

BY-LAWS OF CENTER FOR JAIL TRANSFORMATION, INC.

ARTICLE I – NAME AND PURPOSE

Section 1: The name of the organization shall be Center For Jail Transformation, Inc.

Section 2: Center For Jail Transformation, Inc. (“Corporation”) is organized exclusively for charitable purposes, including, but not limited to helping jail leaders develop a plan to transform their jail into a place of redemption and rehabilitation; encouraging chaplaincy in local jails; accumulating free sources of faith-based curricula that jails can use; and other related activities.

ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist only of the members of the board of directors.

ARTICLE III – ANNUAL MEETING

Section 1: Annual meeting. The date for the annual meeting shall be set by the Board of Directors who shall also set the time and place.

Section 2: Special Meetings. Special meetings may be called by the Chairperson.

Section 3: Notice. Notice of each meeting shall be given to each voting member, by mail, or electronically, not less than seven days before the meeting.

ARTICLE IV – BOARD OF DIRECTORS

Section 1: Board Role, Size and Compensation: The Board is responsible for overall policy and direction of the organization. The Board shall have up to twelve (12) and not fewer than five (5) members. Members receive no compensation for serving on the Board of Directors.

Section 2: Meetings. The Board shall meet *at least* quarterly, at an agreed upon time and place. Meetings may be in person, via telephone conference call or video conferencing (e.g. Zoom).

Section 3: Board Elections. Election of new directors or election of current directors to a second term will occur as the first item of business at the annual meeting of the organization. Directors will be elected by a majority vote of the current directors.

Section 4: Terms. All Board members shall serve a three-year term, but are eligible for being re-elected to additional three-year terms as needed. Terms shall be staggered so that no more than one-fourth of the board members’ terms will end on any one year.

Section 5: Quorum. There must be a quorum, at least 51% of the Board members present, before business can be transacted or motions made or passed.

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Section 6: Notice. An official Board meeting requires that each Board member have written notice five (5) days in advance. This notice will be by email.

Section 7: Officers and Duties. There shall be five (5) officers of the Board consisting of a Chairperson, Vice-Chairperson, Secretary, Treasurer, and Chaplain. Elections for the officers shall take place at the annual meeting. Officers will continue in office, if an election is not held, until their successor is elected.

The Chairperson shall convene and preside at the annual and regularly scheduled Board meetings. The Chairperson may only be removed for cause by 4/5th vote.

The Vice-Chairperson shall convene and preside at the annual and regularly scheduled Board meetings in the absence of the Chairperson.

The Secretary shall be responsible for keeping a record of Board actions, including overseeing the taking of the minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that the organization records are maintained.

The Treasurer shall make a report to the Board on the financial status of the organization *at least* quarterly. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop internal control policies and procedures, and make financial information available to Board members and the public.

The Chaplain shall encourage the spiritual life of the Board of Directors. Duties include opening and closing prayer at meetings, and other duties related to keeping the organization on mission with its calling to serve the Lord.

Section 8: Vacancies. When a vacancy on the Board exists, nominations for new members may be received from present Board members by the executive committee at least one month prior to a regularly scheduled Board meeting. The executive committee is charged with reviewing nominations and making recommendations to the Board for qualified candidates for vacancies. The Board shall then review the nominations and vote on the appointment of new board members. These vacancies will be filled only to the end of the particular Board member's term that is being filled.

Section 9: Resignation, Termination and Absences. Resignation from the Board must be in writing and received by the Secretary. A board member shall be dropped for excess absences from the Board if s/he has three unexcused absences from Board meetings in a fiscal year. A board member, other than the Chairperson, may be removed for any or no stated reasons by a three-fourths vote of the remaining directors.

Section 10: Special Meetings. Special meetings of the Board shall be called upon the request of the Chairperson or one-third of the Board. The Secretary shall send out notices of special meetings to each Board member at least seven days in advance. Notice will be made by email.

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Section 11: Advisory Council. Critical to the success of the Corporation is receiving advice and recommendations from persons in the community. An advisory council may be formed to assist and advise the members of the Board of Directors. Members of the advisory council shall have no voting rights, shall not be eligible to hold office and shall serve at the pleasure of the Board of Directors.

Section 12: Presumption of Assent. A director of the Corporation who is present at the meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her contrary vote is recorded or his/her dissent is otherwise entered in the minutes of the meeting.

Section 13: Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if consent in writing, setting forth the action so to be taken, shall be signed before such action by a quorum of the directors.

