

# SERVING TIME JAIL MINISTRY BY-LAWS

## 1. NAME AND LOCATION

- 1.1 **Name** - The name of the organization is SERVING TIME JAIL MINISTRY, from here on called the Organization; organized exclusively for charitable, religious, and educational purposes under Section 501(c)(3) of the Internal Revenue Code.
- 1.2 **Location** - The principal office of the Organization is in Columbia County, Georgia at 5011 Sussex Drive, Evans, GA, 30809.

## 2. PURPOSES AND GOALS

2.1 The purposes for which this organization endeavors to steadfastly fulfill are:

- (a) To provide Bible studies, easy-to-read Bibles, enriching Christian books and various educational materials to meet the spiritual and educational needs of those serving time in detention centers within the counties of the Central Savannah River Area (CSRA) and other counties in the State of Georgia.
- (b) To develop and distribute exit packages for released inmates to assist in meeting fundamental food, clothing and shelter needs. This includes, but is not limited to, local employment opportunities, rehabilitation centers, counseling, shelters, churches, etc.
- (c) To facilitate training of inmates in basic finances, reading, re-entry, recidivism prevention, and other subjects.
- (d) To provide local contact information to encourage released inmates to pursue his or her GED.
- (e) To establish and maintain contacts with local and State agency officials, private sector organizations and individuals to stay apprised of resources for the Organization.

2.2 The goals for which this organization endeavors to steadfastly fulfill are:

- (a) To see each individual receive Jesus Christ as their Lord and Savior and begin to live a transformed abundant life.
- (b) To provide an infrastructure to help each person get assistance they need while incarcerated and after release.
- (c) To prevent recidivism by assisting each released person from returning to earlier life situations that led to their incarceration.
- (d) To provide hope to each incarcerated and released person for a future productive life in the community.

## 3. DEFINITIONS

- 3.1 **“Organization”** shall mean and refer to Serving Time Jail Ministry, a 501(c)(3) non-profit religious organization in the State of Georgia.

## 4. MEMBERSHIP

- 4.1 Every volunteer living in the CSRA or in a county in Georgia that Serving Time is involved with, approved by the Board of Directors, shall be a Member or Associate of the organization.
- 4.2 Members regularly attend semiannual meetings and have voting privileges. Associates serve, but do not regularly attend semiannual meetings. Anyone missing two (2) consecutive

## SERVING TIME JAIL MINISTRY BY-LAWS

semiannual meetings will be deemed an Associate. An Associate attending two (2) consecutive meetings and visiting in a jail at least once per calendar quarter may request membership in the organization and be added to the roll with voting privileges.

### 5. MEETINGS

- 5.1 **Annual Meeting** - The annual meeting of the members shall be held during the month of February. The Board of Directors may select another date if it deems it necessary and shall provide appropriate notice to all members.
- 5.2 **Special Meetings** - Special meetings of the members for any purpose, unless otherwise prescribed by statute, may be called by the Chairman or by the Board of Directors, and shall be called by the Chairman at the request, in writing to the Secretary, of at least twenty five (25) percent of the members.
- 5.3 **Members Meetings**
- (a) A minimum of two (2) meetings, including the annual meeting, per year shall be held at such place and hour as may be fixed from time to time by resolution of the Board.
  - (b) Notice shall be given to each member, at least forty-eight (48) hours prior to the called meeting, personally by telephone or e-mail or at least four (4) days by regular mail, prior to the meeting if any rescheduling occurs by necessity.
  - (c) These meetings shall be open sessions to all Members and Associates of the organization.
  - (d) A quorum for meetings shall be more than one-half (1/2) of the total membership, not to include Associates.
  - (e) Meetings will be run using Roberts Rules of Order. All decisions shall be made by majority vote. Members may vote by proxy, but members represented by proxy shall not be counted towards a quorum.
  - (f) The Chairman of the Organization or a Director, chosen by a majority of the Directors present, should the Chairman be absent, shall act as chairperson of each meeting. The Vice-Chairman can also be selected to fill this role. The Chairperson shall determine the order of business at each meeting. The Secretary of the Organization, or in his or her absence, any person appointed by the Chairperson, shall act as Secretary of the meeting.
  - (g) Special meetings of the Members shall be held when called by the Chairman of the Organization or by any two Directors after not less than a seventy-two (72)-hour notice to each Director in the manner prescribed above.
  - (h) In any situation where action is needed and either a special or regular meeting will not suit the purpose, the Board of Directors may handle the action as follows:
    - (1) The Members first notified, shall make a good faith attempt to notify every other member and call a meeting at the earliest possible reasonable time.
    - (2) When it appears that a sufficient number of members are not available for a meeting, said contact person shall attempt to get a "consensus" from the member as to the action needed, depending on the circumstances, using a telephone tree or arranging a teleconference.

