

**GOVERNANCE POLICIES AND PROCEDURES
OF
OPERATION YOUTH SUCCESS**

**Article I:
Name and Purpose**

Section 1. Name and Background. The name of the initiative is "Operation Youth Success" ("OYS" or the "OYS initiative"). The initiative is implemented through the ongoing support of the neutral "OYS backbone" staff.

Section 2. Purpose. OYS is an initiative bringing people together to decide what aspects of juvenile justice in Douglas County, Nebraska need to change and how that change will happen. The vision of OYS is to have a comprehensive, coordinated, and community-wide approach to juvenile services that eliminates the need for youth involvement with the Douglas County justice system while maintaining public safety. The goal of OYS is to provide effective, compassionate, and individualized support to all youth who enter the Douglas County justice system that empowers the youth and their families to succeed and to build an environment of mutual trust and accountability.

**Article II:
Structure and Offices**

Section 1. Structure. OYS is a separate, initiative, operating with Douglas County as its fiscal agent. As fiscal agent, Douglas County shares supervision over OYS funds and assists with financial recordkeeping in compliance with applicable law. Douglas County serves as the Human Resources Administrator, while also employing any OYS staff members as Douglas County employees. Notwithstanding any other provision of these Governance Policies and Procedures, no Steering Committee Member or Officer of OYS shall take any action or carry on any activity by or on behalf of OYS that is not consistent with Douglas County fiscal policy and procedure..

Section 2. Incorporation and Exemption. At the determination of the Steering Committee, OYS may in the future incorporate as a Nebraska nonprofit corporation and qualify under Section 509 and Section 501(c)(3) of the Internal Revenue Code, or the corresponding sections of any future federal tax code (hereinafter "Code"), as a public charity.

Section 3. Principal Office. OYS shall maintain a principal office located in, Douglas County, Nebraska. OYS shall ensure that Douglas County is aware of the address of the principal office and the name of a principal agent at such office, as may be changed by the Steering Committee from time to time. OYS may have such other offices as the Steering Committee may designate or as the business or affairs of OYS may require from time to time.

**Article III:
Steering Committee**

Section 1. Powers. Subject to the policies and procedures of Douglas County as fiscal agent, the business and affairs of OYS shall be exercised by or under the authority of its Steering Committee (also known as the OYS Steering Committee). The Steering Committee shall have full power to act on behalf of OYS as permitted by applicable law and these Governance Policies and Procedures, all as shall be amended from time to time. It shall be the duty of the Steering Committee to carry out the purposes of OYS and, in cooperation with Douglas County as fiscal agent, to manage and control all of its property and assets.

Section 2. Number. The Steering Committee shall consist of not less than nine (9) and not more than twenty-five (25) Steering Committee Members, divided into two (2) classes, Standing Members and At Large Members. The number of Standing Members and the number of At Large Members may be amended from time to time by the affirmative vote of a majority of the Members, provided that no change shall affect the incumbent Members during the terms for which they were appointed or elected.

Section 3. Appointment and Elections.

(a) Standing Members. Unless otherwise expressly stated herein, each of the following public agencies involved in juvenile justice in Douglas County shall appoint one (1) Standing Member to act as its representative on the Steering Committee (each a "Sponsoring Agency"):

- Douglas County Commissioners (may appoint two Standing Members)
- Douglas County Juvenile Court (may appoint two Standing Member)
- Douglas County Public Defender's Office
- Douglas County Attorney's Office
- Douglas County Probation Office
- Douglas County Sheriff's Department
- Omaha Police Department

Each Standing Member shall be appointed by a Sponsoring Agency for a three (3) year term, provided that the terms of the various Standing Members shall be staggered so that each year the terms of approximately one-third (1/3) of the Standing Members expire. Standing Members may be appointed and serve for unlimited consecutive terms. The person appointed by each Sponsoring Agency as a Standing Member shall be communicated by an authorized representative of the Sponsoring Agency to OYS. The respective Sponsoring Agency shall fill any vacancy that occurs in its Standing Member due to death, disability, resignation, or removal.

