

CITIES OF REFUGE NORTH AMERICA, INC.

AMENDED & RESTATED BYLAWS

ARTICLE I

THE CORPORATION

Section 1.1 **Name.** The name of the Corporation is Cities of Refuge North America, Inc. (the “Corporation”).

Section 1.2 **Purpose.** The purposes and powers of the Corporation shall be those set forth in the Certificate of Incorporation.

Section 1.3 **Incorporation.** The Corporation was incorporated pursuant to the New York Not-For-Profit Corporation Law by the filing of its Certificate of Incorporation with the Secretary of State of the State of New York on July 27, 2007.

ARTICLE II

BOARD OF DIRECTORS

Section 2.1 **Powers.** The business, affairs and property of the Corporation shall be managed and controlled by the Board of Directors, and all corporate powers shall be vested in and may be exercised by the Board of Directors, except as otherwise provided by law, the Certificate of Incorporation or these Bylaws. Without limiting the foregoing, the Board of Directors shall have final jurisdiction over all financial matters involving the Corporation, and shall adopt the annual budget of the Corporation, and shall specify the terms and conditions upon which the funds, income and other property of the Corporation shall be invested or used, subject to and in accordance with the Certificate of Incorporation and these Bylaws.

Section 2.2 **Number.** The number of Directors constituting the entire Board of Directors shall not be less than five (5) nor more than nine (9) and shall be fixed from time to time by the members of the Corporation.

Section 2.3 **Tenure and Qualifications.** Directors shall be appointed by the Board of Directors according to the same procedures specified in Section 2.6 herein, and each Director shall continue in office for a term of one (1) year until the next annual meeting of the members and his or her successor is elected and qualified, or until his or her resignation or removal. The tenure of incumbent Directors of the Board of Directors shall not be affected by an increase or decrease in the number of Directors.

Section 2.4 **Removal.** Any Director may be removed without cause by a majority vote of the entire Board at any special meeting of the Board of Directors called for that purpose.

Section 2.5 **Resignation.** Any Director may resign at any time by delivering written notice of his or her resignation to the President or Secretary of the Corporation. Such resignation shall become effective upon receipt thereof by the President or Secretary, unless another date is so noted in the notice, and accepted by the Corporation.

Section 2.6 **Vacancies.** Any newly created positions on the Board of Directors and any vacancies on the Board of Directors arising at any time and from any cause may be filled by appointment at a special meeting of the members. Any director appointed to fill a vacancy shall be appointed for the unexpired term of his predecessor.

Section 2.7 **Meetings.** The annual meeting of the Board of Directors shall be held in each year at a time and place fixed by the members. Regular meetings of the Board of Directors may be held at such time and place as shall from time to time be determined by the Board of Directors. Special meetings may be called at any time by any officer of the Corporation upon written request of one third of the entire Board of Directors.

Section 2.8 **Notice of Meetings.** Notice of the time and place of each regular, special or annual meeting of the Board of Directors, and, to the extent practicable a written agenda stating all matters upon which action is proposed to be taken shall be mailed to each Director, postage prepaid, addressed to him or her at his or her residence or usual place of business (or at such other address as he or she may have designated in a written request filed with the Secretary), at least seven (7) days before the day on which the meeting is to be held; provided however, that notice of special meetings to discuss matters requiring prompt action may be sent to him or her at such address via email, by telephone, confirmed in writing via email or by hand or overnight delivery, no less than forty-eight (48) hours before the time at which such meeting is to be held. Notice of a meeting need not be given to any Director who submits a signed waiver of notice whether before or after the meeting, or who attends the meeting without protesting prior thereto or at its commencement, the lack of notice to him or her. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place.

Section 2.9 **Quorum and Voting.** Except as otherwise provided by law, a majority of the Board of Directors shall constitute a quorum for the transaction of business or of any specified item of business. Except as otherwise provided by law or these Bylaws, the vote of a majority of the voting Directors present at the time of a vote, if a quorum is present, at such time shall be the act of the Board of Directors.

