

**AMENDED AND RESTATED BYLAWS OF  
KAIROS PRISON MINISTRY INTERNATIONAL, INC.**

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## ARTICLE I - NAME AND LOCATION OF CORPORATION

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 100 DeBary Plantation Boulevard, DeBary, FL 32713.

## ARTICLE II - 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; to assist properly constituted authorities in providing a strong Christian mentoring program within juvenile penal institutions; to assist properly constituted authorities in the formation of strong support groups for those associated with the incarcerated; and to work to make loving and productive citizens in their communities.

## ARTICLE III - MISSION STATEMENT

The mission of the Kairos Prison Ministry is to share the transforming love and forgiveness of Jesus Christ to impact the hearts and lives of incarcerated men, women and youth, as well as their families, to become loving and productive citizens of their communities.

The Mission, Statement of Faith, Core Values and Vision of the Corporation can only be changed by the Board of Directors as the governing body.

## ARTICLE IV - ORGANIZATION

### Section 1. Governance

The affairs of the Kairos Prison Ministry International, Inc. shall be governed by its Board of Directors. The Board of Directors shall be assisted in the implementation of its programs by the partnership of the International Council and the Chief Executive Officer assisted by the Kairos Prison Ministry International Staff in accordance with all applicable State and Federal law, the Articles of Incorporation and its Bylaws.

### Section 2. Local Ministries

The local ministry will be operated by State Chapter Committees and International Affiliates organized under the authority and with the approval of Kairos Prison Ministry International, Inc., as granted from time to time. International Affiliates are the governing boards or bodies of the International Chapters licensed by the Corporation. All Board of Directors and International Council members, staff, State Chairs and officers, International Affiliate 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 Kairos Prison Ministry International, Inc.

## ARTICLE V - BOARD OF DIRECTORS

### Section 1. Composition

The Board of Directors is composed of fifteen representatives elected or ratified by the International Council or appointed according to the following procedures.

- (a) Six members shall be current members or have been members in the past four (4) years of the International Council at the time of their initial election to the Board of Directors.
- (b) Six members shall 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.
- (c) Three members shall be appointed by the Board of Directors and ratified by the International Council without regard to their status as volunteers or members of the International Council, but this provision shall not prohibit the appointment of anyone who is a member of the International Council or an active Kairos volunteer.
- (d) Persons so elected or appointed 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 and Advisory Council.
- (e) When such a Director is elected from the International Council, a replacement shall be named according to Article VI Section 2. This new International Council member will have full voting privileges and serve according to the provisions of Section 1 of Article VI.
- (f) In addition, the Chief Executive Officer and International Council President shall serve as non-voting ex-officio members of the Board of Directors.

Board of Directors members and their immediate family members shall not be employed by the corporation during their term of service as a Board of Directors 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 of Directors member shall have one vote. The casting of that vote must be in person by the Board of Directors member at the Board of Directors' meeting. There is no proxy voting nor may another person exercise a Board of Directors member's vote. A roll call or voice vote shall be acceptable on Board of Directors' meetings held by teleconferencing.

## 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 proper financial and fiduciary reporting including audit for the Corporation.

## Section 3. Qualifications

Board of Directors members shall be required to acknowledge their commitment to the Statement of Faith of Kairos and must be dedicated to the Lord and successful in their respective areas of Christian leadership. They must wholeheartedly support the core documents of the Mission and Core Values and be able to give their time and resources in this capacity. Board of Directors members shall be selected on the basis of one or more of the following criteria: spiritual maturity, occupational and life experience diversity, leadership experience, appreciation for and understanding of Kairos ministry, availability and motivation, and willingness to financially support the Mission within individual means. Effort will be made to ensure the Board of Directors maintains broad representation and balance of Christian denomination representation, within the Christian community.

## Section 4. Election and Term of Office

Board of Directors members, will be elected by the International Council or appointed by the Board of Directors to meet the number and qualifications in Section 1 of this Article. Board of Directors members' terms are three years. They may not serve more than two consecutive terms until an interval of at least three years has elapsed. Any Board of Directors member filling a vacancy or initially elected for less than three years shall be considered to have served a full term if they are filling a seat that has more than one and one-half years remaining in the term. Board members shall take office at the Board of Directors' meeting following their election or ratification.