ARTICLE V – COMMITTEES

Section 1: The Board of Directors may create committees as needed and appoint committee chairs for the created committees.

Section 2: Executive Committee. The Chairperson shall chair the executive committee. Members of the committee shall be the Chairperson, Vice-Chairperson, Secretary and Treasurer. Except for the power to amend the Articles of Incorporation, amend the By-Laws, take out loans in the name of the corporation or hire permanent staff, the committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, and is subject to the direction and control of the full Board.

The committee is responsible for continually evaluating the effectiveness of the board operations and making recommendations for improvements as necessary. The committee is responsible for training board members to guide the organization in its mission to fulfill their fiduciary duties. Other duties may be assigned by the Chairperson if necessary.

Section 3: Finance Committee. The Treasurer shall chair the Finance committee. The Finance Committee shall be responsible for developing and reviewing fiscal procedures and the annual budget with staff and other Board members as required. The Board must approve the budget and all expenditures must be made within the budget. The Board must approve any major change in the budget and individual expenses over \$1,200. The definition of major shall be defined in the fiscal procedures. Financial reports are required to be submitted to the Board in a form that complies with generally accepted accounting principles. The financial records of the organization are public information and shall be made available on a timely basis to the Board and the public.

ARTICLE VI – CONTRACTS, LOANS, CHECKS, DEPOSITS, DEPOSIT, GIFTS AND RECORDS

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Section 1: Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Corporation, and such authority may be general or confined to specific instances.

Section 2: Loans. No loan shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by a Resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 3: Checks and Drafts. All checks, drafts or other orders for payment of money, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits. All funds of the Corporation, not otherwise employed, shall be deposited from time to time to the credit of the Corporation in such depositories as the Board of Directors may select.

Section 5: Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for general purpose or any specific purpose of the Corporation. Such gifts must be documented in writing with 24 hours (e.g., thank-you note copied to the board) and submitted in full to the Treasurer or Finance Committee within 10 days of receiving the gift.

Section 6: Books and Records. The Corporation shall keep correct and complete books and records of account, shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the Directors.

ARTICLE VII – GENERAL PROVISIONS

Section 1: Rules and Regulations. The Board shall have power to make and adopt such rules and regulations not inconsistent with law or these By-Laws, as it may deem advisable for the management.

Section 2: Fiscal Year. The fiscal year of the Corporation shall be from January to December.

Section 3: Indemnity. To the extent permitted by the law of the State of Texas and the United States of America, the Corporation shall indemnify any Director or officer or former Director or officer of the Corporation against expenses actually and necessarily incurred by him/her in connection with the defense of any action, suit, or proceeding in which he/she is made a party by reason of being or having been such Director or officer.

Section 4: Insurance. The Corporation may, but shall not be required to, purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation against any liability asserted against him/her and incurred by

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him/her in such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him/her against such liability.

Section 5: Property Interest of Directors. No Director of the Corporation shall have any right, title or interest in or to any property or assets of the Corporation, either prior to or at the time of any liquidation or dissolution of the Corporation.

Section 8: Non-Liability for Debts. The private property of the Directors shall be exempt from execution or other liability for any debts of the Corporation and no Director shall be liable or responsible for any debts or liabilities of the Corporation.

Section 9: Executive Director. The Executive Director of the ministry, once hired, will attend all Board meetings but will be a non-voting attendee. The Executive Director is an employee of the Corporation and as such cannot be also be a Board Member.

ARTICLE VIII – AMENDMENTS

These By-Laws may be amended when necessary by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary to be sent out with regular Board information.

These By-Laws were approved at a meeting of the Board of Directors and signed below on June 3, 2022.

DocuSigned by:
Steven R Gordon
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Center for Jail Transformation, Inc. Board Chairperson

DocuSigned by:
Jan Jernell
46FD09A1B35E491...
Center for Jail Transformation, Inc. Board Vice-Chairperson

DocuSigned by:
Brad Harvey
F9E107E237D0430...
Center for Jail Transformation, Inc. Board Treasurer

DocuSigned by:
Karen Gordon
94736C16569845C...
Center for Jail Transformation, Inc. Board Secretary

DocuSigned by:
Doug Walker
8A0A5A0E3E694AF...
Center for Jail Transformation, Inc. Board Chaplain

BY-LAWS OF CENTER FOR JAIL TRANSFORMATION, INC.

Center for Jail Transformation, Inc. Board Member

Center for Jail Transformation, Inc. Board Member

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Center for Jail Transformation, Inc. Board Member