

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2001

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2001 calendar year, or tax year beginning , 2001, and ending , 20

- B** Check if applicable
- Address change
 - Name change
 - Initial return
 - Final return
 - Amended return
 - Application pending

Please use IRS label or print or type See Specific Instructions	C Name of organization OK INSTITUTE FOR CHILD ADVOCACY	D Employer identification number 73-1192768
	Number and street (or P O box if mail is not delivered to street address) Room/suite 420 NW 13TH STREET	E Telephone number (405) 236-5437
	City or town state or country and ZIP + 4 OKLAHOMA CITY, OK 73103-3735	F Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) ▶

• Section 501(c)(3) organizations and 4947(a)(1) nonexempt charitable trusts must attach a completed Schedule A (Form 990 or 990-EZ)

H and I are not applicable to section 527 organizations

H(a) Is this a group return for affiliates? Yes No

H(b) If "Yes" enter number of affiliates ▶

H(c) Are all affiliates included? Yes No
(If "No" attach a list See instructions)

H(d) Is this a separate return filed by an organization covered by a group ruling? Yes No

I Enter 4 digit GEN ▶

M Check if the organization is not required to attach Sch B (Form 990, 990-EZ, or 990-PF)

G Web site ▶

J Organization type (check only one) ▶ 501(c)3 (insert no) 4947(a)(1) or 527

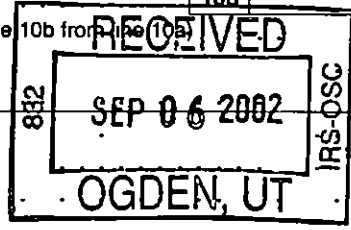
K Check here If the organization's gross receipts are normally not more than \$25,000 The organization need not file a return with the IRS but if the organization received a Form 990 Package in the mail, it should file a return without financial data Some states require a complete return

L Gross receipts Add lines 6b 8b 9b and 10b to line 12 ▶

Part I Revenue, Expenses, and Changes in Net Assets or Fund Balances (See Specific Instructions on page 16)

SCANNED SEP 18 2002

1	Contributions, gifts, grants, and similar amounts received			
	a Direct public support	1a	392,753	
	b Indirect public support	1b	129,349	
	c Government contributions (grants)	1c	822,913	
	d Total (add lines 1a through 1c) (cash \$ 1,345,015 noncash \$)	1d		1,345,015
2	Program service revenue including government fees and contracts (from Part VII, line 93)	2		
3	Membership dues and assessments	3		4,663
4	Interest on savings and temporary cash investments	4		184
5	Dividends and interest from securities	5		8,086
6a	Gross rents	6a		
	b Less rental expenses	6b		
	c Net rental income or (loss) (subtract line 6b from line 6a)	6c		
7	Other investment income (describe ▶)	7		
8a	Gross amount from sales of assets other than inventory	(A) Securities		(B) Other
		4,606	8a	
	b Less cost or other basis and sales expenses		8b	
	c Gain or (loss) (attach schedule)	4,606	8c	
	d Net gain or (loss) (combine line 8c, columns (A) and (B))		8d	4,606
9	Special events and activities (attach schedule)			
	a Gross revenue (not including \$ of contributions reported on line 1a)	9a	61,850	
	b Less direct expenses other than fundraising expenses	9b	46,054	
	c Net income or (loss) from special events (subtract line 9b from line 9a)	9c		15,796
10a	Gross sales of inventory, less returns and allowances	10a		
	b Less cost of goods sold	10b		
	c Gross profit or (loss) from sales of inventory (attach schedule) (subtract line 10b from line 10a)	10c		
11	Other revenue (from Part VII, line 103)	11		
12	Total revenue (add lines 1d, 2, 3, 4, 5, 6c, 7, 8d, 9c, 10c, and 11)	12		1,378,350
13	Program services (from line 44, column (B))	13		1,361,187
14	Management and general (from line 44, column (C))	14		23,247
15	Fundraising (from line 44, column (D))	15		2,256
16	Payments to affiliates (attach schedule)	16		
17	Total expenses (add lines 16 and 44, column (A))	17		1,386,690
18	Excess or (deficit) for the year (subtract line 17 from line 12)	18		(8,340)
19	Net assets or fund balances at beginning of year (from line 73, column (A))	19		248,541
20	Other changes in net assets or fund balances (attach explanation)	20		
21	Net assets or fund balances at end of year (combine lines 18, 19, and 20)	21		240,201



Part II Statement of Functional Expenses

All organizations must complete column (A). Columns (B), (C) and (D) are required for section 501(c)(3) and (4) organizations and section 4947(a)(1) nonexempt charitable trusts but optional for others. (See Specific Instructions on page 21.)

Do not include amounts reported on line 6b, 8b, 9b, 10b, or 16 of Part I		(A) Total	(B) Program services	(C) Management and general	(D) Fundraising
22	Grants and allocations (attach schedule) (cash \$ 321,320 noncash \$)	321,320	321,320		
23	Specific assistance to individuals (attach schedule)				
24	Benefits paid to or for members (attach schedule)				
25	Compensation of officers, directors, etc	57,341	57,341		
26	Other salaries and wages	551,970	551,970		
27	Pension plan contributions	15,132	15,132		
28	Other employee benefits	45,253	45,253		
29	Payroll taxes	45,930	45,930		
30	Professional fundraising fees				
31	Accounting fees	5,625	5,625		
32	Legal fees				
33	Supplies	16,226	15,776	450	
34	Telephone	14,290	14,094	196	
35	Postage and shipping	13,762	13,659	103	
36	Occupancy	21,720	21,720		
37	Equipment rental and maintenance	7,652	7,652		
38	Printing and publications	77,930	73,948	1,726	2,256
39	Travel	34,714	34,092	622	
40	Conferences, conventions, and meetings	17,971	17,861	110	
41	Interest				
42	Depreciation, depletion, etc (attach schedule)	8,986	3,564	5,422	
43	Other expenses not covered above (itemize) a OTHER	55,205	46,110	9,095	
b	DUES & MEMBERSHIPS	2,755		2,755	
c	CONSULTANTS	70,548	70,140	408	
d	INSURANCE	2,360		2,360	
e					
44	Total functional expenses (add lines 22 through 43). Organizations completing columns (B) (D), carry these totals to lines 13-15	1,386,690	1,361,187	23,247	2,256

Joint Costs. Check if you are following SOP 98-2

Are any joint costs from a combined educational campaign and fundraising solicitation reported in (B) Program services? Yes No
 If "Yes," enter (i) the aggregate amount of these joint costs \$ _____, (ii) the amount allocated to Program services \$ _____,
 (iii) the amount allocated to Management and general \$ _____, and (iv) the amount allocated to Fundraising \$ _____

Part III Statement of Program Service Accomplishments (See Specific Instructions on page 24)

What is the organization's primary exempt purpose? EDUCATION AND SOCIAL SERVICES	Program Service Expenses Required for 501(c)(3) and (4) orgs and 4947(a)(1) trusts, but optional for others.
a OKLAHOMA KIDS COUNT PARTNERSHIP: PUBLICATION OF KIDS COUNT FACTBOOK, LEADERSHIP CLASSES OFFERED, AND CHILD WATCH VISITATION TOURS (Grants and allocations \$)	142,300
b HEART OF OKC - HEALTHY, EMPOWERED AND RESPONSIBLE TEENS OF OKC - COMMUNITY BASED PROJECT FOCUSED ON PREVENTION OF TEEN PREGNANCY IN HIGH-POVERTY NEIGHBO (Grants and allocations \$)	591,659
c OKLAHOMA COVERING KIDS - COLLABORATIVE EFFORT TO IDENTIFY AND ENROLL ELIGIBLE CHILDREN INTO HEALTH COVERAGE (Grants and allocations \$)	394,757
d SUCCESS BY SIX PARTNERSHIP - CREATE AND EXPAND QUALITY EARLY CARE AND EDUCATION EXPERIENCES AND OPPORTUNITIES FOR YOUNG CHILDREN AND FAMILIES (Grants and allocations \$)	129,184
e Other program services (attach schedule) (Grants and allocations \$)	103,287
f Total of Program Service Expenses (should equal line 44, column (B), Program services)	1,361,187

Part IV Balance Sheets (See Specific Instructions on page 24)

