

## **BY-LAWS**

### **Yokefellow Prison Ministry of N. C., Inc.**

#### **ARTICLE 1. NAME**

The name of the Corporation shall be Yokefellow Prison Ministry of N. C., Inc.

#### **ARTICLE II. RELATIONSHIPS**

The Corporation shall be a self-governing incorporated body subject only to the authority as set forth in the Articles of Incorporation and these bylaws. The Corporation shall maintain a working relationship with the wider Yokefellow movement.

#### **ARTICLE III. PURPOSE AND POWERS**

**SECTION I. GENERAL PURPOSES.** The general purposes of the Corporation are as follows:

- A. **TO ENGAGE IN RELIGIOUS AND EDUCATIONAL ACTIVITIES.** To conduct religious and educational activities within prisons and jails and other correctional facilities in North Carolina and also to conduct the same type of religious and educational activities with offenders released from those facilities in compliance with Section 501(c)(3) of the Internal Revenue Code, as amended from time to time which regulates the tax-exempt status of charitable contributions.
- B. **TO BEAR WITNESS TO THE CHRISTIAN FAITH.** To encourage and promote faith in Christ, and the dissemination of such faith through a co-operative movement called Yokefellow Prison Ministry of North Carolina which shall enlist men and women of all races, denominations and nationalities; to broaden the financial base and multiply various sites of the movement across the State of North Carolina, the United States, and eventually internationally.
- C. **TO ENLIST PERSONS AS YOKEFELLOWS AND TO EXTEND THE YOKEFELLOW MOVEMENT.** The essence of the movement is described in this statement of its purpose: "The Yokefellow Movement seeks to recover the

dynamic power of the early Christian Church, and is founded on the idea of full commitment to the life and work of Jesus Christ.” The term YOKEFELLOW comes from the New Testament (Matthew 11:29 and Philippians 4:3). Its fellowship is open to all men and women, both lay and clergy, of any denomination inside or outside correctional facilities in North Carolina, who, heeding Christ’s command to take His yoke upon them, will accept and follow the unique Yokefellow model in their ministry, practice a voluntary self-imposed discipline, and share in the common ministry implied in such Yoke-bearing. The volunteers who lead the Yokefellow movement must be Christian in good standing with their local church. Yokefellows are to provide services to inmates of any and of no religious persuasion.

SECTION II. SPECIFIC PURPOSES. These specific major objectives of the organization shall be as follows:

A. TO PROVIDE A MINISTRY OF RECONCILIATION TO OFFENDERS IN PRISONS AND JAILS. To conduct a ministry of reconciliation to offenders aimed at reducing the cycle of recidivism by the following specific objectives:

1. To involve inmates and Yokefellow volunteers in sharing groups for spiritual growth inside correctional facilities.
2. To further serve the spiritual needs of residents in correctional institutions through faithful adherence to the Yokefellow model.

B.

1. To bridge the gap between persons confined in correctional institutions and those in the outside church and the community.
2. To demonstrate a continuing concern for offenders by promoting employment aid and integration of offenders into community life.
3. To encourage the establishment and operation of local community-sponsored facilities, such as “half-way houses,” etc.
4. To participate in programs designed to promote restorative justice and to improve correctional methods and to encourage an increased understanding and use of furlough, probation, parole, alternatives to imprisonment, work release, half-way houses, victim/offender reconciliation and related resources.
5. To evidence a prayerful and constructive concern for those who are responsible for the policies and procedures of prison life.

SECTION III. SPECIFIC POWERS. Subject to specific written limitations of restrictions imposed by law upon corporations, and solely in furtherance of the limited purposes set forth in Section I and Section II of this article, the Corporation shall have and exercise powers such as, but not limited to:

- A. The appointment of officers and agents; the ability to act as an agent; the ability to deal in personal and real property; to deal in securities; to be able to make contracts, borrow and lending of funds; to solicit and distribute funds; and to expend funds for the establishment and maintenance of the Corporation.
- B. No construction of Powers as Purposes. The powers enumerated in Section III of this Article shall not be construed as purposes, but the Corporation shall have and exercise such powers solely in furtherance of, but not in addition to, the limited purposes set forth in Sections I and II of this Article.

SECTION IV. LIMITATIONS UPON POWERS.

- A. REMUNERATION OF DIRECTORS.
  - 1. No director, associate, member, agent, or employee of the Corporation may receive any pecuniary benefit from the same, except as compensation as may be allowed by the direction of the Board of Directors, for services rendered.
  - 2. The Corporation may hire staff to report to the Board of Directors. The staff may receive appropriate compensation and benefits as approved by the Board of Directors.
- B. LOANS TO DIRECTORS. The Corporation shall make no advancement on account of services to be performed in the future, nor any loan of money or property to any member, director, associate or officer of the Corporation.
- C. PROPAGANDA AND LEGISLATION. No substantial part of the Corporation shall be devoted to carrying on propaganda, or otherwise attempting to influence legislation.
- D. DISSOLUTION. In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Corporation to the Prison Ministry of Yokefellows International or successor organizations, for the sole purpose of furthering the tenets of the Yokefellow Prison Ministry.

