

JULY 29, 2010
AMENDED AND RESTATED
BY-LAWS OF KAIROS PRISON MINISTRY INTERNATIONAL, INC.

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ARTICLE I

NAME AND LOCATION OF CORPORATION

Section 1. Name and Location.

The name of this corporation is, Kairos Prison Ministry International, Inc., also referred to herein as the “corporation”. The principal, or corporate, office is located at 6903 University Blvd, Winter Park, FL 32792.

ARTICLE II

PURPOSE AND MISSION

Section 1. Purpose.

The purpose of this corporation is to transact any lawful business under the laws of the State of Florida and to assist properly constituted authorities in the building of strong Christian communities within adult penal institutions classified as medium, close, and/or maximum security which have stable, long-term populations, to assist properly constituted authorities in providing a strong Christian mentoring program within juvenile penal institutions, and to assist properly constituted authorities in the formation of strong support groups for the women associated with those in prison.

Section 2. Mission.

The mission of the Kairos Prison Ministry International is to bring Christ’s love and forgiveness to all incarcerated individuals, their families, those who work with them, and to assist the incarcerated in the transition to becoming a productive citizen.

ARTICLE III

ORGANIZATION

Section 1. Governance.

The affairs of Kairos Prison Ministry International, Inc shall be governed by its Board of Directors and shall be assisted in the implementation of its programs by its International Council in accordance with all applicable State and Federal law, the Articles of Incorporation and its By-Laws.

Section 2. Local Ministries.

The local ministry will be operated by State Chapters and International Governing Bodies organized under the authority and with the approval of Kairos Prison Ministry International, Inc., as granted from time to time. International Governing Bodies are the governing boards or bodies of the International Chapters licensed by the corporation. All Board of Directors and International Council members, staff, State Chairpersons, International Governing Body

members and all other ministry volunteers are to conduct themselves in a manner consistent with the Kairos Mission Statement, Kairos Manuals, and all other policies and actions as promulgated by the Board of Directors of the Kairos Prison Ministry International, Inc.

Section 3. Regions.

In the USA, State Chapter Committees are organized by region to facilitate communication and mutual assistance:

- Region 1: Maine, New Hampshire, Vermont, Massachusetts, Rhode Island, Connecticut, New York, Pennsylvania and New Jersey.
- Region 2: Ohio, West Virginia, Kentucky, Indiana, Illinois, Michigan and Wisconsin.
- Region 3: Virginia, Tennessee, North Carolina, South Carolina, Delaware and Maryland.
- Region 4: Georgia, Alabama, Mississippi and Florida.
- Region 5: Kansas, Missouri, Oklahoma, Arkansas, Louisiana and Texas.
- Region 6: Colorado, New Mexico, Utah, Arizona, Nevada, Hawaii and California.
- Region 7: North Dakota, Minnesota, South Dakota, Iowa, and Nebraska.
- Region 8: Wyoming, Montana, Idaho, Oregon, Alaska and Washington.
- Region 9: International Countries

ARTICLE IV

BOARD OF DIRECTORS

Section 1. Number and Qualifications.

The affairs of the Corporation shall be governed by the Board of Directors composed of fifteen representatives elected by the International Council according to the following procedures. (a) Six members will be from the current membership of the International Council. (b) Six members will be active Kairos volunteers, but membership on the International Council shall not prohibit the election of such a person beyond the election of the six members of the International Council. (c) Three members may be elected regardless of their status as volunteers or members of the International Council, but this provision shall not prohibit the election of anyone who is a member of the International Council or an active Kairos volunteer. (d) Persons so elected according to the above procedures to the Board of Directors may not, while serving as a Director, serve as a member or Officer of the International Council or, serve as an officer on their respective State Chapter Committee. (e) When such a director is elected from the International Council, then a replacement shall be named according to Article V section 3. This new International Council member will have full voting privileges and serve according to the provisions of Section 1 of Article V. (f) In addition, the Executive Director and International Council President shall serve as non-voting ex officio members of the Board of Directors.

Board members and their immediate family members shall not be employed by the corporation during their term of service as a Board member. No employee of the ministry or their immediate family members shall serve as a voting member of the Board of Directors during their period of employment and for at least three years after terminating said employment. Immediate family includes husband, wife, son, son-in-law, daughter, daughter-in-law, father, father-in-law, mother, mother-in-law, brother, brother-in-law, sister, sister-in-law, grandparent, grandchild, aunt, uncle, cousin, niece or nephew.

Each voting Board member shall have one vote. The casting of that vote must be in person by the Board member at the Board meeting. There is no proxy voting nor may another person exercise a Board member's vote. A voice vote shall be acceptable on Board meetings held by teleconferencing. Electronic voting may be used in between Board meetings when authorized by the Board.

Section 2. Governing Powers.