Note		(A)		(B)	
Where required, attached schedules and amounts within the description column should be for end-of-year amounts only		Beginning of year		End of year	
45	Cash - non-interest-bearing	215,879	45	161,963	
46	Savings and temporary cash investments		46		
47 a	Accounts receivable		47a		
b	Less allowance for doubtful accounts		47b		47c
48 a	Pledges receivable		48a		
b	Less allowance for doubtful accounts	10,000	48b		48c
49	Grants receivable	34,201	49	25,755	
50	Receivables from officers, directors, trustees, and key employees (attach schedule)		50		
51 a	Other notes and loans receivable (attach schedule)		51a		
b	Less allowance for doubtful accounts		51b		51c
52	Inventories for sale or use		52		
53	Prepaid expenses and deferred charges		53	49,554	
54	Investments - securities (attach schedule) <input type="checkbox"/> Cost <input type="checkbox"/> FMV		54		
55 a	Investments - land, buildings, and equipment basis		55a		
b	Less accumulated depreciation (attach schedule)		55b		55c
56	Investments - other (attach schedule)		56		
57 a	Land, buildings, and equipment basis	62,611	57a		
b	Less accumulated depreciation (attach schedule)	43,675	57b		57c
58	Other assets (describe SECURITY DEPOSIT)	782	58	782	
59	Total assets (add lines 45 through 58) (must equal line 74)	287,315	59	256,990	
60	Accounts payable and accrued expenses	31,273	60	9,735	
61	Grants payable		61		
62	Deferred revenue	7,501	62	7,054	
63	Loans from officers, directors, trustees, and key employees (attach schedule)		63		
64 a	Tax-exempt bond liabilities (attach schedule)		64a		
b	Mortgages and other notes payable (attach schedule)		64b		
65	Other liabilities (describe)		65		
66	Total liabilities (add lines 60 through 65)	38,774	66	16,789	
Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 67 through 69 and lines 73 and 74					
67	Unrestricted	62,589	67	82,163	
68	Temporarily restricted	185,952	68	158,038	
69	Permanently restricted		69		
Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 70 through 74					
70	Capital stock, trust principal, or current funds		70		
71	Paid-in or capital surplus, or land, building, and equipment fund		71		
72	Retained earnings, endowment, accumulated income, or other funds		72		
73	Total net assets or fund balances (add lines 67 through 69 OR lines 70 through 72, column (A) must equal line 19, column (B) must equal line 21)	248,541	73	240,201	
74	Total liabilities and net assets / fund balances (add lines 66 and 73)	287,315	74	256,990	

Form 990 is available for public inspection and, for some people, serves as the primary or sole source of information about a particular organization. How the public perceives an organization in such cases may be determined by the information presented on its return. Therefore, please make sure the return is complete and accurate and fully describes, in Part III, the organization's programs and accomplishments.

Part VI Other Information (See Specific Instructions on page 27)		Yes	No
76	Did the organization engage in any activity not previously reported to the IRS? If "Yes," attach a detailed description of each activity	76	X
77	Were any changes made in the organizing or governing documents but not reported to the IRS? If "Yes," attach a conformed copy of the changes	77	X
78a	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return?	78a	X
b	If "Yes," has it filed a tax return on Form 990-T for this year?	78b	
79	Was there a liquidation, dissolution, termination, or substantial contraction during the year? If "Yes," attach a statement	79	X
80a	Is the organization related (other than by association with a statewide or nationwide organization) through common membership, governing bodies, trustees, officers, etc., to any other exempt or nonexempt organization?	80a	X
b	If "Yes," enter the name of the organization <input type="checkbox"/> and check whether it is <input type="checkbox"/> exempt OR <input type="checkbox"/> nonexempt		
81a	Enter direct or indirect political expenditures See line 81 instructions	81a	
b	Did the organization file Form 1120-POL for this year?	81b	
82a	Did the organization receive donated services or the use of materials, equipment, or facilities at no charge or at substantially less than fair rental value?	82a	X
b	If "Yes," you may indicate the value of these items here Do not include this amount as revenue in Part I or as an expense in Part II (See instructions in Part III)	82b	
83a	Did the organization comply with the public inspection requirements for returns and exemption applications?	83a	X
b	Did the organization comply with the disclosure requirements relating to quid pro quo contributions?	83b	X
84a	Did the organization solicit any contributions or gifts that were not tax deductible?	84a	X
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	84b	
85	501(c)(4), (5), or (6) organizations a Were substantially all dues nondeductible by members?	85a	
b	Did the organization make only in-house lobbying expenditures of \$2,000 or less? If "Yes" was answered to either 85a or 85b, do not complete 85c through 85h below unless the organization received a waiver for proxy tax owed for the prior year	85b	
c	Dues, assessments, and similar amounts from members	85c	
d	Section 162(e) lobbying and political expenditures	85d	
e	Aggregate nondeductible amount of section 6033(e)(1)(A) dues notices	85e	
f	Taxable amount of lobbying and political expenditures (line 85d less 85e)	85f	
g	Does the organization elect to pay the section 6033(e) tax on the amount on line 85f?	85g	
h	If section 6033(e)(1)(A) dues notices were sent, does the organization agree to add the amount on line 85f to its reasonable estimate of dues allocable to nondeductible lobbying and political expenditures for the following tax year?	85h	
86	501(c)(7) orgs Enter a Initiation fees and capital contributions included on line 12	86a	
b	Gross receipts, included on line 12, for public use of club facilities	86b	
87	501(c)(12) orgs Enter a Gross income from members or shareholders	87a	
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	87b	
88	At any time during the year, did the organization own a 50% or greater interest in a taxable corporation or partnership, or an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? If "Yes," complete Part IX	88	X
89a	501(c)(3) organizations Enter Amount of tax imposed on the organization during the year under section 4911 <input type="checkbox"/> , section 4912 <input type="checkbox"/> , section 4955 <input type="checkbox"/>		
b	501(c)(3) and 501(c)(4) orgs Did the organization engage in any section 4958 excess benefit transaction during the year or did it become aware of an excess benefit transaction from a prior year? If "Yes," attach a statement explaining each transaction	89b	X
c	Enter Amount of tax imposed on the organization managers or disqualified persons during the year under sections 4912, 4955, and 4958		
d	Enter Amount of tax on line 89c, above, reimbursed by the organization		
90a	List the states with which a copy of this return is filed <input type="checkbox"/> NONE		
b	Number of employees employed in the pay period that includes March 12, 2001 (See instructions)	90b	29
91	The books are in care of <input type="checkbox"/> ANNE ROBERTS Telephone no <input type="checkbox"/> 405-236-5437 Located at <input type="checkbox"/> 420 NW 13TH ST OKLAHOMA CITY OK ZIP + 4 <input type="checkbox"/> 73103-3735		
92	Section 4947(a)(1) nonexempt charitable trusts filing Form 990 in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the tax year <input type="checkbox"/>	92	

Part VII. Analysis of Income-Producing Activities (See Specific Instructions on page 32)

	Unrelated business income		Excluded by section 512 513 or 514		(E) Related or exempt function income
	(A) Business code	(B) Amount	(C) Exclusion code	(D) Amount	
93 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f Medicare/Medicaid payments					
g Fees and contracts from government agencies					
94 Membership dues and assessments					
95 Interest on savings and temporary cash investments					184
96 Dividends and interest from securities					8,086
97 Net rental income or (loss) from real estate					
a debt-financed property					
b not debt-financed property					
98 Net rental income or (loss) from personal property					
99 Other investment income					
100 Gain or (loss) from sales of assets other than inventory					4,606
101 Net income or (loss) from special events			12	15,796	
102 Gross profit or (loss) from sales of inventory					
103 Other revenue a _____					
b _____					
c _____					
d _____					
e _____					
104 Subtotal (add columns (B), (D), and (E))				15,796	12,876
105 Total (add line 104, columns (B), (D), and (E))					28,672

Note Line 105 plus line 1d, Part I, should equal the amount on line 12, Part I

Part VIII. Relationship of Activities to the Accomplishment of Exempt Purposes (See Specific Instructions on page 32)

Line No	Explain how each activity for which income is reported in column (E) of Part VII contributed importantly to the accomplishment of the organization's exempt purposes (other than by providing funds for such purposes)
95	INTEREST EARNED ON TEMPORARILY HELD GRANT FUNDS
96	DIVIDENDS EARNED ON TEMPORARILY HELD GRANT FUNDS
100	DEMUTUALIZATION FROM INSURANCE COMPANY

Part IX. Information Regarding Taxable Subsidiaries and Disregarded Entities (See Specific Instructions on page 33)

(A) Name, address, and EIN of corporation, partnership, or disregarded entity	(B) Percentage of ownership interest	(C) Nature of activities	(D) Total income	(E) End-of-year assets
	%			
	%			
	%			
	%			

Part X. Information Regarding Transfers Associated with Personal Benefit Contracts (See Specific Instructions on page 33)

- (a) Did the organization during the year receive any funds directly or indirectly to pay premiums on a personal benefit contract? Yes No
- (b) Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? Yes No

Note: If "Yes" to (b), file Form 8870 and Form 4720 (see instructions)

Under penalties of perjury I declare that I have examined this return including accompanying schedules and statements and to the best of my knowledge and belief it is true correct and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

Please _____

 Executive Director
 Date 9/4/02

SCHEDULE A
(Form 990 or 990-EZ)

Organization Exempt Under Section 501(c)(3)

(Except Private Foundation) and Section 501(e), 501(f), 501(k),
501(n), or Section 4947(a)(1) Nonexempt Charitable Trust

OMB No 1545-0047

2001

Department of the Treasury
Internal Revenue Service

▶ **MUST be completed by the above organizations and attached to their Form 990 or 990-EZ**

Name of the organization

Employer identification number

OK INSTITUTE FOR CHILD ADVOCACY

73-1192768

Part I Compensation of the Five Highest Paid Employees Other Than Officers, Directors, and Trustees

(See page 1 of the instructions List each one If there are none, enter "None ")

(a) Name and address of each employee paid more than \$50,000	(b) Title and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans & deferred compensation	(e) Expense account and other allowances
None				
Total number of other employees paid over \$50,000 ▶				

Part II Compensation of the Five Highest Paid Independent Contractors for Professional Services