(b) At Large Members. The remaining Steering Committee Members shall be At Large Members representing individuals, organizations, or agencies directly or indirectly involved in juvenile justice in Douglas County. It is the intent of the Standing Members that At Large Members include, but are not limited to, representatives from the philanthropic community

and from the educational community. Additional representatives from a Sponsoring Agency may also be elected as At Large Members. Each At Large Member shall be elected by written ballot by a majority of the OYS Steering Committee for a three (3) year term, provided that the terms of the various At Large Member shall be staggered so that each year the terms of approximately one-third (1/3) expire. At Large Members may be elected and serve for unlimited consecutive terms. The OYS Steering Committee shall fill any vacancy that occurs in an At Large Member due to death, disability, resignation, or removal.

(c) **Others.** The Executive Director of the OYS backbone shall serve as an ex officio member of the Steering Committee, who shall attend Steering Committee meetings as a non-voting participant only and who shall not be counted as a "Member" for purposes of any quorum or other requirements.

Section 4. Term and Vacancies. In all cases, Steering Committee Members shall serve until their successors have been elected and qualified unless their service is earlier terminated because of death, disability, resignation or removal. A Steering Committee Member appointed or elected to fill a vacancy shall serve for the unexpired term of their predecessor in office.

Section 5. Resignation. Any Steering Committee Member may resign at any time by delivering written notice to the Steering Committee. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Steering Committee may fill the pending vacancy immediately or it may be filled upon the effective date.

Section 6. Removal. Any Steering Committee Member may be removed by the affirmative vote of at least two-thirds (2/3) of the total number of Steering Committee Members of the entire Steering Committee whenever it will serve the best interests of OYS in the judgment of the voting Steering Committee Members. Any Steering Committee Member so removed shall receive written notice of such removal.

Section 7. Meetings. Regular monthly meetings of the Steering Committee shall be held on the third Thursday of each month at such date and time as may be fixed by the Steering Committee, or by the Executive Director as authorized by the Steering Committee. Special meetings of the Steering Committee may be called by or at the request of the Executive Director, or any five (5) Steering Committee Members. The person or persons calling a special meeting of the Steering Committee may fix the date and time for such special meeting. Meetings of the Steering Committee shall be held at the principal office of OYS, unless the Steering Committee determines that a meeting shall be held at some other place and causes the notice thereof to so state.

Section 8. Notice. Notice of any meeting shall be given at least five (5) days previously thereto by written notice delivered to each Steering Committee Member at their specified address or by electronic communication. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail or a reputable overnight courier, so addressed, with postage thereon prepaid. If notice is given by electronic communication, such notice shall be

deemed to be delivered when the electronic communication is sent. Such notice shall state the time, date, and place and purpose of the meeting.

Section 9. Waiver. Whenever any notice is required to be given under the provisions of these Governance Policies and Procedures or under the provisions of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of such person at a meeting shall also constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the total number of Steering Committee Members shall constitute a quorum for the transaction of business at any meeting of the Steering Committee., Steering Committee Members may participate in any meeting by means of conference telephone or video or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such meeting in such manner shall constitute presence in person at such meeting. To the extent necessary, any person so participating may vote orally rather than by show of hands or written ballot.

Section 11. Manner of Acting. Each Steering Committee Member shall have one vote. Except as otherwise expressly provided in these Governance Policies and Procedures or by applicable law, any action may be taken upon the affirmative vote of a majority of the Steering Committee present at a meeting at which a quorum is present. Unless otherwise provided herein or unless an Steering Committee Member requests that the vote be taken by written ballot, voting shall be taken orally or by a show of hands.

Section 12. Presumption of Assent. A Steering Committee Member who is present at a meeting of the Steering Committee at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent or recusal shall be entered in the minutes of the meeting or unless the Steering Committee Member shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Chair of the Steering Committee immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Steering Committee Member who voted in favor of such action or recused himself or herself from such vote. Steering Committee meetings shall be conducted in accordance with parliamentary procedure, as set forth in Robert's Rules of Order Newly Revised.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Steering Committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action and timeframe so taken, shall be signed by all of the Steering Committee Members (in full or in counterparts) and shall be filed with the Executive Team. A copy of a signed document delivered by facsimile or electronic mail shall constitute a signed writing. Such consent shall have the same effect as a unanimous vote taken at a regular or special meeting.