The Board of Directors shall have all the powers and duties necessary or appropriate for the administration of the affairs of this Corporation and may do all such acts and things as are not prohibited by law or by the Articles of Incorporation or by these Bylaws. The Board of Directors is specifically charged with providing policy direction to the ministry, ensuring adequate resources for the ministry, providing ministry oversight, and ensuring that a ministry wide financial audit of the U.S. operations is conducted annually.

Section 3. Election and Term of Office.

Board members, will be elected by the International Council to meet the number and qualifications in Section 1 of this Article. Board members will serve three year terms. They may serve two consecutive terms, and after an interval of at least one full three year term may be reelected to the Board for up to two more terms. Board members so elected shall take office at the conclusion of the annual winter Board meeting.

Section 4. Officers.

The principal officers of the Corporation shall be a Chairperson of the Board, a Vice-Chair for Operations, a Vice-Chair for Planning, a Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors. No two offices may be held by the same person. The Governance Committee will nominate candidates for these offices.

Section 5. Election of Officers.

The officers of the Corporation shall be elected annually by the Board of Directors at its annual winter Board meeting and, unless sooner removed by the board, the officers shall serve for a term of one year and until their successors are elected and shall qualify, except the Chairperson and Treasurer who will be elected for a term of two years, providing there are at least two years remaining on their current term on the Board. The Chairperson may be reelected to one additional term in office, provided there is time remaining in his or her term on the Board. All other Officers may be reelected to serve two additional terms in office, provided there is time remaining in their term on the Board. Any vacancies occurring in these offices shall be filled by the Board of Directors. The Board of Directors may appoint temporary or acting officers as may

be necessary during the temporary absence or disability of the regular officers. Nominations from the floor for any office are permitted by these by-laws.

Section 6. Removal of an Officer.

Upon an affirmative vote of a majority of the members of the Board of Directors, any officer may be removed, either with or without cause, and his successor elected to the remaining unexpired term at any meeting of the Board of Directors.

Section 7. Chairperson of the Board.

The Chairperson of the Board shall preside at all meetings of the Board of Directors. The Chairperson shall have all the general powers and duties which are usually vested in the Chairperson of the Board of Directors of a corporation, including the power to contractually bind the corporation, subject to the approval of the Board, and to appoint committees to assist in the conduct of the affairs of the Corporation per Article VI.

Section 8. Vice-Chairs.

There shall be a Vice-Chair for Operations and a Vice-Chair for Planning. In the absence or disability of the Chairperson of the Board, the Vice-Chair for Operations shall perform the duties and exercise the powers of the Chairperson. The Vice-Chairs shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 9. Secretary.

The Secretary shall keep the minutes of all meetings of the Board of Directors. The Secretary shall supervise the custody of the seal of the Corporation, and have oversight responsibility of such other books and records of the Corporation as the Board of Directors may provide. The Secretary shall receive minutes of the Board Committees, the International Council and the International Council Committees for further distribution per Board policy. The Secretary shall perform the duties and functions customarily performed by the secretary of a corporation together with such other duties as the Board of Directors may prescribe.

Section 10. Treasurer.

The Treasurer shall have oversight responsibility of the corporate funds and securities, and shall be responsible for full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall oversee the deposit all moneys and other valuable effects in the name of and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall oversee the disbursement of the funds of the Corporation as may be ordered by the Board of Directors, ensuring that proper vouchers are taken for such disbursements, and shall render an account of all the transactions as Treasurer and of the financial condition of the Corporation whenever called upon to do so.

Section 11. Vacancies.

Vacancies in the Board of Directors shall be filled by a simple majority vote of the International Council, which may be taken by conference call, email, in person meeting, or by such other

electronic means as has been approved by the International Council for taking such a vote. The new Board member will be seated at the next regularly scheduled Board meeting, and will complete the remaining unexpired term of the Board member they are replacing. The Board member filling a vacancy is eligible for reelection, and may serve an additional term. After an interval of at least one full three year term he or she may be reelected to the Board for up to two more terms.

Section 12. Removal of Members of the Board of Directors.

At any regularly scheduled or special International Council meeting, where a quorum is present, any one or more of the Directors may be removed by a two thirds majority vote of the total International Council membership.

A cause for removal may include, but is not limited to, (1) conduct which is dishonest, or (2) conduct that jeopardizes security at an institution, or (3) actions or statements that are contrary to the mission statement and manuals of Kairos Prison Ministry International, Inc., or (4) actions or statements that substantially hinder or are detrimental or contrary to the work of the Kairos Prison Ministry International, Inc. and others engaged therein.

Any such action for removal may only be initiated by an International Council member, by sending a petition for removal to the International Council President with a copy to the impacted Board member. The International Council President with at least thirty days' notice will schedule the petition for removal on the agenda of the next regularly scheduled meeting or may call a special meeting. At the International Council President's discretion, the impacted person will have an opportunity to speak on his or her own behalf.

Any vacancy created by the removal of a Board member will be filled per section 11 of this Article.