Section 2.10 **Action by the Board of Directors.** Any action required or permitted to be taken by the Board of Directors or any committee thereof may be taken without a meeting if all the voting Directors on the Board of Directors or committee consent in writing to the adoption of a resolution authorizing the action. Such resolution and written consents shall be filed with minutes of the proceedings of the Board of Directors or committee. To the extent permitted by law, any one (1) or more Directors on the Board of Directors or any committee thereof may participate in a meeting of the Board of Directors or committee by means of a conference telephone or similar communication equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 2.11 **Committees.** The Board of Directors, by resolution adopted by a majority of all of the Directors, may designate from among the Board of Directors such standing committees as the Board of Directors shall deem appropriate. The President shall appoint the chairperson of each committee, who shall be a Director. Such committees shall have all the powers delegated by the Board of Directors, provided that no committee shall have the power to take any action that could not be taken by the Directors or (1) to by-pass the authority of the Board of Directors by submitting to members

any action requiring members' approval, (2) to elect, fill vacancies or remove Directors or committee members, (3) to fix the compensation of any Directors, (4) to amend or repeal the Certificate of Incorporation or the Bylaws of the Corporation, (5) to amend or repeal any resolution adopted by the Board of Directors which by its terms shall not be subject to amendment or repeal by the Executive Committee, (6) to take any action expressly denied a committee by resolution adopted by the Board of Directors, (7) to authorize the merger, consolidation or sale of all or substantially all of the assets of the Corporation or (8) to take any action which involves the exercise of power or authority which by law cannot be delegated by the Board of Directors to a standing or a special committee. The affirmative vote of a majority of the Directors on a committee shall be the act of each committee. Each committee shall keep minutes of its proceedings and report from time to time to the Board of Directors. Each committee and each Director on each committee shall serve at the pleasure of the Board of Directors. Initially, there shall be one standing committee, the Executive Committee, to be comprised of three Directors, which shall have all the power of the Board between meetings, except as specified above; the initial members of the Executive Committee are Russell Banks, Carolyn Forché and Caryl Phillips.

Section 2.12 Advisory Boards. The Board of Directors may appoint persons as members to the Advisory Board. The members of the Advisory Board shall have only the powers specifically granted to them by the Board of Directors. The general purpose of the Advisory Board is to advise and consult with the Board of Directors on the content, advancement and promotion of the Corporation's activities. The Advisory Board shall serve at the pleasure of the Board of Directors. Any member may be removed from the Advisory Board without cause by a majority vote of all the Directors.

ARTICLE III

OFFICERS

Section 3.1 Number. The officers of the Corporation shall be a President, a Treasurer, and a Secretary and such other officers, if any, as the Directors may from time to time elect. Any two (2) or more offices may be held by the same person, except that the President may not serve as Secretary.

Section 3.2 Appointment and Term. The officers shall be appointed by a majority vote of the Board of Directors, and shall hold office for the term of one (1) year. Each officer shall continue in office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation or removal.

Section 3.3 Resignation and Removal. An officer may resign by giving written notice of his or her resignation to the President or Secretary. An officer may be removed, with cause, by a majority vote of all of the Directors. A vacancy in any office shall be filled for the unexpired term by a majority vote of all of the Directors.

Section 3.4 President. The President shall serve as the chief executive officer of the Corporation. The President shall have general charge and supervision of the administration of the affairs and business of the Corporation. He or she shall have the power to sign alone in the name of the Corporation all contracts authorized either generally or specifically by the Board of Directors, to execute and deliver other documents and instruments and to sign checks, drafts, notes and orders for the payment of money, subject to Article VI hereof. The President shall preside at all meetings of the Board of Directors, and subject to the supervision of the Board, shall perform all duties customary to that office.

Section 3.5 Executive Vice-President. The Executive Vice-President shall be the chief operating officer of the Corporation and shall be responsible for the administration and operation of the business and affairs of the Corporation. He may sign with the secretary, or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed, and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

Section 3.6 Vice-Presidents. The vice-president, if there shall be one, or if there shall be more than one, the vice presidents in the order determined by the Board of Directors (or if there be no such determination, then the executive vice-president, otherwise the vice-presidents in the order of their election), shall, in the absence, disability or refusal to act of the president, perform the duties of the president, and when so acting, shall have all the power of and be subject to all the restrictions upon the president.

Section 3.7 Secretary. The Secretary shall keep the minutes of all meetings of the Board of Directors and of any committees of which a secretary shall not have been appointed by the Board of Directors in books to be kept for that purpose; serve or cause to be served all notices of the Corporation; be custodian of the records (other than financial); keep the seal of the Corporation; and perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him or her by the Board of Directors. In the event of absence or disability of the Secretary, the Board of Directors may appoint an Assistant Secretary to perform the duties of the Secretary during such absence or disability.

