Section 5 of these Bylaws, the Corporation may employ such staff as may be necessary to carry out the purposes of the Corporation. The Executive Committee may adopt written personnel policies and staff responsibilities for the Corporation. The Executive Committee shall annually review the performance of all staff personnel. The Corporation shall create, organize, train, supervise and utilize the services of volunteers to carry out its purposes whenever possible.

ARTICLE XIII

WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice,

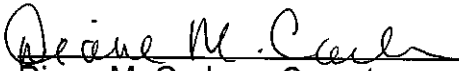
whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE XIV
AMENDMENTS**

These Bylaws may be altered or amended by the Board of Directors at any regular meeting of the Board, without notice, or at any special meeting of the Board, if the notice of such meeting contained a statement of the substance of the proposed amendment, by the affirmative votes of a two-thirds (2/3) majority of the Board.

SECRETARY'S CERTIFICATE

I, Diane M. Carlson, Secretary of The Douglas County Unified Juvenile Justice Center Development Corporation, hereby certify and attest as follows: 1) no member approval is required as the Corporation was created with no members; 2) the Board of Directors approved the Restated Bylaws by Unanimous Written Consent on Dec 10, 2018; and 3) no approval of third persons under Neb. Rev. Stat. Section 21-19,116 is required.



Diane M. Carlson, Secretary