In the event a Board member fails to attend three consecutive meetings of the Board, that Board member's seat shall automatically be considered vacant. A new Board member shall be elected per Section 11 of this Article.

Section 13. Compensation.

No compensation shall be paid to members of the Board of Directors for their services in acting as Board members. Board members may undertake special assignments under contract with advance Board approval. Board members may be reimbursed by the Executive Director for necessary travel expenses to attend Board and Committee meetings and planning or training workshops with prior approval of the Board.

Section 14. Annual Meetings.

The Board of Directors shall hold a meeting in winter each year. The date shall be set in collaboration between the Chairperson of the Board of Directors and the President of the International Council.

Section 15. Regular Meetings.

The Board of Directors shall hold at least twelve (12) meetings per year. The annual meeting shall count as one of these meetings. At least two meetings of the Board of Directors shall be in person and may be held at such time and place as determined by the Board. Other meetings may be in person or by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Notice of the meetings of the Board of Directors shall be given by mail, telephone or electronic means at least twenty days in advance. All Board meetings shall be conducted by rules of order as the Board may adopt.

Section 16. Special Meetings.

Special meetings of the Board of Directors may be called by the Chairperson of the Board on ten days notice to each Director, given personally or by mail, telephone, email or other electronic means, which notice shall state the time, place and purpose of the meetings. Special meetings of the Board of Directors shall be called by the Chairperson of the Board or the Vice-Chairperson for Operations in like manner and on like notice on the written request of at least three Directors.

Section 17. Waiver of Notice.

Before or at any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at such meeting. To the extent permitted by law, any lawful action of the Board of Directors may be taken without a meeting if written consent to such action is signed by all the Directors and filed with the minutes of the Board.

Section 18. Quorum.

At all meetings of the Board of Directors, a two thirds majority of the Directors shall constitute a quorum for the transaction of business. The acts of a two thirds majority of the voting Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors, except where a larger number is required by law, Articles of Incorporation or these By-Laws. Board members each have one vote, and no proxy voting is permitted. A quorum which exists at the beginning of any meeting does not lose such status upon the departure of no more than two voting Directors before adjournment.

Section 19. Minutes.

Within fifteen days of the close of any Board meeting the minutes of said meetings will be prepared by the Secretary. At the close of any Board Committee meeting the minutes of the meeting will be transmitted by the person preparing them to the Secretary. The Secretary will initiate further distribution per Board policy.

ARTICLE V

INTERNATIONAL COUNCIL

Section 1. Election and Term of Office.

International Council members will be elected by majority vote of each State Chapter Committee and each International Governing Body, except for the At Large members and Advisory members. The International Council shall elect the At Large members and ratify the selection of Advisory members. The number of International Council members shall be determined by the following procedure. (a) Each State Chapter Committee and each International Governing Body shall have one representative for every fifteen Program Units, or part thereof, in the State Chapter or International Country (i.e. 1-15 Program Units, or any part thereof, equals one representative; 16-30 Program Units, or any part thereof, equals a second representative; 31-45 Program Units, or any part thereof, equals a third representative; and 46-60 Program Units, or any part thereof, equals a fourth representative. Every State and International Governing Body will have at least one representative.) A Program Unit is defined as a Kairos Inside, Kairos Outside, or Kairos Torch Advisory Council that has presented at least one Weekend in the previous eighteen (18) months. (b) At Large members shall be elected by the International Council to achieve a distribution of representation proportional to the total number of Program Elements. A Program Element is defined as a Kairos Inside Men, Kairos Inside Women, Kairos Outside, or Kairos Torch Advisory Council. The number of Program Elements shall be determined annually by the respective staff Program Coordinators and shall be submitted to the Chairperson of the Governance Committee by the Executive Director no later than November 30. (Example: On July 30, 2009 there were 402 Program Elements – 250 KI Men [62%], 57 KI Women [14%], 74 KO [18%], and 22 KT [6%.]) The Governance Committee, with advice and counsel from the President of the International Council, will determine the number of At Large members to be elected to meet these requirements and will recruit and nominate the necessary people to fill these requirements. (c) The members of the International Council shall serve for a three year term of office. They may serve two consecutive terms, and after an interval of at least one full three year term may be reelected to the International Council for up to two more terms. (d) New International Council members will be acknowledged and recognized upon receipt by the Executive Director of a letter from the State Chapter or International Governing Body Chairperson stating the International Council member's selection. The new member will be installed at the annual winter International Council meeting. (e) In any election of members to the International Council, nominations will be accepted from the floor. (f) The IC President, Governance Committee or Executive Director may nominate up to seven (7) non-voting Advisory members to the IC. The International Council will vote on ratification of the nominee for a duration assigned at the time of nomination. The Advisory member may be re-appointed for a second term.

Section 2. Powers.