(See page 2 of the instructions List each one (whether individuals or firms) If there are none, enter "None ")

(a) Name and address of each independent contractor paid more than \$50,000	(b) Type of service	(c) Compensation
None		
Total number of others receiving over \$50,000 for professional services ▶		

Part III Statements About Activities (See page 2 of the instructions)

	Yes	No
1 During the year, has the organization attempted to influence national, state, or local legislation, including any attempt to influence public opinion on a legislative matter or referendum? If "Yes," enter the total expenses paid or incurred in connection with the lobbying activities ▶ \$ <u>28,628</u> (Must equal amounts on line 38, Part VI-A, or line I of Part VI-B) Organizations that made an election under section 501(h) by filing Form 5768 must complete Part VI-A Other organizations checking "Yes," must complete Part VI-B AND attach a statement giving a detailed description of the lobbying activities	1	X
2 During the year, has the organization, either directly or indirectly, engaged in any of the following acts with any substantial contributors, trustees, directors, officers, creators, key employees, or members of their families, or with any taxable organization with which any such person is affiliated as an officer, director, trustee, majority owner, or principal beneficiary? (If the answer to any question is "Yes," attach a detailed statement explaining the transactions)		
a Sale, exchange, or leasing of property?	2a	X
b Lending of money or other extension of credit?	2b	X
c Furnishing of goods, services, or facilities?	2c	X
d Payment of compensation (or payment or reimbursement of expenses if more than \$1,000)?	2d	X
e Transfer of any part of its income or assets?	2e	X
3 Does the organization make grants for scholarships, fellowships, student loans, etc? (See Note below)	3	X
4 Do you have a section 403(b) annuity plan for your employees?	4	X

Note Attach a statement to explain how the organization determines that individuals or organizations receiving grants or loans from it in furtherance of its charitable programs "qualify" to receive payments

Part IV Reason for Non-Private Foundation Status (See pages 3 through 6 of the instructions)

The organization is not a private foundation because it is (Please check only ONE applicable box)

- 5 A church, convention of churches, or association of churches Section 170(b)(1)(A)(i)
- 6 A school Section 170(b)(1)(A)(ii) (Also complete Part V)
- 7 A hospital or a cooperative hospital service organization Section 170(b)(1)(A)(iii)
- 8 A Federal, state, or local government or governmental unit Section 170(b)(1)(A)(v)
- 9 A medical research organization operated in conjunction with a hospital Section 170(b)(1)(A)(iii) Enter the hospital's name, city, and state ▶ _____
- 10 An organization operated for the benefit of a college or university owned or operated by a governmental unit Section 170(b)(1)(A)(iv) (Also complete the **Support Schedule** in Part IV-A)
- 11a An organization that normally receives a substantial part of its support from a governmental unit or from the general public Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 11b A community trust Section 170(b)(1)(A)(vi) (Also complete the **Support Schedule** in Part IV-A)
- 12 An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its charitable, etc., functions - subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2) (Also complete the **Support Schedule** in Part IV-A)
- 13 An organization that is not controlled by any disqualified persons (other than foundation managers) and supports organizations described in (1) lines 5 through 12 above, or (2) section 501(c)(4), (5), or (6), if they meet the test of section 509(a)(2) (See section 509(a)(3))

Provide the following information about the supported organizations (See page 5 of the instructions)

(a) Name(s) of supported organization(s)	(b) Line number from above

- 14 An organization organized and operated to test for public safety Section 509(a)(4) (See page 6 of the instructions)

Part IV-A Support Schedule (Complete only if you checked a box on line 10, 11, or 12) Use cash method of accounting

Note You may use the worksheet in the instructions for converting from the accrual to the cash method of accounting

Calendar year (or fiscal year beginning in)	(a) 2000	(b) 1999	(c) 1998	(d) 1997	(e) Total
15 Gifts, grants, and contributions received (Do not include unusual grants See line 28)	1,279,090	1,512,682	903,558	513,155	4,208,485
16 Membership fees received	5,010	7,419	9,667	7,678	29,774
17 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to the organization's charitable, etc., purpose					
18 Gross income from interest, dividends, amounts received from payments on securities loans (section 512(a)(5)), rents, royalties, and unrelated business taxable income (less section 511 taxes) from businesses acquired by the organization after June 30, 1975	9,368	12,778	4,327	2,461	28,934
19 Net income from unrelated business activities not included in line 18					
20 Tax revenues levied for the organization's benefit and either paid to it or expended on its behalf					
21 The value of services or facilities furnished to the organization by a governmental unit without charge Do not include the value of services or facilities generally furnished to the public without charge					
22 Other income Attach a schedule Do not include gain or (loss) from sale of capital assets					
23 Total of lines 15 through 22	1,293,468	1,532,879	917,552	523,294	4,267,193
24 Line 23 minus line 17	1,293,468	1,532,879	917,552	523,294	4,267,193
25 Enter 1% of line 23	12,935	15,329	9,176	5,233	
26 Organizations described on lines 10 or 11 a Enter 2% of amount in column (e), line 24					26a 85,344
b Prepare a list for your records to show the name of and amount contributed by each person (other than a governmental unit or publicly supported organization) whose total gifts for 1997 through 2000 exceeded the amount shown in line 26a Do not file this list with your return Enter the total of all these excess amounts					26b 564,577
c Total support for section 509(a)(1) test Enter line 24, column (e)					26c 4,267,193
d Add Amounts from column (e) for lines 18 28,934 19 22 564,577					26d 593,511
e Public support (line 26c minus line 26d total)					26e 3,673,682
f Public support percentage (line 26e (numerator) divided by line 26c (denominator))					26f 86.09%
27 Organizations described on line 12 a For amounts included in lines 15, 16, and 17 that were received from a "disqualified person," prepare a list for your records to show the name of, and total amounts received in each year from, each "disqualified person" Do not file this list with your return Enter the sum of such amounts for each year	(2000) _____	(1999) _____	(1998) _____	(1997) _____	
b For any amount included in line 17 that was received from each person (other than "disqualified persons"), prepare a list for your records to show the name of, and amount received for each year, that was more than the larger of (1) the amount on line 25 for the year or (2) \$5,000 (Include in the list organizations described in lines 5 through 11, as well as individuals) Do not file this list with your return After computing the difference between the amount received and the larger amount described in (1) or (2), enter the sum of these differences (the excess amounts) for each year	(2000) _____	(1999) _____	(1998) _____	(1997) _____	
c Add Amounts from column (e) for lines 15 _____ 16 _____ 17 _____ 20 _____ 21 _____					27c _____
d Add Line 27a total _____ and line 27b total _____					27d _____
e Public support (line 27c total minus line 27d total)					27e _____
f Total support for section 509(a)(2) test Enter amount on line 23, column (e)					27f _____
g Public support percentage (line 27e (numerator) divided by line 27f (denominator))					27g _____ %
h Investment income percentage (line 18, column (e) (numerator) divided by line 27f (denominator))					27h _____ %

28 Unusual Grants For an organization described in line 10, 11, or 12 that received any unusual grants during 1997 through 2000, prepare a list for your records to show, for each year, the name of the contributor, the date and amount of the grant, and a brief description of the nature of the grant Do not file this list with your return Do not include these grants in line 15

Part VI-A Lobbying Expenditures by Electing Public Charities (See page 9 of the instructions)

(To be completed ONLY by an eligible organization that filed Form 5768)

Check **a** if the organization belongs to an affiliated group Check **b** if you checked "a" and "limited control" provisions apply

Limits on Lobbying Expenditures

(The term "expenditures" means amounts paid or incurred)

	(a) Affiliated group totals	(b) To be completed for ALL electing organizations
36 Total lobbying expenditures to influence public opinion (grassroots lobbying)	36	16,759
37 Total lobbying expenditures to influence a legislative body (direct lobbying)	37	11,869
38 Total lobbying expenditures (add lines 36 and 37)	38	28,628
39 Other exempt purpose expenditures	39	1,432,744
40 Total exempt purpose expenditures (add lines 38 and 39)	40	1,461,372
41 Lobbying nontaxable amount Enter the amount from the following table-		
If the amount on line 40 is- The lobbying nontaxable amount is-		
Not over \$500,000 20% of the amount on line 40		
Over \$500,000 but not over \$1,000,000 \$100,000 plus 15% of the excess over \$500,000		
Over \$1,000,000 but not over \$1,500,000 \$175,000 plus 10% of the excess over \$1,000,000	41	221,137
Over \$1,500,000 but not over \$17,000,000 \$225,000 plus 5% of the excess over \$1,500,000		
Over \$17,000,000 \$1,000,000		
42 Grassroots nontaxable amount (enter 25% of line 41)	42	55,284
43 Subtract line 42 from line 36 Enter -0- if line 42 is more than line 36	43	
44 Subtract line 41 from line 38 Enter -0- if line 41 is more than line 38	44	

Caution If there is an amount on either line 43 or line 44, you must file Form 4720

4-Year Averaging Period Under Section 501(h)

(Some organizations that made a section 501(h) election do not have to complete all of the five columns below)