## SERVING TIME JAIL MINISTRY BY-LAWS

- (3) If the member is unable to schedule a meeting with at least a quorum present, in a reasonable amount of time that is consistent with the circumstances, the 'consensus' shall determine what action is to be taken, and shall be the subject of a request for ratification at a later meeting.
  - (4) The contact person shall make every possible attempt to achieve at least a majority before taking any specific action.
    - (i) The Members may, with the approval of a majority of a quorum of the Members, not to include Associates, adjourn a meeting and reconvene in executive session to discuss and vote upon personnel matters, litigation or pending litigation, matters within the attorney/client privilege umbrella, and/or matters of a particularly sensitive nature involving rights to confidentiality or privacy. These matters include, but are not limited to, requests by members for "closed session" hearings where appropriate provided the general nature of the business to be considered in executive session is first announced in open session.
- 5.4 **Place of Meetings** - The Members may designate any place within a radius of 15 miles from its headquarters, as the place for any annual, special or Board of Directors meetings.
- 5.5 **Notice of Meetings** - Written or printed notice stating the place, day and hour of the meeting, and in the case of a special meeting, the purpose for which the meeting is called, shall be delivered not less than ten days before the date of the meeting, either personally, by e-mail, or by U.S. mail, by or at the direction of the Chairman, or the Secretary, or the Officers or persons calling the meeting, to each member entitled to vote at such meeting.
- 5.6 **Annual and Special Meeting Quorum** – At annual and special meetings, the presence at the meeting, in person or by proxy, of 50% percent of the Board members entitled to vote, shall constitute a quorum. A majority vote of those members present shall constitute passage or rejection of each item voted upon.
- 5.7 **Conduct of Meetings** - The Chairman of the Organization shall act as chairperson at each meeting of the members. In the Chairman's absence, the Vice-Chairman, or should he or she be also absent, then a member chosen by majority vote of the members present and entitled to vote, shall act as chairperson of the meeting. The Secretary of the Organization shall record the minutes of the meeting. The meeting shall be conducted according to Roberts Rules of Order.
- 5.8 **Annual and Special Meeting Agenda** - Subject to the approval of the Board of Directors, an agenda shall be prepared for annual and special meetings of the membership. Any person may add an item to the agenda by submitting the item in writing to a member of the Board of Directors at least seven (7) days in advance of the membership meeting. At the beginning of the membership meeting, any member may request that an item be added to the agenda under "other business." Any member item added in this fashion shall be limited to five (5) minutes under "other business."
- 5.9 **Meeting Minutes** - Minutes shall be recorded at all meetings by the Secretary, or Designee, and made available for review by members within thirty (30) days after a meeting, in draft, summary or final form.
- 5.10 **Board of Director Meetings** – Meetings of the Board of Directors shall be called, as needed, and follow the rules in Section 5.3.

## **SERVING TIME JAIL MINISTRY BY-LAWS**

### **6. OFFICERS AND BOARD OF DIRECTORS OF THE ORGANIZATION**

- 6.1 The Officers of the Organization shall be the Chairman, Vice-Chairman, Secretary and Treasurer. The office of the Secretary and Treasurer can be combined into a Secretary-Treasurer.
- 6.2 The Board of Directors of the Organization shall consist of the Officers and at least a chairperson for each of the following Standing Committees:
  - (a) Marketing.
  - (b) Outreach.
  - (c) Information Technology.
  - (d) Others to be determined.
- 6.3 There can also be as many as three (3) At-large Board Members, who are available to the Board to assist in special tasks as they arise.
- 6.4 Officers and Board of Directors Standing Committee Chairpersons and At-Large members of the organization shall be elected from and by the general membership at the Annual Meeting. A vote for an Officer and Board of Directors Standing Committee Chairperson and At-Large member nominated may be cast by a member by mail, or by e-mail, on a ballot forwarded to the Board by the member at least five (5) days prior to the annual meeting.
- 6.5 The Officers and Board of Directors Standing Committee Chairpersons and At-Large members shall hold office until their successors have been duly elected and shall have qualified, or until their death, or until they shall resign, disqualified to serve or shall have been removed in the manner hereinafter provided.
- 6.6 All Officers and Board members shall be members of the Organization in good standing and actively engaged in Serving Time Jail Ministry activities.
- 6.7 There shall be at least three (3) Board of Directors members. The Board of Directors may appoint additional special committees and subcommittees and agents as they may consider necessary who shall be chosen in such manner and hold their offices for such terms and have such authority and duties as from time to time may be determined by the Board of Directors.
- 6.8 Officers and Board of Director Standing Committee Chairpersons and At-Large members shall serve for a term of two (2) years and can serve an unlimited number of successive terms following the election process described above. Terms shall be staggered such that no more than one half of the Officers and Board of Directors Standing Committee Chairpersons and At-Large members terms shall expire, and be up for election, in any year.
- 6.9 Any Member, Officer or Board of Director missing three (3) consecutive meetings of the Board of Directors without expressing good cause shall be deemed to have resigned and shall be removed from office. The Chairman, or designee, shall inform the affected Member, Officer or Board of Director, in writing, of this dismissal. The Board shall make election to the position of Chair.
- 6.10 A vacancy in any Board of Director office may be filled by appointment by the Board. The officer/director appointed to such vacancy shall serve for the remainder of the term of the officer/director that is being replaced.