The International Council shall elect the Board of Directors, and will be responsible for oversight of elements of the ministry, the ratification of the Board of Directors' selection of the Executive Director, the providing of ministry program oversight, ensuring ministry compliance with policies enacted by the Board of Directors, enhancing communication within the ministry, providing ministry leadership, and enacting amendments or changes to these By-Laws. All changes to the By-Laws will require a two thirds vote of the total membership of the

International Council. The International Council will also provide advice to the Board of Directors on the Mission, Vision, strategic planning, annual action plans, and annual budgets for the corporation, and input as to the Executive Director's job performance.

Section 3. Vacancies.

Vacancies in the International Council, except for At Large members, shall be filled by a simple majority vote of the applicable State Chapter Committee or International Governing Body at the next meeting after the vacancy occurs. The new International Council member is acknowledged and qualified upon receipt by the Executive Director of a letter from the State Chapter Committee or International Governing Body chairperson stating the International Council member's selection. The new International Council member will be seated at the next regularly scheduled international council meeting, and will complete the remaining unexpired term of the International Council member they are replacing. The International Council member filling a vacancy is eligible for reelection to a second term. Vacancies for At Large members will be filled by nomination of the Governance Committee and election by the International Council at its next regularly scheduled meeting. No program element representation need be taken into account when filling vacancies.

Section 4. Removal of International Council Members or State Chapter Committee Chairpersons.

At any regularly scheduled or special International Council meeting called with at least thirty days' notice, any one or more of the International Council members, or State Chapter Committee Chairpersons may be removed by a two thirds majority vote of the total International Council membership.

A cause for removal may include, but is not limited to, (1) conduct which is dishonest, or (2) conduct that jeopardizes security at an institution, or (3) actions or statements that are contrary to the mission statement and manuals of Kairos Prison Ministry International, Inc., or (4) actions or statements that substantially hinder or are detrimental or contrary to the work of the Kairos Prison Ministry International, Inc. and others engaged therein.

Any such action for removal may be initiated by an International Council member, the Chairperson of the Board or the Executive Director, by sending a petition for removal to the International Council President with a copy to the impacted International Council member and State Chapter Committee chairperson. The International Council President, with at least thirty days' notice will schedule the petition for removal on the agenda of the next regularly scheduled meeting or may call a special meeting. At the International Council President's discretion, the impacted person will have an opportunity to speak on his or her own behalf.

Any vacancy created by the removal of an International Council member will be filled per Section 3 of this Article.

The removal procedure above does not negate the authority granted to the Executive Director in Section 2, Subsection J of Article VIII.

In the event an International Council member fails to attend two consecutive meetings of the International Council, that International Council member's seat shall automatically be considered

vacant. A new International Council member shall be selected as per Section 3 of this Article.

Section 5. Compensation.

No compensation shall be paid to International Council members for their services in acting as an International Council member. International Council Members may undertake special assignments under contract with advance Board of Director's approval. International Council members may be reimbursed for necessary travel expenses to attend International Council meetings and International Council Committee meetings with advance approval of the State Chapter Committee that elected them or, in the case of At Large members, the State Chapter Committee of the State in which they participate in the Kairos Prison Ministry.

Section 6. Annual Meetings.

The International Council shall have at least two regular meetings annually. Meetings will be held in person. One will be held in conjunction with a board of Directors meeting. The date shall be set in collaboration between the Chairperson of the Board of Directors and the President of the International Council. Other meetings will be held at such time and place as shall be determined by a majority of the International Council. Notice of the meetings of the International Council shall be given by mail, telephone, or electronic means at least thirty days in advance. All meetings shall be conducted by rules of order as the International Council may adopt by majority vote.

Section 7. Regular Meetings.

Repealed.

Section 8. Special Meetings.

Special meetings of the International Council may be called by the International Council President with thirty days' notice to each International Council member, given personally or by mail, telephone or electronic means, which notice shall state the time, place and purpose of the meetings. Special meetings of the International Council may also be called by the International Council President or International Council Secretary in like manner and with like notice on the written request of at least ten International Council members. Special meetings may be in person or by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 9. Waiver of Notice.

Before or at any meeting of the International Council, any member may, in writing, waive notice of such meeting, and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a member at any meeting of the International Council shall be a waiver of notice by him of the time and place thereof. If all the International Council members are present at any meeting of the International Council, no notice shall be required and any business may be transacted at such meeting.

Section 10. Quorum.

At all meetings of the International Council, a simple majority of the members shall constitute a quorum for the transaction of business, save for amendments to the By-Laws, which require a two thirds majority vote of all members. The acts of the majority of the members present at a meeting at which a quorum is present shall be the acts of the International Council, except where a larger number is required by law, Articles of Incorporation or these By-Laws. Members each have one vote, and no proxy voting is permitted. A quorum which exists at the beginning of any meeting does not lose such status upon the departure of no more than five percent of the International Council members present before adjournment.

Section 11. Presiding Officers of the International Council.