See the instructions for lines 45 through 50 on page 11 of the instructions

Calendar year (or fiscal year beginning in) ▶	Lobbying Expenditures During 4-Year Averaging Period				
	(a) 2001	(b) 2000	(c) 1999	(d) 1998	(e) Total
45 Lobbying nontaxable amount	221,137	227,474	228,961	146,028	823,600
46 Lobbying ceiling amount (150% of line 45(e))					1,235,400
47 Total lobbying expenditures	28,628	20,983	16,922	12,378	78,911
48 Grassroots nontaxable amount	55,284	56,869	57,240	36,507	205,900
49 Grassroots ceiling amount (150% of line 48(e))					308,850
50 Grassroots lobbying expenditures	16,759	9,848	7,860	6,473	40,940

Part VI-B Lobbying Activity by Nonelecting Public Charities

(For reporting only by organizations that did not complete Part VI-A) (See page 12 of the instructions)

During the year, did the organization attempt to influence national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of	Yes	No	Amount
a Volunteers			
b Paid staff or management (Include compensation in expenses reported on lines c through h)			
c Media advertisements			
d Mailings to members, legislators, or the public			
e Publications, or published or broadcast statements			
f Grants to other organizations for lobbying purposes			
g Direct contact with legislators, their staffs, government officials, or a legislative body			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any other means			
i Total lobbying expenditures (Add lines c through h)			

If "Yes" to any of the above, also attach a statement giving a detailed description of the lobbying activities

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

Supplementary Information for
line 1 of Form 990, 990-EZ and 990-PF (see instructions)

OMB No 1545-0047

2001

Name of organization

Employer identification number

OK INSTITUTE FOR CHILD ADVOCACY

73-1192768

Organization type (check one)

Filers of

Section

Form 990 or 990-EZ

501(c) (3) (enter number) organization

4947(a)(1) nonexempt charitable trust not treated as a private foundation

527 political organization

Form 990-PF

501(c)(3) exempt private foundation

4947(a)(1) nonexempt charitable trust treated as a private foundation

501(c)(3) taxable private foundation

Check if your organization is covered by the **General rule** or a **Special rule**. (Note: Only a section 501(c)(7), (8), or (10) organization can check box(es) for both the General rule and a Special rule - see instructions)

General Rule -

For organizations filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor (Complete Parts I and II)

Special Rules -

For a section 501(c)(3) organization filing Form 990, or Form 990-EZ, that met the 33 1/3% support test of the regulations under sections 509(a)(1)/170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of \$5,000 or 2% of the amount on line 1 of these forms (Complete Parts I and II)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, aggregate contributions or bequests of more than \$1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals (Complete Parts I, II, and III)

For a section 501(c)(7), (8), or (10) organization filing Form 990, or Form 990-EZ, that received from any one contributor, during the year, some contributions for use exclusively for religious, charitable, etc , purposes, but these contributors did not aggregate to more than \$1,000 (If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the Parts unless the General rule applies to this organization because it received nonexclusively religious, charitable etc , contributions of \$5,000 or more during the year) ▶ \$ _____

Caution Organizations that are not covered by the General rule and/or the Special rules do not file Schedule B (Form 990, 990-EZ, or 990-PF) but they **must** check the box in the heading of their Form 990, Form 990-EZ, or on line 1 of their Form 990-PF, to certify that they do not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization **OK INSTITUTE FOR CHILD ADVOCACY** Employer identification number **73-1192768**

Part I Contributors (See Specific Instructions)

(a) No.	(b) Name, address and ZIP + 4	(c) Aggregate contributions	(d) Type of contribution
1	----- ----- -----	\$ 75,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	----- ----- -----	\$ 196,152	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
3	----- ----- -----	\$ 70,000	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
4	----- ----- -----	\$ 129,349	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

OK INSTITUTE FOR CHILD ADVOCACY

Employer identification number

73-1192768

Part II Noncash Property (See Specific Instructions)

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
<u>1</u>	----- ----- -----	\$ -----	-----
<u>2</u>	----- ----- -----	\$ -----	-----
<u>3</u>	----- ----- -----	\$ -----	-----
<u>4</u>	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----
---	----- ----- -----	\$ -----	-----

Form 990 - Part V

List of Officers, Directors, Trustees, and Key Employees

Name(s) shown on return		Identifying Number		
OK INSTITUTE FOR CHILD ADVOCACY		73-1192768		
(A) Name and address	Title and Average Hrs	(C) Compensation	(D) Contrib.	(E) Expense
ANNE ROBERTS 420 NW 13TH ST 101, OKC, OK	EXEC DIRECTOR 50	57,341	1,720	
ANNE CALVERT PO BOX 401, OKC, OK 73101	PRESIDENT	0		
REV CATHY SHEARER 3035 NW 63RD 227, OKC OK 73116	VP PROGRAMS	0		
PEGGY AND BOB MCCORMICK 1309 WESTWOOD, STILLWATER, OK	VP DEVELOPMNT	0		
MARY MONFORT 100 N UNIVERSITY, EDMOND, OK	VP TRUSTEES	0		
M ANDREW GLENN PHD 131 S FLOOD, NORMAN, OK 73069	SECRETARY	0		
KIMBERLY FRANCISCO 1401 NE 70TH ST, OKC OK 73111	TREASURER	0		
RONALD L MATLOCK 101 PARK AVE 1400 OKC OK 73102	PRESIDENT ELE	0		
ROBERT ABERNATHY 35555 NW 58TH 510 OKC OK 73112	BOARD MEMBER	0		
ANDREA CHANCELLOR 1601 NW EXPRESSWAY OKC, OK 731	BOARD MEMBER	0		
DOUG FOX 100 N UNIVERSITY DR EDMOND OK	BOARD MEMBER	0		
LAURIE FULLER 2707 N COUNTRY CLUB MUSKOGEE	BOARD MEMBER	0		
KAY GRANT 601 S 85TH ST EAST MUSKOGEE OK	BOARD MEMBER	0		
ALEX GREENWOOD 3162 NW EXPRESSWAY 352 OKC OK	BOARD MEMBER	0		
JEAN P HARBISON 1306 NW MAPLE LAWTON OK 73507	BOARD MEMBER	0		
LYN HESTER 336 NW EXPRESSWAY 800 OKC OK	BOARD MEMBER	0		
ROB JOHNSON 2454 EAST 33RD TULSA OK 74105	BOARD MEMBER	0		
JAY KEEL PO BOX 1548 ADA OK 74820	BOARD MEMBER	0		
ALBERT C KELLEY 601 N MAIN BRISTOW OK 74010	BOARD MEMBER	0		
DR ED LEGAKO 3201 W GORE ST 100 LAWTON OK	BOARD MEMBER	0		
BRAIN MAYER 100 W 5TH 600 TULSA OK 74103	BOARD MEMBER	0		
D KENT MEYERS 20 N BROADWAY 1800 OKC OK	BOARD MEMBER	0		
DICK MOSHER 2003 GLYNNWOOD DR BARTLESVILLE		0		
LELA ROBISON 2607 FORT DAVIS DR MUSKOGEE OK	BOARD MEMBER	0		
RONALD J ROCKE 4605 EASTMAN OKC OK 73122	BOARD MEMBER	0		

2001

Form 990 - Part V

List of Officers, Directors, Trustees, and Key Employees

Name(s) shown on return

Identifying Number

OK INSTITUTE FOR CHILD ADVOCACY

73-1192768

(A) Name and address	Title and Average Hrs	(C) Compensation	(D) Contrib.	(E) Expense
ROGER SHELDON MD PO BOX 26307 OKC OK 73126	BOARD MEMBER		0	
DEBORAH WATSON BOX 647 DRUMRIGHT OK 74030	BOARD MEMBER		0	
ELLEN YATES 421 N HUDSON ALTUS OK 73521	BOARD MEMBER		0	
KEN YOUNG 201 NE 50TH OKC OK 73105	BOARD MEMBER		0	

Name as shown on Return

OK INSTITUTE FOR CHILD ADVOCACY

Employer identification number

73-1192768

SPECIAL EVENTS RECEIPTS

Form 990 - Line 9a Gross Revenue

Description	Amount
FALL FORM	32,805
CHILDRENS INFOR	11,926
FRIEND OF CHILD	14,005
KID PINS	3,114
Total	61,850

SPECIAL EVENTS DIRECT EXPENSES

Form 990 - Line 9b Less Expenses

Description	Amount
FALL FORUM	20,431
CHILDRENS INFOR	11,926
FRIEND OF CHILD	13,697
Total	46,054

-GRANTS AND ALLOCATIONS---

Form 990 - Part II Line 22 Grants

Description	Amount
COMM ACTION TUL	18,494
MERCY MEM HEALT	35,572
VARIETY HEALTH	36,287
CITY-CTY HEALTH	5,732
UNIV OK HEALTH	274,789
LESS PREPAID	(49,554)
Total	321,320



BYLAW DECLARATION

Board of Directors

President

Ronald L. Matlock

VP Public Policy

Ken Young

VP Development

Peggy & Bob McCormick

VP Directors

Ronald J. Roche

Secretary/Treasurer

M. Andrew Glenn, Ph.D.

President Elect

Lyn Hester

Anne Calvert

Bill Doenges

Kimberly Francisco

Doug Fox

Laurie Fuller

Kay Grant, Ed.D.

Shawn Groendyke-Hodgen

Rob Johnson

Jay Keel

Albert C. Kelly

Ed Legako, M.D.