Section 3.8 Treasurer. The Treasurer shall keep or cause to be kept complete and accurate accounts of receipts and disbursements of the Corporation, and shall deposit all moneys and other valuable effects of the Corporation in the name and to the credit of the Corporation in such banks or depositories as the Board of Directors may designate. The Treasurer shall keep proper books of accounts and other books showing at all times the amount of the funds and other property of the Corporation, all of which books shall be open at all times to the inspection of the Board of Directors. The Treasurer shall submit a report of the accounts and financial condition of the Corporation at each annual meeting and at such other times as required by the Board of Directors. He or she shall perform all duties incident to the office of Treasurer, and such other duties as shall from time to time be assigned by the Board of Directors. In the event of the absence or disability of the Treasurer, the Board of Directors may appoint an Assistant Treasurer who shall perform the duties of the Treasurer and such other duties as may be delegated thereto by the Treasurer or the Board of Directors. If required by the Board of Directors, the Treasurer and/or the Assistant Treasurer shall give such security for the faithful performance of their her duties as the Board of Directors may require.

Section 3.9 Assistant Secretaries and Assistant Treasurers. The assistant treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The assistant treasurers and assistant secretaries, in general, shall perform such duties as shall be assigned to them from time to time by the treasurer or the secretary, respectively, or by the president or the Board of Directors.

Section 3.10 Executive Director. The day-to-day administration and management of the Corporation shall be the responsibility of the salaried staff head appointed by the Board of Directors. The Executive Director shall report to the President and Executive Vice President of the Corporation and be responsible for carrying out the policies and programs of the Corporation as established by the Board

of Directors. The Executive Director shall have the authority to execute contracts on behalf of the Corporation, as specified and approved by the Board of Directors. The Executive Director shall employ and may terminate the employment of members of the staff necessary to carry on the work of the Corporation and shall perform such other duties as may be specified and approved by the Board of Directors. The Executive Director is an “ex-officio” board member, with the same rights and powers as other elected or appointed directors.

ARTICLE IV

CONTRACTS, CHECKS, BANK ACCOUNTS AND INVESTMENTS

Section 4.1 **Checks, Notes and Contracts.** Except as otherwise required by statute, the Certificate of Incorporation or these Bylaws, any bills, notes, receipts, acceptances, endorsements, checks, releases, contracts or other instruments may be executed and delivered in the name and on behalf of the Corporation by such officer or officers (including any assistant officer or officers) of the Corporation as the Board of Directors or a duly authorized committee thereof may from time to time direct. Such authority may be general or confined to specific instances as the Board of Directors may determine. Unless authorized by the Board of Directors or expressly permitted by these Bylaws, any officer or agent or employee shall not have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it pecuniarily liable for any purpose or to any amount.

Section 4.2 **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such bank or banks, trust companies or other depositories as persons authorized by the Board of Directors may select, and, for the purpose of such deposit, checks, drafts, and other orders for the payment of money which are payable to the order of the Corporation, may be endorsed for deposit, assigned and delivered by any officer of the Corporation, or by such agents of the Corporation, or by such person as the Board of Directors may authorize for that purpose.

Section 4.3 **Investments.** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal or otherwise, including stocks, bonds or other securities, as the Board of Directors may deem desirable.

ARTICLE V

OFFICE AND BOOKS

Section 5.1 **Principal Office.** The principal office of the Corporation shall be located at such place as the Board of Directors may from time to time determine.

Section 5.2 **Books.** There shall be kept at the principal office of the Corporation correct books of account of the activities and transactions of the Corporation, including a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors and the committees of the Corporation.

ARTICLE VI

FISCAL YEAR

The fiscal year of the Corporation shall commence January 1 of each calendar year and end with December 31 of that calendar year or such other period as may be determined by the Board of Directors.

ARTICLE VII

INDEMNIFICATION

The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that he or she, his or her testator or intestate was a Director, member, officer, employee, advisor or agent of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees.

ARTICLE VIII

AMENDMENTS

These Bylaws may be amended by a majority vote of the Board of Directors.

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Adopted by action of a majority vote of the Board of Directors as of April 7, 2008.