The International Council will elect a President, a Vice President, and a Secretary, each of whom will serve for one year with the option to serve a second one year term. These officers are not officers of the corporation for purposes of state or federal law, but are presiding officers over the meetings of the International Council and will undertake such other duties or committee memberships as may be assigned to them in these By-Laws or by the Board of Directors. The Governance Committee will nominate a slate of Officers of the International Council and nominations from the floor shall be permitted.

Section 12. Minutes.

Within fifteen days of the close of any International Council meeting or the close of any International Council Committee meeting, the minutes of said meetings will be transmitted by the person preparing them to the Secretary of the Board of Directors for further distribution per Board policy.

Section 13. Agenda Items.

The President of the International Council shall prepare and distribute the agenda for all International Council meetings at least fifteen days in advance of the meeting. Items presented to the President at least thirty days before the meeting may be added to the agenda by petition signed by ten members of the International Council. This section may be suspended by vote of a two-thirds majority of the International Council present at the meeting.

ARTICLE VI

COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing Committees.

The purpose of Board Committees is to assist in accomplishing the business of the Board of Directors. Committees are responsible for bringing various aspects of the business of the ministry before the Board for deliberation and final action. Committees may not themselves establish Board policy or implement procedures for the ministry without Board approval. Committee recommendations requesting Board action must be brought initially before the Board in the form of a written motion distributed to the Board members at least fifteen days before the

meeting at which it is to be considered, which thereafter during deliberations may be amended, modified or otherwise altered by oral motions by voting board members. The following permanent Standing Committees are established and the Chairperson of each committee will be appointed and or removed by the Chairperson of the Board of Directors, unless a particular officer is identified as the chair of that particular committee.

A. Finance Committee.

The Finance Committee shall be chaired by the Treasurer, who is elected by the Board of Directors. The Chief Financial Officer of the Corporation will be the staff liaison with the Executive Director and his or her staff. The committee shall have at least nine and no more than thirteen members who will be appointed by the chair. At least two other members of this committee will be members of the Board of Directors. Other members of this committee should be Chapter Financial Secretaries. The purpose of this Committee is to review financial reports, audit reports, financial policies and procedures, and to make recommendations to the Board of Directors for policy and program corrective action, and to otherwise assist the corporate officers and employees as regards financial matters.

The Finance Committee or the Chairman of the Board may authorize an Audit Subcommittee, which shall be chaired by a person appointed by the Chairman of the Board who should be a member of the Board of Directors with auditing skills and experience, preferably a Certified Public Accountant. This subcommittee shall have at least three and no more than five members, who need not be members of the Board of Directors but who are skilled in auditing procedures. The Finance Committee is authorized to make nominations for membership of this Committee. The purpose of this subcommittee is to oversee the ministry wide audit of the Corporation, to review audit reports and make recommendations for corrective action to the Finance Committee and the Board of Directors.

B. Long Range Planning Committee.

The Long Range Planning Committee shall be chaired by the Vice-Chair for Planning. The Executive Director and the Chief Financial Officer will be the staff liaisons to this committee. This committee shall have at least nine and no more than thirteen members, of which at least two members will be members of the Board of Directors and two members will be members of the International Council. The two members of this Committee who must be members of the International Council will be appointed by the President of the International Council. All other members of this committee shall be appointed by the chair of this Committee. The purpose of this committee shall be to assist and counsel the members of the Executive Director's staff responsible for developing a Strategic Plan, and will monitor the achievement of such plans and actions taken pursuant thereto, and compliance with the overall vision for the ministry.

C. Governance Committee.

The Governance Committee shall be chaired by the Vice-Chair for Operations. The Executive Director will be the staff liaison to this committee. The Committee will have seven members in addition to the Chairperson. Three members will be appointed by the Chairperson of the Board of Directors and will be from the Board of Directors. Three members will be appointed by the President of the International Council and will be from the International Council. The Immediate Past Chairperson of the Board will be the seventh member. This committee shall be responsible

for preparation of nominations for vacancies on the Board and the International Council, and nominations of Officers of the Board and the International Council, which are to be presented for vote at the meetings of the International Council and the Board of Directors. The Governance committee should consider nominations for the International Council which will adequately represent the diversity of volunteers and programs within the Kairos Prison Ministry International.

D. Human Resources Committee.

The chair of this committee shall be appointed by the Chairman of the Board from the members of the Board, and should be a person with human resources skills and/or experience. The Executive Director will be the staff liaison to this committee. This committee shall have five members, including the Chairperson, appointed by the Chairman of the Board from members of the Board of Directors. The purpose of this committee is to review the corporation's policies and procedures as regards employees to ensure compliance with applicable laws and regulations, to develop and maintain a Personnel Policy Manual, and to review annually the job description and job performance criteria of the Executive Director, and make recommendations to and create materials for use by the Board of Directors in their evaluation process of the Executive Director.