Brian Mayer

D. Kent Meyers

Mary Monfort, Ph.D.

Dick Mosher

Lela Robison

Cathy Shearer, LPC, M.Div.

Roger Sheldon, M.D.

Deborah Watson

Dessa Weber

Executive Director

Anne Roberts

BE IT RESOLVED that the accompanying document is a complete and accurate copy of the original governing document of the OKLAHOMA INSTITUTE FOR CHILD ADVOCACY

These changes to the Bylaws of the governing document were adopted by the Board of Directors, as amended, on October 9, 2001

This declaration is dated this 3rd day of September, 2002, by the Executive Director of OKLAHOMA INSTITUTE FOR CHILD ADVOCACY

ANNE ROBERTS
Executive Director

Oklahoma Institute For
CHILD
ADVOCACY

420 NW 13th STREET

OKC OKLAHOMA 73103

PHONE 405/236 KIDS

FAX 405/236 KIDX

E MAIL info@oica.org

WEB www.oica.org



A MEMBER OF THE NATIONAL ASSOCIATION OF CHILD ADVOCATES

Oklahoma Institute for Child Advocacy

ARTICLE I NAME AND OFFICES

1 Name The name of the not-for-profit corporation is

THE OKLAHOMA INSTITUTE FOR CHILD ADVOCACY

2 Offices The principal office of the Institute shall be in the County of Oklahoma, City of Oklahoma City. The Institute may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Institute may require

ARTICLE II MEMBERSHIP

The members of the Institute shall consist of the persons set forth in the Articles of Incorporation as Directors and such other organizations and individuals concerned with the well being of children. Members shall have no power except in their capacity as Directors or otherwise required under Oklahoma law

ARTICLE III DIRECTORS

1 Election and Term of Office The business and property of the Institute shall be managed and controlled by a Board of Directors or until the election and qualification of their respective successors. Directors shall hold office for a three (3) year term or until their respective successors are elected. One third (1/3) of the total board will be elected every year by the existing Board. A Director may vote for him or herself

2 Number The number of Directors of the Institute shall be no less than fifteen (15) and no more than thirty (30). Such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XII. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided. In addition, the Executive Director of the Institute shall serve as an ex officio, non-voting member of the Board

3 Eligibility To be eligible for Directorship, a person must be willing to assist in the development of a broad-based citizen constituency to act on behalf of the rights of children and

Oklahoma Institute for Child Advocacy

youth The following guidelines shall be taken into consideration

- a An individual's demonstrated commitment to the goals, objectives, and values of the Oklahoma Institute for Child Advocacy, as well as the individual's freedom from conflicts of interest with the organization,
- b An individual's willingness to serve on committees of the Board of Directors, as well as the individual's commitment to attend all meetings of the Board of Directors,
- c Representation on the Board of Directors by geographic regions of the state, ethnic and racial groups, and gender

4 Rights of Directors The right of a Director to vote in matters related to the Institute shall cease on the termination of his/her Directorship No Director shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Institute

5 Resignation Any Director may resign at any time by giving written notice of such resignation to the President or Secretary of the Board of Directors

6 Removal of Directors Any Director who fails to attend one-half (1/2) of the regularly scheduled meetings in a calendar year shall be deemed to have vacated his/her position on the Board of Directors, and after having been given notice, shall be replaced by the election of a new Director

Any Director may be removed from office by the affirmative vote of two-thirds of the Directors, registered in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Institute, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes Any such Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting

7 Vacancies Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the remaining portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof at any meeting of the Directors called with proper notice Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Institute or until the election and qualification of his/her successor

8 Powers All the Institute powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Oklahoma, shall be and hereby are vested in and shall be exercised by the Board of Directors The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Institute, such powers as they may see fit

9 Contracts and Services The Directors may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Institute as authorized by the Board, provided that any

Oklahoma Institute for Child Advocacy

contract, transaction, or act on behalf of the Institute in a manner which the Directors or officers are personally interested as shareholders, directors or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Institute's use or application of its funds for private benefit, and provided further that no contract, transaction, or act shall be taken on behalf of the Institute if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

10 Compensation and Expenses Directors shall not receive any stated salary for their services as such, but the Board of Directors shall have the power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Institute special compensation appropriate to the value of such services and expenses incurred in their execution

11 Annual Meeting The annual meeting of the Directors of the Institute shall be held at the principal office of the Institute or at another predetermined site within the state of Oklahoma, prior to February 1 in each year, but for the purpose of electing Directors, presenting the annual report on the previous fiscal year, and for the transaction of such other business as may properly come before the meeting Immediately after each annual election, the newly-elected Directors may meet forthwith for the purpose of organization, the election of officers, and the transaction of other business If a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given In the event there is not a quorum, the place and time of such first meeting must be fixed by all the Directors present

12 Notice of Annual Meeting Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally, by mail, or by electronic communication (i.e., e-mail or facsimile), not less than ten (10) and no more than forty (40) days before the meeting upon each person who appears on the books of the Institute as a Director and, if mailed, such notice shall be directed to the Director at his/her address as it appears on the books of the Institute

13 Annual Report The Board of Directors shall present at the annual meeting of the members a report, verified by the President and Treasurer or by a majority of the Directors, showing at least the following

- (a) the assets and liabilities, including the Director funds, of the Institute as of the end of the fiscal year immediately preceding the annual meeting,
- (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report,
- (c) the revenue or receipts of the Institute, both unrestricted and restricted to particular purposes, the year immediately preceding the date of the report,

Oklahoma Institute for Child Advocacy

- (d) the expenses or disbursements of the Institute, for both general and restricted purposes, during the year immediately preceding the date of the report,
- (e) the number of members of the Board of Directors of the Institute as of the date of the report, a statement of the place where the names and addresses of the current members may be found, and
- (f) the accomplishments of the previous year and proposed projects for the coming year

The annual report of Directors shall be filed with the records of the Institute

14 Special Meetings Special meetings of the Board of Directors may be called by the President or President-Elect and must be called by either of them on the written request of any member of the Board

15 Notice of Meetings Notice of all Directors' meetings stating the time, place and purpose or purposes thereof, except as herein otherwise provided, shall be given by mailing or electronic communications the same at least ten (10) days before the meeting to the usual address of the Director, but such notice may be waived by any Director if otherwise informed Regular meetings of the Board of Directors may be held without notice on a pre-determined schedule at such time and place as noted by the Board

16 Chairman At all meetings of the Board of Directors, the President or President-Elect, or in their absence, a chairman chosen by the Directors present, shall preside

17 Quorum At all meetings of the Board of Directors, one-third (1/3) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business The act of a quorum of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the statute or by the Bylaws

18 Voting At every meeting of the Directors, each Director shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such Director and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period Each Director of the Institute shall be entitled to one (1) vote Upon the demand of any Director, the vote for Directors, and the vote upon any question before the meeting, shall be by ballot All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy

19 Waiver of Notice Whenever under any of the provisions of law or under the provisions of the Articles of Incorporation or these Bylaws, the Institute or the Board of Directors or any committee thereof is authorized to take any action after notice to the Directors of the Institute or after the lapse of a prescribed period of time, such action may be taken without notice and

Oklahoma Institute for Child Advocacy

without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his/her attorney thereunto authorized

ARTICLE IV OFFICERS

1 Number The officers of the Institute shall be the President, President-Elect, Vice-Presidents, Secretary/Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors There will be a minimum of four (4) officers

2 Election, Term of Office and Qualifications All officers shall be elected from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit at the first meeting of the Board of Directors after the annual meeting of Directors of the Institute

3 President The President shall preside at all meetings of members and of the Board of Directors and shall have an exercise general charge and supervision of the affairs of the Institute and shall do and perform such other duties as may be assigned by the Board of Directors

4 President-Elect The President-Elect shall act as chair in the absence of the President, and shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors The President-Elect shall automatically become the President after his/her term as President-Elect

5 Vice-President for Development The Vice-President for Development shall act as chair of the Resource Development Committee (see Article VII, No 4), and to the extent authorized by law, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors

6 Vice-President for Public Policy The Vice-President for Public Policy shall act as chair of the Public Policy Committee (see Article VII, No 5), and to the extent authorized by law, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors

Oklahoma Institute for Child Advocacy

7 Vice-President for Directors The Vice-President for Directors shall act as chair of the Governance Committee (see Article VII, No 2 and 3), and to the extent authorized by law, shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors

8 Secretary/Treasurer The Secretary shall have charge of such books, documents, and papers as the law and the Board of Directors may determine to be required for the proper functioning of the Institute, shall attend and keep (or cause to be kept) minutes of all of the meetings of the Board of Directors, and may sign with the President or President-Elect, in the name and on behalf of the Institute, any contracts or agreements authorized by the Board of Directors In general, this person shall perform all the duties incident to the office of Secretary/Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors

This person may be required to be bonded at Institute expense in such sum and with such sureties as the Board of Directors may require, when necessary or proper may endorse on behalf of the Institute for collection checks, notes, and other obligations and shall deposit the same to the credit of the Institute at such bank or banks or depository as the Board of Directors may designate, shall sign all receipts and vouchers together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Institute and all bills of exchange and promissory notes issued by the Institute, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Institute, shall make such payments as may be necessary or proper to be made on behalf of the Institute, shall enter regularly on the Books of the Institute to be kept by this person all monies and obligations received and paid or incurred on account of the Institute, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Institute