## **SERVING TIME JAIL MINISTRY BY-LAWS**

- 6.11 Any Officer or Board of Director member may resign at any time by giving written notice to the Chairman or to the Secretary. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
- 6.12 The Board of Directors, declaring such removal to be in the best interest of the Organization, may remove any Officer, Board of Director or agent from office, with or without cause. Such action shall be by two-thirds (2/3) resolution of the sitting Board of Directors and adopted at any regular or special meeting of the Board.
- 6.13 All Officers, Board of Director members and committee members of the Organization shall be volunteers and shall not be entitled to any cash payment for their services.
- 6.14 All Officers and Members of the Board of Directors shall have attended three (3) consecutive meetings to be eligible to serve in that capacity.

### **7. DUTIES AND POWERS OF THE BOARD OF DIRECTORS**

- 7.1 General duties of a Board of Director shall be to manage the affairs of Serving Time Jail Ministry in the interim period between annual meetings. The Board of Directors shall be accountable to the membership and shall strictly comply with these bylaws.
- 7.2 The Board of Directors shall manage all business and affairs of the Organization. The Board of Directors shall have and exercise all the powers of the Organization, and except as may otherwise be expressly required by law, the Articles of Incorporation, or these Bylaws.
- 7.3 The Board of Directors shall have the power to:
- (a) Conduct, manage and control the affairs and business of the Organization and to adopt rules and regulations.
  - (b) Change the location of the principal office for business to a different location if deemed advisable by a majority of the Board of Directors.
  - (c) Spend Organization funds, with discretion, for the purpose of improving the common properties and facilities or obtaining assets at equitable costs.
  - (d) Participate in mergers and consolidations with other non-profit organizations organized for the same purposes, provided that any merger, consolidation or such annexation shall have the assent by vote of a majority of those submitting votes; and,
  - (e) Procure and maintain adequate liability hazard, and other risk insurance on property owned by the Organization.

### **8. DUTIES AND POWERS OF THE OFFICERS**

#### **8.1 Duties of the Chairman**

- (a) The Chairman shall preside at all meetings of the Board of Directors, and shall see that orders and resolutions of the Board of Directors are carried out, shall sign all leases, mortgages, deeds and other written instruments, and may co-sign all checks and promissory notes.
- (b) The Chairman shall, subject to the direction and supervision of the Board of Directors, be the chief executive officer of the Organization and shall have general and active control of its affairs and business and general supervision of its officers and agents.

## **SERVING TIME JAIL MINISTRY BY-LAWS**

- (c) The Chairman shall preside at all meetings of the general membership and shall perform all duties incident to the office.
- (d) The Chairman shall be a voting member of all committees. He or she shall serve as the chief communications officer for the Organization with external organizations, state and local government agencies and the media.

### **8.2 Duties of the Vice-Chairman**

- (a) The Vice-Chairman shall have the authority to act in the place and stead of the Chairman in the event of his or her absence, inability or refusal to act, and exercise and discharge such other duties as may be required of him or her by the Chairman.
- (b) The Vice-Chairman shall also be responsible for overseeing any capital projects.
- (c) The Vice-Chairman shall be subject to all restrictions upon the Chairman. He or she may also co-sign checks and promissory notes.

### **8.3 Duties of the Secretary**

- (a) The Secretary shall record the votes of any motion that is seconded and voted and keep the minutes of all meetings and proceedings of the Board.
- (b) The Secretary shall also serve notice of meetings of the Board and of the members.
- (c) The Secretary shall keep appropriate current records showing the members of the Organization together with their physical addresses, phone numbers, and e-mail addresses, and shall perform such other duties as required by the Board of Directors.
- (d) The Secretary may also co-sign checks and promissory notes.