## Section 5. Officers

The principal officers of the Corporation shall be a Chair of the Board of Directors, a Vice Chair, 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 to the Board of Directors.

## Section 6. Election of Officers

The officers of the Corporation shall be elected by the Board of Directors at an annual meeting. The term of office for the Vice Chair and Secretary shall be one year unless sooner removed by the Board of Directors. They may be re-elected twice, provided there is a year remaining in their term on the Board of Directors at the time of their election. The Chair and Treasurer shall be elected for a term of two years, providing there are at least two years remaining on their term limit under Section 4. The Chair may be re-elected to one additional term in office and the Treasurer to two additional terms in office, provided there is time remaining in their term limit

on the Board of Directors under Section 4. The Board of Directors shall fill any vacancies occurring in these offices. 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 are permitted from the floor for any office.

Section 7. 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 8. Chair of the Board of Directors

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

Section 9. Vice Chair

There shall be a Vice Chair who shall preside over the Board in the absence or disability of the Chair of the Board. The Vice Chair shall also perform such other duties as shall be prescribed by the Board of Directors.

Section 10. 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 of Directors' 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 11. Treasurer

The Treasurer shall have oversight responsibility of the corporate funds and securities, shall be responsible for full and accurate account of all receipts and disbursements in books belonging to the Corporation and shall oversee the deposit of 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 12. Vacancies

Vacancies in the Board of Directors elected by the International Council shall be filled by a simple majority vote of the International Council. Vacancies in the Board of Directors appointed by the Board of Directors and ratified by the International Council shall be filled by appointment by the Board and ratification by a simple majority of the International Council. The votes of the International Council to fill Board of Directors' vacancies may be taken by conference call, 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 of Directors member will be seated at the next regularly scheduled Board of Directors' meeting, and will complete the unexpired term of the Board of Directors member they are replacing.

## Section 13. 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: conduct which is dishonest; conduct that jeopardizes security at an institution; actions or statements that are contrary to the mission statement, core values, vision, statement of faith and manuals of Kairos; or actions or statement that substantially hinder or are detrimental or contrary to the work of Kairos and others engaged therein.

Any such action for removal may be initiated only by an International Council member, by sending a petition for removal to the International Council President with a copy to the impacted Board of Directors member. The International Council President with at least 30 days' notice will schedule the petition for removal on the agenda of the next regularly scheduled meeting or may call a special meeting. The impacted person will have an opportunity to speak on their own behalf.

Any vacancy created by the removal of a Board of Directors member will be filled per Section 12 of this Article. In the event a Board of Directors member fails to attend three consecutive meetings of the Board of Directors, that Board of Directors member seat shall automatically be considered vacant.

## Section 14. Compensation

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

## Section 15. Annual Meetings

The Board of Directors shall hold an annual meeting each year. The date shall be set in collaboration between the Chair of the Board of Directors and the President of the International Council.

#### Section 16. Regular Meetings

The Board of Directors shall hold at least five (5) meetings per year and hold standing monthly meetings as needed. 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 of Directors. Other meetings may be in person or by a conference telephone or similar communications equipment by which all persons participating in the meeting can hear and have the opportunity to be heard at the same time. Notice of the meetings of the Board of Directors shall be given by mail, telephone or electronic means at least 20 days in advance. All Board of Directors' meetings shall be conducted by rules of order as the Board of Directors may adopt.

#### Section 17. Special Meetings

Special meetings of the Board of Directors may be called by the Chair of the Board of Directors on 10 day 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 Chair of the Board or the Vice Chair in like manner and on like notice on the written request of at least three Directors.

#### Section 18. 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 of Directors 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 of Directors.

#### Section 19. 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 Bylaws. Board of Directors 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 20. Minutes

Within 15 days of the close of any Board of Directors' meeting the minutes of said meetings will be prepared by the Secretary. At the close of any Board of Directors' 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 of Directors' policy.



