

INTERNATIONAL COUNCIL OPERATING PROCEDURES



Vision

A Community
Spiritually Freed
from the Effects of Imprisonment
Reaching all Impacted by Incarceration,
through the Love, Hope, and Faith
Found in Jesus Christ.

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.

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PREAMBLE

The Chief Executive Officer (CEO), also known as Executive Director within the ministry, is accountable to the Board of Directors for the actions and performance of the State Chapter Committees. This includes compliance with ministry administrative and program policies, and guidance. The chain of command runs from the Board of Directors to the CEO to the State Chapter Committees to Advisory Councils. For checks and balances, State Chapter Committees representatives form the majority of the International Council (IC) that operates in a partnership with the CEO. This document sets forth the procedural guidance for directing the activities of the International Council.

I. Responsibility. The International Council shall:

- A. In partnership with the Kairos program staff, advise and assist the CEO in carrying out responsibility for supervision of the ministry programs.
- B. In partnership with the CEO, and the Kairos program staff, shape the programs of the ministry that have been approved by the Board of Directors.
- C. Assist the CEO in ensuring that the policies of the Board of Directors are complied with.
- D. Advise the CEO on ways to enhance communication within the ministry.
- E. Elect the Board of Directors so that its composition complies with the Bylaws.
- F. Ratify the Board of Directors annual appointment to the Board.
- G. Ratify the Board of Directors selection of the CEO.
- H. Provide advice to the Board of Directors on the Mission, Vision, and Strategic Plan.
- I. Enact amendments to the Kairos Bylaws.
- J. Represent their state or country in matters coming before the IC as appropriate. It is important that IC Representatives take those issues and gain input from the State Chapter Committee to vote according to their state's needs. IC Representatives also represent all programs that operate in their state. This may require some additional familiarization with other Kairos programs.
- K. Represent Kairos in their state or country, ensuring that policy, procedural, and program directions are shared.
- L. Serve as a leadership resource to the ministry to help resolve issues related to the spiritual, operational, and financial health of the ministry.

II. Expectations. The IC does not govern or direct the activities of any other level of the ministry; however, its actions impact State Chapter Committees and Advisory Councils. IC members:

- A. Help the State Chapter Committee ensure that the programs are running properly.
- B. Uphold and represent the Bylaws, policies, program manuals, and procedures of the ministry.
- C. Prepare for elections by reading the nominee profiles and making informed decisions.
- D. Assist their State Chapter Committee and Advisory Councils in inspiring ministry excellence.
- E. Know and utilize the Kairos Mission, Vision, Core Values, and Statement of Faith documents.
- F. Attend all IC meetings and training sessions (100 percent, extenuating circumstances excepted).
- G. Serve on IC committees/task forces during their term of service.

III. Composition

- A. General. The International Council is composed of:
 - 1. IC Representatives who are elected in the US as per State Chapter Committee Operating Procedures. International Affiliates elect one representative for every 15 (or fraction thereof) Advisory Councils.
 - 2. At-large IC members elected to balance program representation if any Kairos Program is disproportionately represented by more than 15 percent on the IC. The CEO shall provide the Chair of the Governance Committee the necessary information as reported by State Chapter Committees to make this determination annually. The Governance Committee in consultation with the IC President will decide the number needed, recruit, and nominate them. If for any reason a program is not represented on the International Council, one at-large member will be elected representing that program.
 - 3. Advisory members. The IC President, Governance Committee, or CEO may nominate up to seven (7) non-voting Advisory members to the IC for the purpose of serving as an additional resource on committees, to provide for additional specific skill sets, gifts, talents, etc. The IC will vote on ratification of the nominee for a two-year term of service. The Advisory member may be reappointed for a second term.

B. Officers of the International Council. The IC will elect a President, a Vice President, and a Secretary, each of whom will serve for two years and can be re-elected to serve an additional one-year term, provided there is a corresponding number of years remaining on their term of service on the IC.

1. Duties of the President.

- a. Preside over meetings of the IC.
- b. Schedule and distribute notice of meetings to the IC at least 30 days prior to any regular meeting.
- c. Prepare and distribute the agenda of IC meetings at least 15 days prior to any regular meeting.
- d. Prepare and distribute any and all materials under consideration by the IC.
- e. Serve as a non-voting, ex-officio member of the Board of Directors, attending all meetings and retreats.
- f. Communicate information to and from the CEO and Chair of the Board of Directors regularly, timely, and efficiently.
 - (1) Contribute monthly to the Kairos E-News.
 - (2) Report on IC activities at the Board of Directors' meetings.
- g. Ensure that newly elected members to the IC are welcomed and receive an orientation on their duties, responsibilities, and expectations.
- h. Serve as a non-voting, ex-officio member of all committees/task forces.

2. Duties of the Vice President.

- a. Serve in the absence of the President of the International Council.
- b. Advise the President of the IC on matters before the IC.
- c. Assist in the efficient conduct of IC meetings, as necessary.

3. Duties of the Secretary.

- a. Prepare and distribute the draft minutes of IC meetings within 15 days of the meeting to the IC for review and recommended changes.
- b. Prepare and distribute the minutes of IC meetings within 15 days of the approval of the minutes to the Secretary of the Board of Directors for further distribution per Board policy.