### **8.4 Duties of the Treasurer**

- (a) The Treasurer shall be the chief financial officer of the Organization and has the primary fiduciary responsibility of the Organization's financial assets.
- (b) The Treasurer shall have the care and custody of all funds, securities, evidences of indebtedness and other personal property of the Organization and shall deposit the same in accordance with the instructions of the Board of Directors. All checks and promissory notes of the Organization require the signature of two Officers.
- (c) The Treasurer may co-sign all checks and promissory notes of the Organization. He or she, along with the other officers, shall prepare an annual budget for general expenses and a statement of income and expenditures to be presented to the membership at its annual meeting.
- (d) If the Organization engages the services of a Certified Public Accountant or managing agent to undertake any of these tasks; the treasurer is relieved of those specific duties delegated to such person or entity.
- (e) The Treasurer shall keep and maintain detailed, accurate records of the receipts and specifying and itemizing the expenses incurred. Such records and vouchers authorizing the payment shall be available for examination by members and others with an interest such as encumbrances or prospective lenders at convenient hours of weekdays upon reasonable notice.

## **SERVING TIME JAIL MINISTRY BY-LAWS**

- (f) Reviews, by a third-party organization, shall be periodically conducted at the discretion of the Board of Directors and the Treasurer shall provide all appropriate documentation requested by the reviewers.

### **9. STANDING AND SPECIAL COMMITTEES**

- 9.1 The Board of Directors shall establish both standing and special committees, as it deems necessary.
- 9.2 All committees shall make recommendations to the Board of Directors for actions and shall not have the power to act on behalf of the organization without specific authorization from the Board.
- 9.3 The appointment of a director to any committee, if not sooner terminated, shall automatically terminate upon the expiration of his or her term as a Board of Director of the Organization.
- 9.4 The Board of Directors shall appoint a chairperson of each standing or special committee. The Chairperson of the committee may from time to time, solicit the assistance of other individuals to aid in the performance of his or her duties. It is not required that these individuals be members of the Board of Directors. However, they must be members in good standing of the Organization.

### **10. CONSIDERATION OF MEMBER PROPOSALS**

- 10.1 Any person or group of the Organization may propose, in writing, items for consideration, and/or recommendations to the Board of Directors.
- 10.2 The Board shall decide whether proposed items will appear on the agenda of either the Board or one of the committees or a general or special meeting of the Organization.
- 10.3 The proponent and members directly affected by such proposals shall be notified of the place, day, and hour the proposal shall be reviewed within three (3) days of the meeting.
- 10.4 The proponent may attend this meeting to make a presentation and answer questions concerning the proposal. The Board shall submit recommendations and dissenting views as recorded from the meeting to the proponent and other appropriate parties.
- 10.5 Should the proponent(s) disagree with the decision of the Board, he or she may request, in writing, a vote of the entire Organization. A two-thirds (2/3) majority vote of the Organization shall be required to override the decision of the Board of Directors.

### **11. MISCELLANEOUS PROVISIONS**

- 11.1 The Board of Directors shall have power to make, amend and repeal these bylaws at any annual meeting or at any special meeting called for the purpose. This power shall not be exercised by any other committee or entity.
- 11.2 No part of the net earnings or funds of the Organization shall inure to the benefit of, or be distributed to its members, trustees, officers, or other private persons, except that the Organization shall be authorized and empowered to pay reasonable compensation for services rendered by outside individuals and organizations, and to make payments and distributions in furtherance of the purposes described in section 501(c)(3).
- 11.3 No substantial part of the activities of the Organization shall be the carrying of propaganda, or otherwise attempting to influence legislation, and the Organization shall not participate in, or

## **SERVING TIME JAIL MINISTRY BY-LAWS**

intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

11.4 The fiscal year of the Organization shall begin on January 1 and end on December 31 of every year. The Board of Directors retains the right to modify the fiscal year if it deems that such action would yield advantageous tax benefits to the Organization.

11.5 Serving Time Jail Ministry shall not discriminate against individuals or groups on the basis of race, religion, color, sex, age, disability, national origin, income or political affiliation in any of its policies, recommendations or actions.

### **12. DISSOLUTION**

12.1 Should the Board of Directors determine that the Organization be dissolved for any reason, all its remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. All assets will be transferred to Overcomer's Outreach, Martinez, GA 30907, a 501(c)(3) organization.