Section 14. Open Meetings and Public Records. Although not required by applicable law, it has been the historic practice of OYS to comply voluntarily, to the extent feasible under the circumstances, with the Nebraska Public Records Statutes (Neb. Rev. Stat. §§ 84-712 through 84-712.09, as amended from time to time) and the Nebraska Open Meetings Act (Neb. Rev. Stat. § 84-1407 through 84-1414, as amended from time to time). Such compliance is voluntarily done in the interest of transparency and public participation. Any such voluntary past or future compliance shall not be deemed to legally obligate OYS to comply with the Nebraska Public Records Statutes or the Nebraska Open Meetings Act in any way at any time. OYS reserves the right to cease all or any part of its voluntary compliance with such laws.

Section 15. Compensation. No Steering Committee Member shall be compensated for their services or expenses as an Steering Committee Member, unless approved in advance by the Steering Committee consistent with Douglas County policy and procedure.

Article IV: Executive Team

Section 1. Powers. When the Steering Committee is not in session, the Executive Team shall have and may exercise all of the authority of the Steering Committee except to the extent that such authority may be limited by the Steering Committee and except also that the Executive Team shall not have the authority to (a) incorporate OYS or otherwise alter the relationship of OYS with Douglas County as its fiscal agent; (b) recommend the sale, lease or other disposition of all or substantially all of the property and assets of OYS; (c) dissolve or wind down the operations of OYS; or (d) amend these Governance Policies and Procedures.

Section 2. Number. The Steering Committee shall elect no more than five (5) of its members, which will include Chair, Vice-Chair and Secretary. to constitute an Executive Team. The number of members on the Executive Team may be amended from time to time by the affirmative written ballot vote of a majority of the total number of Steering Committee Members, provided that no change shall affect the incumbent Executive Team members during the terms for which they were elected.

Section 3. Appointment and Elections. Each member of the Executive Team shall be elected by written ballot by a majority of the Steering Committee for a three (3) year term, provided that the terms of the various Executive Team members shall be staggered so that each year the terms of approximately one-third (1/3) of the Executive Team members expire. The Steering Committee shall fill any vacancy that occurs in the Executive Team due to death, disability, resignation, or removal. The Executive Director of the OYS backbone shall serve as an ex officio member of the Executive Team, who may attend Executive Team meetings as a non-voting participant only.

Section 4. Term and Vacancies. In all cases, Executive Team members shall serve until their successors have been elected and qualified unless their service is earlier terminated because of death, disability, resignation or removal. An Executive Team member elected to fill a vacancy shall serve for the unexpired term of their predecessor in office.

Section 5. Resignation. Any Executive Team member may resign at any time by delivering written notice to the Steering Committee. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Steering Committee may fill the pending vacancy immediately or it may be filled upon the effective date.

Section 6. Removal. Any Executive Team member may be removed by the affirmative vote of at least two-thirds (2/3) of the total number of Steering Committee members whenever it will serve the best interests of OYS in the judgment of the voting Steering Committee Members. Any Executive Team member so removed shall receive written notice of such removal.

Section 7. Meetings. Regular weekly meetings of the Executive Team shall be held at such date and time as may be fixed by the Executive Team, or by the Executive Director authorized by the Executive Team. Special meetings of the Executive Team may be called by or at the request of the Executive Director or any Executive Team member. The person or persons calling a special meeting of the Executive Team may fix the date and time for such special meeting. Meetings of the Executive Team shall be held via conference call or at the principal office of OYS, unless the Executive Team determines that a meeting shall be held at some other place and causes the notice thereof to so state. Executive Team meetings shall be conducted in accordance with parliamentary procedure, as set forth in Robert's Rules of Order Newly Revised.

Section 8. Notice. Notice of any meeting shall be given at least one (1) day previously thereto by written notice delivered by electronic communication at their electronic address. Notice shall be deemed to be delivered when the electronic communication is sent. Such notice shall state the time, date, and place of the meeting. Unless otherwise required by applicable law, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Executive Team need be specified in the notice of such meeting. Notwithstanding the foregoing, the notice will strive to include a general agenda for the meeting when practicable.

Section 9. Waiver. Whenever any notice is required to be given under the provisions of these Governance Policies and Procedures or under the provisions of applicable law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of such person at a meeting shall also constitute a waiver of notice of such meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 10. Quorum. A majority of the total number of Executive Team members shall constitute a quorum for the transaction of business at any meeting of the Executive Team., Executive Team members may participate in any meeting by means of conference telephone or video or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such meeting in such manner shall constitute presence in person at such meeting. To the extent necessary, any person so participating may vote orally rather than by show of hands or written ballot.