- c. Assist the International Council President with the preparation and distribution of material under consideration by the IC.
 - d. In coordination with the Kairos Executive Administrative Assistant, maintain a roster of IC Representatives including contact information, state represented, primary Program affiliation, and term of service information (when term began, length of term, etc.). Ensure that the IC President is notified of new members.
 - e. Maintain rosters of all IC committees or task forces and distribute the roster, as required.
 - f. Efficiently call the roll of IC Representatives during every IC meeting and determine if an appropriate quorum exists.
 - g. Communicate to the State Chapter Committee Chair information concerning IC Representatives' terms of service expiring, removal or election, or election to the Board of Directors.
- C. Term of Service. The members of the International Council shall serve for a three-year term of service. They may not serve more than two consecutive terms, until an interval of at least three years has elapsed. Any IC member filling a vacancy would serve the balance of that calendar year, would start their first full year term at the beginning of the next calendar year, and would be eligible for a second three-year term. At-large IC members also follow these terms of service. The length of service on the IC is not limited by a term of service on the State Chapter Committee or International Affiliate.

IV. Vacancies.

Vacancies in the IC shall be filled by a simple majority vote of the applicable State Chapter Committee or International Affiliate at the next meeting after the vacancy occurs. No Program element representation need be taken into account when filling these vacancies. The new IC member will be seated immediately and will complete the remainder of the year for the IC member they are replacing.

V. Removal of International Council Members.

- A. At any regularly scheduled or special IC meeting, any one or more of the IC members may be removed by a two-thirds majority vote of the total IC membership. At the International Council President's discretion, the impacted person will have an opportunity to speak on his or her own behalf.
- B. The removal procedure above does not negate the authority granted to the CEO in the Kairos Bylaws.
- C. In the event an IC member fails to attend two consecutive meetings of the IC, (see Section II, F), a panel consisting of the IC President, Vice President and Secretary will meet, hear evidence concerning the circumstances and decide whether or not those circumstances are considered extenuating. The decision will be communicated

to the IC Representative affected and the State Chair as soon as possible. The decision will be announced to the IC at the next regular scheduled meeting.

VI. Meetings.

- A. Regular meetings. The International Council shall meet as needed with one annual in-person meeting. Notice of the meetings, including subject of motions or draft copies of motions, shall be given by mail, telephone, or electronic means at least 30 days in advance. Note: Motions can be amended and adopted as amended at any duly called meeting.
- B. Special meetings. Special meetings of the IC may be called by the International Council President with 10 days' notice to each IC member. Special meetings of the IC may also be called by the IC President on the written request of at least 10 IC members. Special meetings may be in person, by means of a conference call, or by similar electronic means by which all persons participating in the meeting can hear each other at the same time.
- C. Quorum. At all meetings of the IC, 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 the quorum by USA members. A simple majority of all the members of the IC 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 the quorum by the members.
- D. Agenda. Items presented to the President at least 30 days before the meeting may be added to the agenda by a petition signed by 10 members of the IC.

VII. Committees or Task Forces.

- A. Purpose. The purpose of International Council committees or task forces is to assist in accomplishing the business of the IC, and they are responsible for bringing various aspects of the business of the ministry before the IC for deliberation and action.
- B. Definitions.
 - 1. Committees. Committees are ongoing, standing groups, organized to support a specific portion of the established mission, vision, and programs of Kairos.
 - 2. Task forces. Task forces are established to accomplish a given set of tasks within a finite amount of time and will be dissolved automatically when those tasks are accomplished.
- C. Creation and Dissolution. International Council committees or task forces will be created by the IC President in consultation with the CEO. A draft charter will be created and presented to the IC for their deliberation and action.

- D. Charters. Every committee or task force will have a charter that includes the following information:
1. Scope of responsibilities/authority
 2. Committee/task force tasks
 3. Committee/task force composition and member selection. Note: The CEO or a staff member will serve as the co-chair on every IC committee/task force.
 4. Committee or task force procedures
- E. Authority. Committee or task forces may not themselves establish policy or procedures without approval of the Board of Directors, the IC, the CEO, or a combination thereof. Committee or task force recommendations requesting Board of Directors action must be brought initially before the IC in the form of a written motion, which thereafter, during deliberations, may be amended, modified, or otherwise altered by motions by voting IC members.
- F. Co-chair Appointments. The co-chair of each committee or task force will be appointed and/or removed by the International Council President in consultation with the CEO. Committee co-chairs are appointed annually and may be appointed for two additional consecutive terms dependent on their remaining current IC term. The annual appointment of the committee co-chairs that are appointed by the President of the IC shall be made before the first IC meeting of the year to facilitate continuity. Task force co-chairs are appointed in the same manner as committee co-chairs; however, their term automatically expires when the task force mission is complete.
- G. Minutes. Minutes of all committees, subcommittees, and task forces are to be submitted to the Secretary of the Board of Directors through the IC Secretary.

List of Approved Changes

<u>Date of Change</u>	<u>Page/Paragraph Reference</u>	<u>Summary of Change</u>
6/9/14		Document approved by the International Council
7/23/14	<u>Section V, paragraph C</u>	Failure to miss two consecutive International Council meetings
12/2015 for 2016 version	<u>Throughout document</u>	Changed Executive Director to CEO per bylaw change in 2015
1/2017	<u>Page 4</u>	Clarified At-large members term of service
1/2018	<u>Page 4</u> <u>Page 5</u>	Changed fulfillment of position vacancy Clarified quorum and voting by quorum