#### **ARTICLE IV. TERMS OF EXISTENCE**

The period during which the Corporation shall continue is perpetual.

## **ARTICLE V. MEMBERS OF THE CORPORATION**

SECTION I. **ELIGIBILITY.** Membership in the Yokefellow Prison Ministry of N. C., Inc. shall be open to any Christian, 21 years or older, who has been active with a local church for at least six months, regardless of sex, race, or Christian religious affiliation, who commits to the general and specific purposes of this organization and who are registered members with the Corporation's main office.

SECTION II. **NOTICE OF MEETINGS.** All members are entitled to a 10-day advance notice of membership meetings which the Board of Directors may convene from time to time.

SECTION III. **VOTING PRIVILEGES.** All officially registered members shall be entitled to vote at all membership meetings. With the notice of the Annual Meeting a list of persons named by the Nominating Committee to become members of the Board of Directors for the ensuing term shall be included. All such nominees shall be chosen from the general membership.

## **ARTICLE VI. BOARD OF DIRECTORS**

SECTION I. **BOARD.** The Corporation shall be governed by a Board of Directors to be elected from the membership at the Annual Meeting.

SECTION II. **NUMBER.** The Board shall be composed of not fewer than fifteen (15) or more than twenty-four (24) Directors, of whom no more than half shall represent religious judicatories.

SECTION III. **TERMS.** Directors shall hold office for a term of three years, except, initially, one-third of the board shall serve three years, one-third two years, and one-third for one year. Directors serving on the board ex officio shall serve terms consistent with their appointing jurisdiction.

SECTION IV. **MID-TERM VACANCIES.** Vacancies on the Board shall be filled by a majority vote of the Board to serve unexpired terms.

SECTION V. **NOMINATING COMMITTEE.** The Nominating Committee shall be appointed by the President of the Board of Directors. There shall be no fewer than three (3) nor more than five (5) members. The State Developer shall serve as an ex-officio member without voting power.

SECTION VI. **QUORUM.** One-fourth of the Board of Directors shall be necessary to constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present, shall be the action of the entire Board of Directors.

SECTION VII. MEETINGS. Meetings of the members of the Board of Directors shall be held at such time and place as may be specified by the Board of Directors. Special meetings may be called by the President and/or a majority of the Executive Committee. Notice of Board meetings shall be given to each member of the Board either personally, by mail, electronic mail (email), fax, or by telephone at least ten (10) days prior to the date of the meeting. The fall meeting shall be designated the annual meeting for the purpose of the election of officers.

## **ARTICLE VII. THE EXECUTIVE COMMITTEE**

SECTION I. NUMBER AND VACANCIES. The Executive Committee of the Board of Directors shall consist of five or more members as designated by the Board and shall include the President, immediate Past President, Vice President, the Secretary, and the Treasurer. Members at large of the Executive Committee shall be elected by the Board of Directors. Vacancies on the Executive Committee shall be filled by the president for the duration of the specific term.

SECTION II. QUORUM. A majority of the members of the Executive Committee shall be necessary to constitute a quorum. The act of a majority of the members of the Executive Committee present at a meeting at which all members of the Committee have been duly notified shall be an action of the Executive Committee.

SECTION III. POWERS. The Executive Committee shall have and may exercise during the interval between the meetings of the Board of Directors, all powers vested in the Board of Directors except such acts as, under the law, the Articles of Incorporation, and the By-laws are reserved for the exclusive exercise of the Board of Directors, and except such other powers as the Board of Directors may, by the amendment of the By-laws, or by adoption of proper resolution, reserve unto itself.

## **ARTICLE VIII. OFFICERS AND DUTIES**

SECTION I. DESIGNATION AND TERM. The officers of the Corporation shall consist of the President of the Board, the Vice-President, Secretary, and Treasurer, who shall be elected by the Board of Directors for a term of one year, or until their respective successors are elected and shall qualify. The Board of Directors may authorize and elect such other officers with duties and titles as may be determined necessary to carry out the activities of the Corporation. Officers are to be elected from the current active Board of Directors and must remain members of the Board of Directors throughout their time as officers of the Corporation.

SECTION II. POWERS AND DUTIES. The officers of the Corporation shall have such powers and duties as the By-laws, parliamentary practice, and the actions of the Board shall from time to time prescribe.