10 Salaries Officers of the Board of Directors shall receive no compensation for these positions other than for reasonable reimbursement of expenses, unless such compensation is specifically designated by the Directors

11 Removal Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, conduct detrimental to the interests of the Institute, actions not in keeping with Institute objectives, or for refusal to render reasonable assistance in carrying out Institute purposes Any officer proposed to be removed shall receive at least ten (10) days' notice in writing of the meeting of the Board of Directors in which such removal is to be voted upon and shall be entitled to appeal before the Board of Directors at such meeting

12 Vacancies In case any office of the Institute becomes vacant due to death, resignation, retirement, disqualification or any other cause, the majority of the Directors at a meeting at which there is a quorum, shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve to the completion of its normal term

Oklahoma Institute for Child Advocacy

13 The Chief Executive Officer / Executive Director shall have authority and responsibility for the day-to-day management of the Corporation, subject to the supervision by the Board of Trustees

ARTICLE V AGENTS, REPRESENTATIVES, AND EMPLOYEES

The Board of Directors may appoint agents and representatives of the Institute with Powers to perform such acts or duties on behalf of the Institute as the Board of Directors may see fit, so far as may be consistent with these Bylaws to the extent authorized or permitted by law

ARTICLE VI CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer, or employee, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Institute, and such authority may be general or confined to a specific instance Unless authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Institute by any contract or engagement, pledge its credit, or render it pecuniary liable or in principle

ARTICLE VII COMMITTEES

The following shall comprise the standing committees of the Institute

1 Executive Committee

The Executive Committee shall be composed of the President, the President-elect, the Vice Presidents, the Secretary/Treasurer of the Board of Directors, with the President serving as chair The Executive Committee shall serve as the Audit Committee, whose duties shall be to select, manage and supervise the auditor The Executive Committee shall function as the Human Resources Committee as necessary as outlined in the OICA Personnel Policy Manual The Executive Committee shall be responsible for oversight of operations and management of the Institute and shall be responsible for conducting the annual evaluation of the Executive Director

2 Governance Committee

The Governance Committee shall be composed of at least four (4) Directors The Executive Director shall be an ex officio member of this committee Members shall be appointed by the President with the advice and consent of the Board and shall serve at the

Oklahoma Institute for Child Advocacy

pleasure of the Board. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, the Governance Committee shall be responsible for preparing an annual slate of nominees for election to the Board. The Governance Committee shall also be responsible for providing orientation to new Board members and for advising the President regarding committee assignments. The Governance Committee shall be responsible for the assessment of overall board performance. The Governance Committee, through its chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at regular meetings of the Board of Directors.

3 Resource Development Committee

Resource Development Committee shall be composed of at least four (4) Directors. They shall be appointed by the President with the advice and consent of the Board of Directors and shall serve at the pleasure of the Board of Directors. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, the Resource Development Committee shall be responsible for the preparation and recommendation of a financial development plan to generate the funds necessary to carry out the proposed program. The Resource Development Committee shall also be responsible for monitoring and assisting, where appropriate, in the implementation of this plan, for recommending changes in the plan as needed, for exploring potential new funding sources and advising the Executive Director about such sources, and for developing and carrying out any specific fund-raising activities as may be deemed advisable by the Board of Directors. The Resource Development Committee, through its Chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at the regular meetings of the Board of Directors.

4 Public Policy Committee

The Public Policy Committee shall be composed of at least four (4) Directors. They shall be appointed by the President with the advice and consent of the Board of Directors and shall serve at the pleasure of the Board of Directors. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, Public Policy Committee shall be responsible for working with the Executive Director to participate in the development of an annual public policy agenda for the Institute. The Public Policy Committee, through its Chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at regular meetings of the Board of Directors.

5 Ad Hoc Task Force Committees

One or more Ad Hoc Task Force Committees may be appointed by the President with the advice and consent of the Board of Directors. Members of such committees need not be Directors of the Institute, however, the members of any such Ad Hoc Task Force Committee

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shall serve at the pleasure of the Board of Directors. Such Ad Hoc Task Force Committees shall consult with and advise the officers and staff of the Institute in all matters designated by the Board of Directors. Each such Ad Hoc Task Force Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the conduct of meetings and other matters relating to its purpose.

ARTICLE VIII FISCAL YEAR

The fiscal year of the Institute shall begin on January 1 of each year and end on December 31 of the same year.

ARTICLE IX INDEMNIFICATION

1 Indemnification of Liability

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 trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification includes 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. With respect to any criminal action or proceeding, he or she must also have 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 or 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 in 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.

2 Indemnification of Expenses – Regardless of Outcome

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 trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification includes expenses (including attorneys'

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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. No indemnification, however, 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3 Indemnification of Expenses – Prevailing Party

To the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 9 01 and 9 02 herein, 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.

4. Authorization of Indemnification

Any indemnification under Article IX, sections 1 and 2 herein (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 trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth therein. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum (as defined in the bylaws of the Corporation) consisting of trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

5 Advancement of Expenses

Expenses incurred by an officer or trustee 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 by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of such trustee or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Trustees deems appropriate.

6 Enumerated Rights Not Exclusive

The indemnification and advancement of expenses provided by, or granted pursuant to, the other paragraphs of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute,

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bylaw, agreement, vote of members or disinterested trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The provisions of this Article 9 shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7 Insurance

By action of the Board of Trustees, notwithstanding any interest of the trustees in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Trustees deems appropriate, on behalf of any person who is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 or would be required to indemnify him or her against such liability under the provisions of this Article 9 or of the Oklahoma General Corporation Act.

8 Severability of Indemnification Provisions

Each paragraph and part thereof of this Article 9 shall be considered severable. If, for any reason, any paragraph or part thereof is determined to be invalid and contrary to, or in conflict with, any existing or future provision of the Oklahoma General Corporation Act or any other law of the State of Oklahoma by a court having valid jurisdiction, such determination shall not impair the operation of, or have any other effect upon, the other sections of this Article 9 or the other parts of the section in question that remain otherwise intelligible. Such other sections or parts shall continue to be given full force and effect, and the invalid section or parts shall be deemed not to be a part of these bylaws.

ARTICLE X PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer of, employee of or member of a committee of or person connected with the Institute, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Institute, however, this shall not prevent the payment to any such person of such reasonable compensation or expenses involved in the execution of such services rendered to or for the Institute in effecting any of its purposes as shall be fixed by the Board of Directors, no such person or persons shall be entitled to share in the distribution of any of the Institute assets upon the dissolution of the Institute. All Directors of the Institute and its advisories shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Institute, whether voluntary or involuntary, the assets of the Institute, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as

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the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations consistent with the goals of the Institute under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

ARTICLE XI INVESTMENTS

The Institute shall have the right to regain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the Institute if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

ARTICLE XII AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Institute by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law

ARTICLE XIII EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Institute shall take any action or carry on any activity by or on behalf of the Institute not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended

The foregoing Bylaws were adopted by the Board of Directors this 12th day of August, 1983

Amended October 9, 2001
Amended December 12, 2000
Amended January 9, 1996

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ARTICLE I
NAME AND OFFICES

1 Name The name of the not-for-profit corporation is

THE OKLAHOMA INSTITUTE FOR CHILD ADVOCACY

2 Offices The principal office of the Institute shall be in the County of Oklahoma, City of Oklahoma City. The Institute may also have offices at such other places as the Board of Directors may from time to time appoint or the purposes of the Institute may require

ARTICLE II
MEMBERSHIP

The members of the Institute shall consist of the persons set forth in the Articles of Incorporation as Directors and such other organizations and individuals concerned with the well being of children. Members shall have no power except in their capacity as Directors or otherwise required under Oklahoma law

ARTICLE III
DIRECTORS

1 Election and Term of Office The business and property of the Institute shall be managed and controlled by a Board of Directors or until the election and qualification of their respective successors. Directors shall hold office for a three (3) year term or until their respective successors are elected. One third (1/3) of the total board will be elected every year by the existing Board. A Director may vote for him or herself

2 Number The number of Directors of the Institute shall be no less than fifteen (15) and no more than thirty (30). Such number may be increased or decreased by amendment to these Bylaws in the manner set forth in Article XII. When the number of Directors is so decreased by amendment adopted by the Board of Directors, each Director in office shall serve until his/her term expires, or until his/her resignation or removal as herein provided. In addition, the Executive Director of the Institute shall serve as an ex officio, non-voting member of the Board

3 Eligibility To be eligible for Directorship, a person must be willing to assist in the development of a broad-based citizen constituency to act on behalf of the rights of children and

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youth The following guidelines shall be taken into consideration

- a An individual's demonstrated commitment to the goals, objectives, and values of the Oklahoma Institute for Child Advocacy, as well as the individual's freedom from conflicts of interest with the organization,
- b An individual's willingness to serve on committees of the Board of Directors, as well as the individual's commitment to attend all meetings of the Board of Directors,
- c Representation on the Board of Directors by geographic regions of the state, ethnic and racial groups, and gender