## ARTICLE VI - INTERNATIONAL COUNCIL

### Section 1. Responsibility

The International Council, in partnership with the Chief Executive Officer and the staff, shall advise and assist the Chief Executive Officer in carrying out the Chief Executive Officer's responsibility for supervision of the ministry programs. It shall also, in partnership with the Chief Executive Officer and the staff, shape the programs of the ministry that have been approved by the Board of Directors. The International Council shall also assist the Chief Executive Officer to ensure that the policies of the Board of Directors are complied with and shall advise the Chief Executive Officer on ways to enhance communication within the ministry.

Additional responsibilities include: electing the Board of Directors so that its composition complies with Article V, Section 1; ratifying the Board of Directors' selection of the Chief Executive Officer; providing advice to the Board of Directors for the corporation; providing input to the Board of Directors, if requested, concerning the Chief Executive Officer's job performance; and enacting amendments to these Bylaws per Article IX.

The International Council Operating Procedures provide the procedural guidance for directing their activities.

### Section 2. Election, Number, and Term of Office

International Council members will be elected by majority vote of each State Chapter Committee and each International Affiliate, 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 and terms of office of International Council members shall be determined by the State Chapter Committee Operating Procedures or International Council Operating Procedures.

### Section 3. Removal of International Council Members

At any regularly scheduled or special International Council meeting, any one or more of the International Council members may be removed by a two-thirds majority vote of the total International Council membership. At the International Council President's discretion, the impacted person will have an opportunity to speak on their own behalf.

The removal procedure above does not negate the authority granted to the Chief Executive Officer in Section 1 of Article VIII.

### Section 4. Meetings

The International Council shall hold an annual meeting each year for the purpose of electing members to the Board of Directors. The date shall be set in collaboration between the Chair of the Board of Directors and the President of the International Council. Meetings may be in person or by means of a conference telephone or similar communications equipment whereby all persons participating in the meeting can hear and have the opportunity to be heard at the same time.

Section 5. Quorum

At all meetings of the International Council, a simple majority of the USA members shall constitute a quorum for the transaction of business affecting the ministry only in the USA, save for amendments to the Bylaws affecting only the USA, which require a two-thirds majority vote of all USA members. A simple majority of all the members of the International Council shall constitute a quorum for all business affecting the ministry globally, save for amendments to the Bylaws affecting the ministry globally, which will require a two-thirds majority vote of all the 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 Bylaws. 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.

ARTICLE VII - COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Standing Committees

The purpose of Board of Directors' standing committees is to assist in accomplishing the business of the Corporation. Committees are responsible for bringing various aspects of the business of the ministry before the Board of Directors for deliberation and final action. Committees may not themselves establish Corporation policy or implement procedures for the ministry without Board of Directors' approval. Committee recommendations requesting Board of Directors' action must be brought initially before the Board of Directors in the form of a written motion distributed to the Board of Directors members at least 15 days before the meeting at which it is to be considered, which thereafter during deliberations may be amended, modified or otherwise altered by motions by voting Board of Directors members. The following permanent Standing Committees are established and the Chair of each committee will be appointed and or removed by the Chair 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 Executive Officer or designee will be the Staff Liaison to this Committee. The Committee shall have at least three and no more than nine members who will be appointed by the Chair. At least two other members of this Committee will be members of the Board of Directors. 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 with regard to financial matters.

## B. Governance Committee

The Governance Committee Chair shall be appointed by the Chair of the Board of Directors. The Chief Executive Officer will be the Staff Liaison to this Committee. The Committee will have seven members in addition to the Chair. Three members will be appointed by the Chair of the Board of Directors and will be from the Board of Directors. Three members of this Committee must be members of the International Council and will be appointed by the President of the International Council no later than fifteen days after the Annual Meeting. The Immediate Past Chair of the Board of Directors will be the seventh member.