E. International New Start Committee.

The International New Start Committee shall be chaired by the Vice-Chair for Operations. The Executive Director and the International Coordinator will be the staff liaisons to this committee. The Committee shall have seven members. Three members shall represent countries other than the United States of America and shall be appointed by the Chair of this committee. The other four members will be the officers of the Board of Directors, excluding the Chairperson of the Board. The purpose of this Committee is to develop, and annually review, the guidelines for introducing Kairos Prison Ministry into countries outside of the United States of America, and to evaluate requests to implement Kairos Prison Ministry in any said country.

Section 2. Ad Hoc Committees and Advisory Committees.

The Board Chairperson may appoint Ad Hoc Committees and Advisory Committees as required to assist in the conduct of the affairs of the Corporation. These Committees may include both Board members and non Board members.

Section 3. Committee Procedures.

A. Membership.

Each committee shall have a voting membership as specified in these By-Laws. Each voting committee member will have one vote and proxy voting is not permitted. Members of each committee, with the exception of the Chairperson, shall be appointed by the committee chairperson, unless otherwise specified in these By-Laws. Nominations or suggestions for committee membership may be made by Board members to the committee chairperson. The committee chairperson shall inform the Secretary of the Board and the Executive Director of the names of the committee members. The Secretary of the Board will be responsible to maintain a roster of current committee membership.

B. Subcommittees.

A Committee Chairperson, with the Chairperson of the Board's approval may appoint subcommittees of appropriate size and membership to assist the work of the committee.

C. Committee Meetings.

All committee meetings will be open to all active Kairos volunteers, and, if in the opinion of the committee Chairperson, time permits, the committee may receive information from volunteers present. A decision to bring a matter before the Board for consideration shall be the result of a majority vote of the voting membership of the committee.

ARTICLE VII

INTERNATIONAL COUNCIL COMMITTEES

Section 1. Standing Committees.

The purpose of International Council Committees is to assist in accomplishing the business of the International Council. Committees are responsible for bringing various aspects of the business of the ministry before the International Council for deliberation and action. Committees may not themselves establish policy without Board approval. Committee recommendations requesting Board action must be brought initially before the International Council in the form of a written motion, which thereafter during deliberations may be amended, modified or otherwise altered by oral motions by voting International Council members. The following permanent Standing Committees are established and the Chairperson of each committee will be appointed and or removed by the President of the International Council, unless a particular officer is identified as the chair of that particular committee.

A. Ministry Coordination Committee.

The Chair of this committee shall be appointed by the President of the International Council in consultation with the Executive Director. The Chair of this Committee will rotate annually among the three ministry subcommittees, Kairos Inside, Kairos Outside, and Kairos Torch, with the first Chair to be from Kairos Outside.

The co-chair of this committee shall be the Executive Director or his or her designee. The Ministry Coordination Committee will have eleven members. In addition to the Chair and Co-Chair, this Committee will be comprised of three members from each of the three Subcommittees. The purpose of this Committee shall be to monitor the implementation and integration of the various KPMI program elements consistent with the manuals and policies of KPMI, to review program changes proposed by the staff and make recommendations for changes to the program elements to the staff. Minutes of meetings of this committee shall be submitted to the Secretary of the Board of Directors.

1. Kairos Inside Subcommittee.

The Chair of this subcommittee shall be appointed by the Chair of the Ministry Coordination Committee in consultation with the Executive Director. The co-chairs of this Committee shall be the staff Coordinator of Adult Men Programs and the staff Coordinator of Adult Women Programs. In addition to the Chair and Co-Chairs, this Subcommittee shall have a number of members equal to the number of States and countries that have an active KI Program Unit. Members are to be selected by the Chair of the State Chapter Committee or of International Country Board of Directors from the Kairos Inside community at large within the respective State or country.

The purpose of this subcommittee is to assist the Ministry Coordination Committee to meet its responsibilities specifically with respect to the ministry in adult prisons. Minutes of the meetings of this subcommittee shall be submitted to the Secretary of the Board of Directors and the Chairperson of the Ministry Coordination Committee, and reports and motions may be submitted to the Ministry Coordination Committee.

2. Kairos Outside Subcommittee.

The Chair of this subcommittee shall be appointed by the Chair of the Ministry Coordination Committee in consultation with the Executive Director. The co-chair of this Committee shall be the staff Coordinator of Kairos Outside Programs. In addition to the Chair and Co-Chair, this Subcommittee shall have a number of members equal to the number of States and countries that have an active Kairos Outside Program Unit. Members are to be selected by the Chair of the State Chapter Committee or of International Country Board of Directors from the Kairos Outside community at large within the respective State or country.

The purpose of this subcommittee is to assist the Ministry Coordination Committee to meet its responsibilities specifically with respect to the ministry to women who have a family member or friend who is incarcerated. Minutes of the meetings of this subcommittee shall be submitted to the Secretary of the Board of Directors and the Chairperson of the Ministry Coordination Committee, and reports and motions may be submitted to the Ministry Coordination Committee.