4 Rights of Directors The right of a Director to vote in matters related to the Institute shall cease on the termination of his/her Directorship No Director shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Institute

5 Resignation Any Director may resign at any time by giving written notice of such resignation to the President or Secretary of the Board of Directors

6 Removal of Directors Any Director who fails to attend one-half (1/2) of the regularly scheduled meetings in a calendar year shall be deemed to have vacated his/her position on the Board of Directors, and after having been given notice, shall be replaced by the election of a new Director

Any Director may be removed from office by the affirmative vote of two-thirds of the Directors, registered in person or by proxy, at any regular or special meeting called for that purpose, for conduct detrimental to the interests of the Institute, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes Any such Director proposed to be removed shall be entitled to at least five (5) days' notice in writing by mail of the meeting at which such removal is to be voted upon and shall be entitled to appear before and be heard at such meeting

7 Vacancies Any vacancy in the Board of Directors occurring during the year, including a vacancy created by an increase in the number of Directors made by the Board of Directors, may be filled for the remaining portion of the term by the Directors then serving, although less than a quorum, by affirmative vote of the majority thereof at any meeting of the Directors called with proper notice Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the Institute or until the election and qualification of his/her successor

8 Powers All the Institute powers, except such as are otherwise provided for in these Bylaws and in the laws of the State of Oklahoma, shall be and hereby are vested in and shall be exercised by the Board of Directors The Board of Directors may, by general resolution, delegate to committees of their own number, or to officers of the Institute, such powers as they may see fit

9 Contracts and Services The Directors may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Institute as authorized by the Board, provided that any

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contract, transaction, or act on behalf of the Institute in a manner which the Directors or officers are personally interested as shareholders, directors or otherwise shall be at arm's length and not violative of the proscriptions in the Articles of Incorporation against the Institute's use or application of its funds for private benefit, and provided further that no contract, transaction, or act shall be taken on behalf of the Institute if such contract, transaction, or act is a prohibited transaction or would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

10 Compensation and Expenses Directors shall not receive any stated salary for their services as such, but the Board of Directors shall have the power in its discretion to contract for and to pay to Directors rendering unusual or exceptional services to the Institute special compensation appropriate to the value of such services and expenses incurred in their execution

11 Annual Meeting The annual meeting of the Directors of the Institute shall be held at the principal office of the Institute or at another predetermined site within the state of Oklahoma, prior to February 1 in each year, but for the purpose of electing Directors, presenting the annual report on the previous fiscal year, and for the transaction of such other business as may properly come before the meeting. Immediately after each annual election, the newly-elected Directors may meet forthwith for the purpose of organization, the election of officers, and the transaction of other business. If a quorum of the Directors be then present, no prior notice of such meeting shall be required to be given. In the event there is not a quorum, the place and time of such first meeting must be fixed by all the Directors present

12 Notice of Annual Meeting Notice of the time, place and purpose or purposes of the annual meeting shall be served, either personally, by mail, or by electronic communication (i.e., e-mail or facsimile), not less than ten (10) and no more than forty (40) days before the meeting upon each person who appears on the books of the Institute as a Director and, if mailed, such notice shall be directed to the Director at his/her address as it appears on the books of the Institute

13 Annual Report The Board of Directors shall present at the annual meeting of the members a report, verified by the President and Treasurer or by a majority of the Directors, showing at least the following

- (a) the assets and liabilities, including the Director funds, of the Institute as of the end of the fiscal year immediately preceding the annual meeting,
- (b) the principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the report,
- (c) the revenue or receipts of the Institute, both unrestricted and restricted to particular purposes, the year immediately preceding the date of the report,

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(d) the expenses or disbursements of the Institute, for both general and restricted purposes, during the year immediately preceding the date of the report,

(e) the number of members of the Board of Directors of the Institute as of the date of the report, a statement of the place where the names and addresses of the current members may be found, and

(f) the accomplishments of the previous year and proposed projects for the coming year

The annual report of Directors shall be filed with the records of the Institute

14 Special Meetings Special meetings of the Board of Directors may be called by the President or President-Elect and must be called by either of them on the written request of any member of the Board

15 Notice of Meetings Notice of all Directors' meetings stating the time, place and purpose or purposes thereof, except as herein otherwise provided, shall be given by mailing or electronic communications the same at least ten (10) days before the meeting to the usual address of the Director, but such notice may be waived by any Director if otherwise informed Regular meetings of the Board of Directors may be held without notice on a pre-determined schedule at such time and place as noted by the Board

16 Chairman At all meetings of the Board of Directors, the President or President-Elect, or in their absence, a chairman chosen by the Directors present, shall preside

17 Quorum At all meetings of the Board of Directors, one-third (1/3) of the Directors shall be necessary and sufficient to constitute a quorum for the transaction of business The act of a quorum of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by the statute or by the Bylaws

18 Voting At every meeting of the Directors, each Director shall be entitled to vote in person, or by proxy duly appointed by instrument in writing which is subscribed by such Director and which bears a date not more than eleven (11) months prior to such meeting, unless such instrument provides for a longer period Each Director of the Institute shall be entitled to one (1) vote Upon the demand of any Director, the vote for Directors, and the vote upon any question before the meeting, shall be by ballot All elections shall be had and all questions decided by a majority vote of the persons present in person or by proxy

19 Waiver of Notice Whenever under any of the provisions of law or under the provisions of the Articles of Incorporation or these Bylaws, the Institute or the Board of Directors or any committee thereof is authorized to take any action after notice to the Directors of the Institute or after the lapse of a prescribed period of time, such action may be taken without notice and

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without the lapse of any period of time, if at any time before or after such action be completed, such requirements be waived in writing by the person or persons entitled to such notice or entitled to participate in the action to be taken or by his/her attorney thereunto authorized

ARTICLE IV
OFFICERS

1 Number The officers of the Institute shall be the President, President-Elect, Vice-Presidents, Secretary, ~~and~~ /Treasurer, and such other officers with such powers and duties not inconsistent with these Bylaws as may be appointed and determined by the Board of Directors There will be a minimum of four (4) officers

2 Election, Term of Office and Qualifications All officers shall be elected from among their number, and the other officers shall be elected annually by the Board of Directors from among such persons as the Board of Directors may see fit at the first meeting of the Board of Directors after the annual meeting of Directors of the Institute

3 President The President shall preside at all meetings of members and of the Board of Directors and shall have an exercise general charge and supervision of the affairs of the Institute and shall do and perform such other duties as may be assigned by the Board of Directors

4 President-Elect The President-Elect shall act as chair in the absence of the President, and shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors The President-Elect shall automatically become the President after his/her term as President-Elect

5 Vice-President for Development The Vice-President for Development shall act as chair of the ~~Financial Development~~ **Resource Development** Committee (see Article VII, No 4), and to the extent authorized by law, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors

6 Vice-President for ~~Programs~~ Public Policy The Vice-President for ~~Programs~~ **Public Policy** shall act as chair of the ~~Program~~ **Public Policy** Committee (see Article VII, No 5), and to the extent authorized by law, shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors

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7 Vice-President for Directors The Vice-President for Directors shall act as chair of the ~~Nominating Committee and the Board Development and Education~~ **Governance** Committee (see Article VII, No 2 and 3), and to the extent authorized by law, shall have such powers as the Board of Directors may determine, and shall perform such other duties as may be assigned to him/her by the Board of Directors

8 Secretary/Treasurer. The Secretary shall have charge of such books, documents, and papers as the law and the Board of Directors may determine to be required for the proper functioning of the Institute, shall attend and keep **(or cause to be kept)** minutes of all of the meetings of the Board of Directors, ~~shall keep a record, containing the names, alphabetically arranged, of all persons who are Directors of the Institute, showing their places of residence and mailing addresses in good condition so as to allow for inspection as prescribed by law,~~ and may sign with the President or President-Elect, in the name and on behalf of the Institute, any contracts or agreements authorized by the Board of Directors In general, this person shall perform all the duties incident to the office of Secretary/Treasurer, subject to the control of the Board of Directors, and shall do and perform such other duties as may be assigned by the Board of Directors

~~9 Treasurer The Treasurer shall have the recording and custody of all funds, property and securities of the Institute, subject to such regulations as may be imposed by the Board of Directors,~~ this person may be required to be bonded at Institute expense in such sum and with such sureties as the Board of Directors may require, when necessary or proper may endorse on behalf of the Institute for collection checks, notes, and other ~~obligations~~ obligations and shall deposit the same to the credit of the Institute at such bank or banks or depository as the Board of Directors may designate, shall sign all receipts and vouchers together with such other officer or officers, if any, as shall be designated by the Board of Directors, shall sign all checks of the Institute and all bills of exchange and promissory notes issued by the Institute, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors or by these Bylaws to some other officer or agent of the Institute, shall make such payments as may be necessary or proper to be made on behalf of the Institute, shall enter regularly on the Books of the Institute to be kept by this person all monies and obligations received and paid or incurred on account of the Institute, and shall exhibit such books at all reasonable times to any Director on application at the offices of the Institute

10 Salaries Officers of the Board of Directors shall receive no compensation for these positions other than for reasonable reimbursement of expenses, unless such compensation is specifically designated by the Directors