Section 11. Manner of Acting. Each Executive Team member shall have one vote. Except as otherwise expressly provided in these Governance Policies and Procedures or by applicable law, any action may be taken upon the affirmative vote of a majority of the Executive Team members present at a meeting at which a quorum is present. Unless otherwise provided herein or unless an Executive Team member requests that the vote be taken by written ballot, voting shall be taken orally or by a show of hands.

Section 12. Presumption of Assent. An Executive Team member who is present at a meeting of the Executive Team at which action on any matter is taken shall be presumed to have assented to the action taken unless their dissent or recusal shall be entered in the minutes of the meeting or unless the Executive Team member shall file their written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Chair of the Steering Committee immediately after the adjournment of the meeting. Such right to dissent shall not apply to an Executive Team member who voted in favor of such action or recused themselves from such vote. Executive Team meetings shall be conducted in accordance with parliamentary procedure, as set forth in Robert's Rules of Order Newly Revised.

Section 13. Action Without a Meeting. Any action required or permitted to be taken by the Executive Team at a meeting may be taken without a meeting if a consent in writing, setting forth the action and timeframe so taken, shall be signed by all of the Executive Team members (in full or in counterparts) and maintained by the Executive Director. A copy of a signed document delivered by facsimile or electronic mail shall constitute a signed writing.- Such consent shall have the same effect as a unanimous vote taken at a regular or special meeting.

Section 14. Compensation. No Executive Team member shall be compensated for their services or expenses as an Executive Team, unless approved in advance by the Steering Committee and, to the extent required, by Douglas County as fiscal agent.

Article V: Officers

Section 1. Positions. The Officers of the Steering Committee of OYS shall consist of a Chair, Vice-Chair and Secretary. The Chair, Vice-Chair and Secretary shall be an Executive Team Member.

Section 2. Election and Term. Any Officer of OYS shall be elected annually by written ballot by a majority of the total number of Steering Committee Members to serve until their successor shall have been duly elected and qualified or until their death, disability, resignation, or removal.

Section 3. Resignation. An Officer may resign at any time by delivering written notice to the Steering Committee. A resignation is effective when the notice is effective unless the notice specifies a later effective date. If a resignation is made effective at a later date, the

Steering Committee may fill the pending vacancy immediately or it may be filled upon the effective date.

Section 4. Removal. An Officer may be removed by the affirmative vote of at least two-thirds (2/3) of the total number of Steering Committee members whenever it will serve the best interests of OYS in the judgment of Steering Committee Members. Any Officer so removed shall receive written notice of such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an Officer shall not of itself create contract rights.

Section 5. Vacancies. A vacancy in an office because of death, disability, resignation, removal, or otherwise, may be filled by a vote of the Executive Team for the unexpired portion of the term.

Section 6. Chair. The Chair shall, when present, preside at all meetings of the Steering Committee. In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Steering Committee from time to time.

Section 7. Vice-Chair. In the absence of the Chair or in the event of the Chair's death, inability or refusal to act, the Vice-Chair shall perform the duties of the Chair, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chair. The Vice-Chair shall in general perform all duties incident to the office of Vice-Chair and such other duties as may be prescribed by the Steering Committee from time to time.

Section 8. Secretary. The Secretary shall (a) keep the minutes of the proceedings of the Steering Committee in one or more books provided for that purpose (b) see that all notices are duly given in accordance with the provisions of these Governance Policies and Procedures or as required by law, (c) be custodian of the books and records, (d) keep a register of the post office and electronic address of each Steering Committee Member which shall be furnished to the Secretary by such Steering Committee Member, and (e) in general perform all duties incident to the office of Secretary and such other duties as may be prescribed by the Steering Committee from time to time.

Section 9. Executive Director. OYS shall have an Executive Director, who shall not be a Steering Committee Member (except as an ex officio member of the Steering Committee, as set forth in these Governance Policies and Procedures) and shall not be considered an "Officer" of the Steering Committee. The Executive Director shall be an employee of Douglas County, shall be appointed by Douglas County, and shall be part of the OYS backbone. The Executive Director shall be the principal executive officer of the OYS backbone and, subject to the control of the Steering Committee with input from Douglas County, shall in general (a) in conjunction with Douglas County financial department, supervise and control all of the business and affairs of the OYS backbone, (b) do and perform all things necessary or advisable to manage and conduct the day to day business, facilities, and programs of the OYS backbone, and (c) direct and assign other OYS backbone staff under their supervision. The Executive Director shall report officially to the Steering Committee, .. The Executive Director may sign any contracts, or

other instruments which the Steering Committee, as applicable, has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated to some other Officer or agent of OYS, or shall be required by law to be otherwise signed or executed. In general, the Executive Director shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Steering Committee from time to time.