3. Kairos Torch Subcommittee.

The Chair of this subcommittee shall be appointed by the Chair of the Ministry Coordination Committee in consultation with the Executive Director. The co-chair of this Committee shall be the staff Coordinator of Kairos Torch Programs. In addition to the Chair and Co-Chairs, this Subcommittee shall have a number of members equal to the number of States and countries that have an active Kairos Torch Program Unit. Members are to be selected by the Chair of the State Chapter Committee or of International Country Board of Directors from the Kairos Torch community at large within the respective State or country.

The purpose of this subcommittee is to assist the Ministry Coordination Committee to meet its responsibilities specifically with respect to the ministry to children who are incarcerated or otherwise adjudicated in a court of law as delinquent. Minutes of the meetings of this subcommittee shall be submitted to the Secretary of the Board of Directors and the Chairperson of the Ministry Coordination Committee, and reports and motions may be submitted to the Ministry Coordination Committee.

B. Program Evaluation Committee.

The Chair of this Committee shall be appointed by the President of the International Council in consultation with the Executive Director, and shall be co-chaired by the Executive Director or his or her designee. This Committee shall have eleven members, including the Chair and Co-Chair, and three members from the communities of Kairos Inside, Kairos Outside, and Kairos Torch, who will be selected by the Committee Chair, none of whom shall also be members of the Ministry Coordination Committee or its subcommittees, as outlined above. The purpose of this committee is to evaluate the effectiveness and compliance of ministry programs presented by the Kairos Prison Ministry International, Inc. Minutes of meetings of this committee shall be submitted to the Secretary of the Board of Directors.

C. Volunteer and Guest Recruitment Council.

The Chair of this Committee shall be appointed by the President of the International Council in consultation with the Executive Director, and shall be co-chaired by the Executive Director or his or her designee. The Volunteer and Guest Recruitment Council will have at least nine and no more than 13 members. The members will be appointed by the Chair of the committee. At least four members shall be appointed from the International Council. The remaining members should preferably be persons serving as State Chapter Committee Volunteer and Guest Recruitment Coordinators and may be selected from the Kairos community at large. The purpose of this Committee is to develop a catalog of “Best Practices” for outreach and recruitment of new volunteers and give it the widest distribution possible, and to monitor the effectiveness of the various methods and revise the catalog accordingly. The Committee may also provide assistance where requested to implement the best practices. Minutes of meetings of this committee shall be submitted to the Secretary of the Board of Directors.

D. Financial Accountability Council.

The Chair of this Committee shall be appointed by the President of the International Council in consultation with the Executive Director, and shall be co-chaired by the staff Chief Financial Officer. The Financial Accountability Council will have at least nine and no more than thirteen members. At least four members will be appointed from the International Council. The remaining members should preferably be persons serving as State Chapter Committee Financial Secretaries and may be selected from the Kairos community at large. The purpose of this Committee shall be to assist the Board of Directors’ Finance Committee by monitoring the progress towards full implementation of financial policies and procedures as set by the Board of Directors, to provide assistance and training where requested, particularly with respect to implementing software programs designed to implement such policies. Minutes of meetings of this committee shall be submitted to the Secretary of the Board of Directors.

Section 2. Ad Hoc Committees and Advisory Committees..

The President of the International Council may appoint Ad Hoc Committees and Advisory Committees as required to assist in the conduct of the affairs of the International Council. Committees may include both International Council members and non International Council members.

Section 3. Committee Procedures.

A. Membership.

Each committee shall have a voting membership as specified in these By-Laws. Each voting committee member will have one vote and proxy voting is not permitted. Members of each committee, with the exception of the Chairperson, shall be appointed by the committee chairperson, unless otherwise specified in these By-Laws. Nominations or suggestions for committee membership may be made by International Council members to the committee chairperson. The committee chairperson shall inform the Secretary of the International Council and the Executive Director of the names of the committee members. The Secretary of the International Council will be responsible to maintain a roster of current committee membership.

B. Subcommittees.

A Committee Chairperson, with the President of the International Council's approval may appoint subcommittees of appropriate size and membership to assist the work of the committee.

C. Committee Meetings.

All committee meetings will be open to all active Kairos volunteers, and, if in the opinion of the committee Chairperson time permits, the committee may receive information from volunteers present. A decision to bring a matter before the International Council or the Board for consideration shall be the result of a majority vote of the voting membership of the committee.

ARTICLE VIII

EXECUTIVE DIRECTOR

Section 1. Executive Director.

The Executive Director is the Chief Executive Officer of the Corporation and is responsible for giving leadership to the organization, its staff and volunteers. The Executive Director is responsible to the Board of Directors for the operations of the Kairos Prison Ministry International, Inc. and the fulfillment of its Mission Statement. The Executive Director is a non-voting ex-officio member of the Board of Directors, International Council, and their committees and may participate in such meetings at his or her discretion.