This Committee shall be responsible for preparation of nominations for vacancies on the Board of Directors, the International Council at-large members (if needed), and nominations of Officers of the Board of Directors and the International Council, which are to be presented for vote at the meeting of the International Council and the Board of Directors. In addition, all bylaw changes are handled through the governance committee for submitting proposals for vote.

## Section 2. Committees or Task Forces

The Board of Directors Chair may appoint Committees or Task Forces as required to assist in the conduct of the affairs of the Corporation. These Committees may include both Board of Directors members and non-Board members.

## Section 3. Committee Procedures

### A. Membership

Each standing committee shall have a voting membership as specified in these Bylaws. Other committees will have a voting membership as specified by a Board of Directors' approved charter. Each voting committee member will have one vote and proxy voting is not permitted. Members of each committee, with the exception of the Chair, shall be appointed by the committee chair, unless otherwise specified in these Bylaws. Nominations or suggestions for committee membership may be made to the committee chair. The committee chair shall inform the Secretary of the Board of Directors and the Chief Executive Officer of the names of the committee members. The Secretary of the Board of Directors will be responsible to maintain a roster of current committee membership.

### B. Subcommittees

A Committee Chair, with the Chair of the Board of Director'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 except when the chair of the committee determines the subject matter to involve personnel or other confidential matters, and, if in the opinion of the committee Chair as time permits, the committee may receive information from volunteers present. A decision to bring a matter before the Board of Directors for consideration shall be the result of a majority vote of the voting membership of the committee.

## ARTICLE VIII – CHIEF EXECUTIVE OFFICER

### Section 1. Role of the Chief Executive Officer

The Chief Executive Officer, known within the ministry as Executive Director of the corporation, is responsible for operations of the ministry.

To carry out the operational responsibilities, the Chief Executive Officer is granted the authority to make decisions, pursue goals, issue directives, strategically direct and allocate resources to ensure ministry operations objectives are achieved. This authority includes oversight and supervision of the State Chapter Committees, which are the operating units of the ministry.

The Chief Executive Officer is also accountable to the Board of Directors for the actions and performance of the State Chapter Committees, including compliance with ministry administrative, and program policies and guidance. The chain of command runs from the Board of Directors to the Chief Executive Officer to the State Chapter Committees to Advisory Councils. For checks and balances, State Chapter Committee representatives elect the majority of the International Council which selects the members of the Board of Directors.

The Chief Executive Officer is assigned disciplinary powers. The Chief Executive Officer may temporarily or permanently suspend any State Chapter Committee or member, Advisory Council or member, 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, policies, procedures, 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 Prison Ministry and others engaged therein. Such action shall be reported by the Chief Executive Officer at the next meeting of the Board of Directors

The Chief Executive Officer may direct reports on operational activities and compliance from State Chapter Committees as needed.

### Section 2. Duties and Responsibilities

The Chief Executive Officer will be guided by the provisions of the job description approved by the Board of Directors and by the provisions of their employment contract executed by the Chair of the Board of Directors, as well as the specific provisions below.

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

While the Chief Executive Officer is responsible to the Board of Directors and is responsible for such duty assignments as are made by the Board of Directors, it is also understood that the Chief Executive Officer is to work under the general supervision and direction of the Chair of the Board of Directors. The Chief Executive Officer's work shall be reviewed annually by the Board of Directors.

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

The Chief Executive Officer, 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 Chief Executive Officer is designated as 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.

The Chief Executive Officer 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 - 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 International Office.

#### ARTICLE X - 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 Bylaws, 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 parties designated by the Board of Directors. The Chief Executive Officer 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.

##### Section 4. Indemnity

Each Board of Directors 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 in connection with any action, suit or proceeding to which they may be made a party by reason of being or having been an officer, a Director or employee of the Corporation, except in relation to matters as to which they shall be finally adjudged in such action, suit or proceeding to have been derelict in the performance of their duty as officer, director or employee.

## ARTICLE XI - AMENDMENTS

Except as otherwise required by law, these Bylaws 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 30 days prior to such meeting. Such amendment shall require an affirmative vote of two-thirds of the total members of the International Council certified by the Board of Directors that the Bylaws change does not violate any existing policy or state or federal law.