11 Removal Any officer may be removed from office by the affirmative vote of two-thirds (2/3) of all the Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, misfeasance, conduct detrimental to the interests of the Institute, actions not in keeping with Institute objectives, or for refusal to render reasonable assistance in carrying out Institute purposes Any officer proposed to be removed shall receive at least ten

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(10) days' notice in writing of the meeting of the Board of Directors in which such removal is to be voted upon and shall be entitled to appeal before the Board of Directors at such meeting

12 Vacancies In case any office of the Institute becomes vacant due to death, resignation, retirement, disqualification or any other cause, the majority of the Directors at a meeting at which there is a quorum, shall elect an officer to fill such vacancy, and the officer so elected shall hold office and serve to the completion of its normal term

13. **The Chief Executive Officer / Executive Director shall have authority and responsibility for the day-to-day management of the Corporation, subject to the supervision by the Board of Trustees.**

ARTICLE V
AGENTS, REPRESENTATIVES, AND EMPLOYEES

The Board of Directors may appoint agents and representatives of the Institute with Powers to perform such acts or duties on behalf of the Institute as the Board of Directors may see fit, so far as may be consistent with these Bylaws to the extent authorized or permitted by law

ARTICLE VI
CONTRACTS

The Board of Directors, except as in these Bylaws otherwise provided, may authorize any officer, or employee, to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Institute, and such authority may be general or confined to a specific instance Unless authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Institute by any contract or engagement, pledge its credit, or render it pecuniary liable or in principle

ARTICLE VII
COMMITTEES

The following shall comprise the standing committees of the Institute

1 Executive Committee

The Executive Committee shall be composed of the President, the President-elect, the Vice Presidents, the Secretary, ~~and the~~ /Treasurer of the Board of Directors, with the President serving as chair **The Executive Committee shall serve as the Audit Committee, whose duties shall be to select, manage and supervise the auditor. The Executive Committee shall function as the Human Resources Committee as necessary as outlined in the OICA Personnel Policy Manual.** The Executive Committee shall be responsible for oversight of

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operations and management of the Institute and shall be responsible for conducting the annual evaluation of the Executive Director

2 Nominating Governance Committee

The **Nominating Governance** Committee shall be composed of at least four (4) Directors. The Executive Director shall be an ex officio member of this committee. Members shall be appointed by the President with the advice and consent of the Board and shall serve at the pleasure of the Board. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, the **Nominating Governance** Committee shall be responsible for preparing an annual slate of nominees for election to the Board. The **Nominating Governance** Committee shall also be responsible for providing orientation to new Board members and for advising the President regarding committee assignments. **The Governance Committee shall be responsible for the assessment of overall board performance.** The **Nominating Governance** Committee, through its chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at regular meetings of the Board of Directors.

~~3 Board Development and Education Committee~~

~~———— The Board Development and Education Committee shall be composed of at least four (4) Directors. Members shall be appointed by the President with the advice and consent of the Board and shall serve at the pleasure of the Board. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, the Board Development and Education Committee shall be responsible for educating the Board regarding general or particular issues of concern to it, for examining new issues relevant to the organization, and for providing background information and resources necessary for the Board's informed consideration of political and social trends. The Committee, through its Chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at regular meetings of the Board of Directors.~~

3 4 Financial Resource Development Committee

~~Financial~~ **Resource** Development Committee shall be composed of at least four (4) Directors. They shall be appointed by the President with the advice and consent of the Board of Directors and shall serve at the pleasure of the Board of Directors. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, the **Financial-Resource** Development Committee shall be responsible for the preparation and recommendation of a financial development plan to generate the funds necessary to carry out the proposed program. The **Financial Resource** Development Committee shall also be responsible for monitoring and assisting, where appropriate, in the implementation of this plan, for recommending changes in the plan as needed, for exploring potential new funding sources and advising the Executive Director about such sources, and for developing and carrying out any specific fund-raising activities as may be deemed advisable by the Board of Directors. The

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~~Financial~~ **Resource** Development Committee, through its Chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at the regular meetings of the Board of Directors

4 ~~5~~ — Program Public Policy Committee

The ~~Program~~ **Public Policy** Committee shall be composed of at least four (4) Directors. They shall be appointed by the President with the advice and consent of the Board of Directors and shall serve at the pleasure of the Board of Directors. In addition to such obligations and functions as may be expressly provided for by the Board of Directors, the ~~Program~~ **Public Policy** Committee shall be responsible for working with the Executive Director to **participate in the development of an annual public policy agenda for plan and implement any educational conferences and other events that may further the purposes of the Institute**. The ~~Program~~ **Public Policy** Committee, through its Chairperson, shall report to and advise the Board of Directors on Institute affairs within its particular area of responsibility and interest at regular meetings of the Board of Directors

5 ~~6~~ — Ad Hoc Task Force Committees

One or more Ad Hoc Task Force Committees may be appointed by the President with the advice and consent of the Board of Directors. Members of such committees need not be Directors of the Institute, however, the members of any such Ad Hoc Task Force Committee shall serve at the pleasure of the Board of Directors. Such Ad Hoc Task Force Committees shall consult with and advise the officers and staff of the Institute in all matters designated by the Board of Directors. Each such Ad Hoc Task Force Committee may, subject to the approval of the Board of Directors, prescribe rules and regulations for the conduct of meetings and other *matters relating to its purpose*

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Institute shall begin on January 1 of each year and end on December 31 of the same year

ARTICLE IX
INDEMNIFICATION

1. Indemnification of Liability

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,

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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 trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification includes 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. With respect to any criminal action or proceeding, he or she must also have 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 or 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 in 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.

2. Indemnification of Expenses – Regardless of Outcome

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 trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. This indemnification includes 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. No indemnification, however, 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 the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

3. Indemnification of Expenses – Prevailing Party

To the extent that a trustee, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 9.01 and 9.02 herein, 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.

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4. Authorization of Indemnification

Any indemnification under Article IX, sections 1 and 2 herein (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 trustee, officer, employee or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth therein. Such determination shall be made (a) by the Board of Trustees by a majority vote of a quorum (as defined in the bylaws of the Corporation) consisting of trustees who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested trustees so directs, by independent legal counsel in a written opinion.

5. Advancement of Expenses

Expenses incurred by an officer or trustee 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 by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of such trustee or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Corporation as authorized in this Article IX. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the Board of Trustees deems appropriate.

6. Enumerated Rights Not Exclusive

The indemnification and advancement of expenses provided by, or granted pursuant to, the other paragraphs of this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, bylaw, agreement, vote of members or disinterested trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. The provisions of this Article 9 shall continue as to a person who has ceased to be a trustee, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

7. Insurance

By action of the Board of Trustees, notwithstanding any interest of the trustees in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board of Trustees deems appropriate, on behalf of any person who is or was a trustee, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, 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 or would be required to indemnify

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him or her against such liability under the provisions of this Article 9 or of the Oklahoma General Corporation Act.

8. Severability of Indemnification Provisions

Each paragraph and part thereof of this Article 9 shall be considered severable. If, for any reason, any paragraph or part thereof is determined to be invalid and contrary to, or in conflict with, any existing or future provision of the Oklahoma General Corporation Act or any other law of the State of Oklahoma by a court having valid jurisdiction, such determination shall not impair the operation of, or have any other effect upon, the other sections of this Article 9 or the other parts of the section in question that remain otherwise intelligible. Such other sections or parts shall continue to be given full force and effect, and the invalid section or parts shall be deemed not to be a part of these bylaws.

ARTICLE ~~IX~~ X
PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS

No Director, officer of, employee of or member of a committee of or person connected with the Institute, or any other private individual shall receive at any time any of the earnings or pecuniary profit from the operations of the Institute, however, this shall not prevent the payment to any such person of such reasonable compensation or expenses involved in the execution of such services rendered to or for the Institute in effecting any of its purposes as shall be fixed by the Board of Directors, no such person or persons shall be entitled to share in the distribution of any of the Institute assets upon the dissolution of the Institute All Directors of the Institute and its advisories shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Institute, whether voluntary or involuntary, the assets of the Institute, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed, transferred, conveyed, delivered and paid over, in such amounts as the Board of Directors may determine or as may be determined by a court of competent jurisdiction upon application of the Board of Directors, exclusively to one or more organizations consistent with the goals of the Institute under the provisions of Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

ARTICLE ~~X~~ XI
INVESTMENTS

The Institute shall have the right to regain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a Director is or may hereafter permitted by law to make or any similar restriction, provided however, that no action shall be taken by or on behalf of the Institute if such action is a prohibited transaction or

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would result in the denial of the tax exemption under Section 503 or Section 507 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended

ARTICLE ~~XI~~ XII
AMENDMENTS

The Board of Directors shall have the power to make, alter, amend, and repeal the Bylaws of the Institute by affirmative vote of a majority of the Board, provided, however, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent regular meeting, except as otherwise provided by law

ARTICLE ~~XII~~ XIII
EXEMPT ACTIVITIES

Notwithstanding any other provision of these Bylaws, no director, officer, employee or representative of this Institute shall take any action or carry on any activity by or on behalf of the Institute not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of such Code and Regulations as they now exist or as they may hereafter be amended

The foregoing Bylaws were adopted by the Board of Directors this 12th day of August, 1983
Amended: October 9, 2001
Amended December 12, 2000
Amended January 9, 1996