Section 2. Duties and Responsibilities.

A. The Executive Director will be guided by the provisions of his or her Job Description prepared by the Board of Directors and by the provisions of his or her employment contract executed by the Chairperson of the Board of Directors, as well as the specific provisions below.

B. The Executive Director is authorized to waive, temporarily, adherence to the manuals and guidelines in instances which the Executive Director may deem necessary. Such variances shall be reported by the Executive Director at the next meeting of the Board of Directors.

C. The Executive Director will maintain ties with the national organizations of movements offering 3-Day short courses in Christianity from which many Kairos volunteers are drawn. The Executive Director should also periodically attend their national meetings, representing Kairos.

D. The Executive Director will be directly responsible for all written materials for use in the Kairos manuals or other publications, subject to any additional provisions in his or her Job Description and policies of the Board. At the Executive Director's discretion, writing may be delegated to volunteers or to office staff.

E. The Executive Director shall be responsible for submitting an annual budget for the corporate office. The Executive Director will be responsible for setting employees' salaries and benefits. The Executive Director is responsible for establishing adequate internal controls to insure proper use and protection of the financial resources of the corporation available to the corporate office.

F. The Executive Director will be responsible for the employment and supervision of persons to fill all staff positions authorized in the budget, and for the employment of any temporary help which may be deemed necessary. All employees will be responsible to the Executive Director for job assignments.

G. While the Executive Director is responsible to the Board of Directors and is responsible for such duty assignments as are made by the Board, it is also understood that the Executive Director is to work under the general supervision and direction of the Chairperson of the Board. The Executive Director's work shall be reviewed annually by the Board of Directors in consultation with the International Council. Results of the review shall be reported to the International Council at its annual meeting.

H. All expenses incurred on behalf of the corporation by the Executive Director in carrying out assigned duties shall be reimbursed by the ministry in accordance with budgeted allowances and IRS guidelines.

I. The Executive Director may be removed, for good and sufficient cause, by a three quarters vote of the entire membership of the Board of Directors.

J. The Executive Director may temporarily suspend any State Chapter Committee, Advisory Council or ministry volunteer: (1) whose conduct may jeopardize the security of an institution, or (2) who has acted dishonestly, or (3) whose actions or statements are contrary to the mission statement or manuals of the Kairos Prison Ministry International, or (4) whose actions or statements hinder or are detrimental or contrary to the work of the Kairos ministry and others engaged therein. Such action shall be reported by the Executive Director at the next meeting of the Board of Directors.

K. The Executive Director, as the Chief Executive Officer, shall have the authority to execute all notes, contracts and checks on behalf of the Corporation unless the Board of Directors specifically directs otherwise. The Executive Director is designated an officer of the corporation for the additional purpose of dealing with state and federal authorities in signing pro-forma documents which require execution by an officer of the corporation (e.g., forms, applications, reports, certificates, vehicle documents).

L. The Executive Director shall be selected by a simple majority vote of the Board of Directors subject to ratification of the International Council by a simple majority vote.

ARTICLE IX

AMENDMENTS

Except as otherwise required by law, these By-Laws may be amended at any regular meeting of the International Council or at any special meeting called for that purpose, provided that written notice of the proposed amendment shall have been given at least thirty days prior to such meeting. Such amendment shall require an affirmative vote of two thirds of the total members of the International Council.

ARTICLE X

CORPORATE SEAL

The Board of Directors shall provide a suitable corporate seal containing the name of the Corporation, which seal shall be in the charge of the Secretary of the Board of Directors. If so directed by the Board of Directors, a duplicate seal may be kept and used by the Treasurer.

ARTICLE XI

FISCAL MANAGEMENT

Section 1. Fiscal Year.

The fiscal year of the Corporation shall begin on the first day of January of every year. The commencement date of the fiscal year herein established shall be subject to change by the Board of Directors.

Section 2. Books and Accounts.

Books and accounts of the Corporation shall be kept under the direction of the Treasurer of the Corporation in accordance with the requirements of the Articles of Incorporation, these By-Laws, the Board of Directors, or any applicable Federal or State statute.

Section 3. Auditing and Reports.

At the closing of each fiscal year, the books and records of the Corporation shall be examined by the Audit Subcommittee or in such other manner as may be designated by the Board of Directors. The Executive Director of the Corporation shall cause to be prepared annually a full and correct statement of the affairs of the Corporation, including a Statement of Activities and a Statement of Financial Position for the preceding fiscal year, no later than March 31.

Section 4. Indemnity.

Each officer, Director or employee of the Corporation shall be indemnified by the Corporation to the maximum extent permitted by the law against expenses reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been an officer, a Director or employee of the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of his duty as officer, Director or employee.

These Amended and Restated By-Laws were adopted on July 30, 2009 and all necessary approvals in connection with such adoption have been obtained.