Section 10. Compensation. No Officer of the Steering Committee shall be compensated for their services as an Officer, unless approved in advance by the Steering Committee and, to the extent required, by Douglas County as fiscal agent. Compensation of the Executive Director and any other OYS backbone staff shall be determined by the Steering Committee and consistent with Douglas County Civil Service Commission policy.

**Article VI:
Working Groups and Committees**

Section 1. Working Groups and Committees. The Steering Committee, with input from the Executive Director, may, from time to time, create working groups or committees as needed to solicit input and community feedback regarding the juvenile justice system. All working groups and committees shall meet at such times and places as designated. All working groups and task forces shall maintain written minutes of meetings.

**Article VI:
Contracts and Funds**

Section 1. Contracts and Expenses. The Executive Director, with advice from Douglas County as fiscal agent, is authorized to enter into any contract or incur any expense on behalf of the OYS backbone provided that (a) it is entered or incurred in the ordinary course of business, and (b) the amount of such contract or expense involved does not exceed One Thousand Five Hundred Dollars (\$1,500). The Executive Director shall obtain advance authorization from the Steering Committee, and, to the extent required, with advice from Douglas County as fiscal agent, for any and all other contracts and expenses that exceed \$1,500.

Section 2. Funds. Douglas County, as fiscal agent, shall oversee the deposit, investment, disbursement, and accounting of all funds of the OYS backbone. Douglas County may accept on behalf of the OYS backbone any contribution, grant, gift, bequest, or devise for the OYS backbone, in accordance with its policies and procedures, for any general or special purpose of the OYS backbone and OYS. The OYS backbone shall obtain monthly reporting from Douglas County on such funds.

**Article VII:
Miscellaneous Provisions**

Section 1. Indemnification and Insurance. Any indemnification of, or insurance coverage for, any Steering Committee Member or Officer of OYS shall be determined in accordance with applicable law and the policies and procedures of Douglas County.

Section 2. Fiscal Year. The fiscal year of the OYS backbone shall be coterminous with the fiscal year of Douglas County as its fiscal agent, beginning on the first day of July and end on the last day of June.

Section 3. Books and Records. The OYS backbone shall maintain and retain in its records these Governance Policies and Procedures, minutes of proceedings of the Steering Committee, minutes of the proceedings of the Executive Team, minutes of the proceedings of any working groups or task forces, and other relevant documentation. Douglas County, as fiscal agent of the OYS backbone, shall maintain and retain in its records financial and accounting information, which the Steering Committee, at its discretion, may cause to be reviewed by either a firm of certified public accountants or internally. Upon reasonable, written, advance notice, any Steering Committee Member may inspect such books and records as are necessary for a purpose reasonably related to their interest as a Steering Committee Member. Such inspection shall be made during normal business hours and such Steering Committee Member shall pay the reasonable cost of reproduction of such copies of such records as are requested by such Steering Committee Member.

Section 4. Amendment. These Governance Policies and Procedures may be altered, amended, repealed, added to, or replaced, with 30 days' notice, by the affirmative written ballot vote of at least two-thirds (2/3) of the total number of Steering Committee members at any regular or special meeting of the Steering Committee called in whole or in part for that purpose.

Section 5. Dissolution. The dissolution and wind down of the OYS backbone, and any related transfer of assets, shall be approved by the affirmative written ballot vote of at least two-thirds (2/3) of the total number of Steering Committee members at any regular or special meeting of the Steering Committee called in whole or in part for that purpose.

Section 6. Discrimination Statement. The OYS backbone will remain in compliance with the laws and regulations issued by the United States, the State of Nebraska, the City of Omaha, or their agencies as related to prohibition against discrimination.

**Article VIII:
Adoption**

The foregoing Governance Policies and Procedures were adopted by the Steering Committee of OYS as of the _____ day of _____, 2017.

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