SECTION III. VACANCIES. Whenever any vacancies shall occur in any office by death, resignation, increase in the number of officers of the Corporation or otherwise, the same shall be filled by the Board of Directors at its next meeting following the vacancy; and the officer so elected shall hold office until the next annual meeting.

SECTION IV. PRESIDENT. The President of the Board of Directors shall:

- A. Preside at all meetings of the Board, unless prevented by reason of health, or by other urgent responsibilities.
- B. Be an ex-officio member with full voting power on each standing committee.
- C. Perform all duties incident to the office of the President of the Board, and such other duties as, from time to time, may be assigned to him by the Board of Directors.

SECTION V. VICE-PRESIDENT. The Vice-President shall act in the absence of the President of the Board in fulfilling the duties of the President and shall perform such other duties as may be assigned to this office. The Vice-President shall conduct an annual review of the bylaws with the Executive Director to determine whether changes are needed.

SECTION VI. SECRETARY. The duties of the Secretary shall be:

- A. To attend all meetings of the Executive Committee and the Board of Directors.
- B. To supervise the keeping of the minutes and records of meetings of the Board of Directors.
- C. To delegate the duty of the Secretary, on a temporary basis to keep such minutes, to a member of the Executive Committee, if needed.
- D. To give or cause to be given notice of all regular and special meetings of the Board of Directors and the Executive Committee.
- E. To perform such other duties as the By-laws or the Board of Directors may prescribe.

SECTION VII. TREASURER. The Treasurer of the Board shall have the following duties:

- A. To oversee the correct and complete records of account, showing accurately at all times the financial condition of the Corporation.

- B. To be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation.
- C. To be responsible for the oversight of recording and deposit of all monies received by the Corporation in a reliable bank or depository as designated by the Executive Committee, and shall keep such bank account in the name of the Corporation.
- D. To be responsible for the proper disbursement of the funds of the Corporation under such regulations as the Board shall, from time to time, prescribe.
- E. To furnish, at the meetings for the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as the by-laws or Board of Directors prescribe.
- F. To present annually, and at other times upon request of the Board of Directors, a statement of all income and expenses during the prior year or other period, together with a statement of all assets, liabilities, and fund balances of the Corporation at the end of the fiscal year which shall be January 1<sup>st</sup> to December 31<sup>st</sup> of each calendar year.
- G. To delegate his or her duties to keep records of accounts and perform other related duties to any employee of the Corporation designated by the Board of Directors. If agreed upon by the Treasurer and the Executive Director, duties may be delegated to another employee of the Corporation.

#### **ARTICLE IX. ABSENCES**

Members of the Board of Directors absent without excuse for two consecutive meetings shall be informed that a third consecutive absence may terminate their membership from the Board, subject to a vote of the Board.

#### **ARTICLE X. STANDING COMMITTEES**

The standing committees of the Corporation shall be: Nominating Committee, Finance and Budget Committee, Personnel Committee, By-laws Committee and such other committees as the Board of Directors may from time to time create. The President of the Board of Directors shall be empowered to appoint members to such Standing Committees and to nominate the Chairperson of each committee, subject to ratification by the Board.

## **ARTICLE XI. SPECIAL CORPORATE ACTS**

All deeds, mortgages, notes, loans or other written contracts and agreements to which the corporation shall be a party, or assignments and endorsements of stock certificates, registered bonds or other securities owned by the Corporation, shall be signed by the PRESIDENT or VICE-PRESIDENT of the Board of Directors and the SECRETARY or the TREASURER. The persons signing and attesting shall be different persons. If the written contract or agreement involves obtaining debt or encumbering the assets of the organization, approval of the Board of Directors is required prior to obtaining the relevant signatures.

## **ARTICLE XII. REGIONAL BOARDS OF DIRECTORS**

SECTION I. POWER AND DUTIES. The Corporation Board of Directors shall have the power to establish subordinate regional boards of directors as necessary for the orderly conduct of the ministry, prescribing the number and the boundaries of such regions and assigning to such boards appropriate powers and responsibilities to fulfill their purpose.

SECTION II: MEMBERSHIP. Regional boards, if established, shall include representation from each of the chapters within a region, four at-large members, and regional officers of chairman, vice chairman, secretary, and treasurer. The officers and at-large members shall be nominated by the regional board and elected annually at the Annual Meeting.

SECTION III: REGIONAL REPRESENTATION ON THE BOARD OF DIRECTORS. The regional board, if established, shall be represented on the Corporation Board of Directors by the district chairman and one at-large representative nominated by the regional board and approved by the Annual Meeting. District chairman may not serve as officers of the Corporation Board of Directors but may serve on the executive committee.

SECTION IV. REGIONAL VACANCIES. Mid-term vacancies on the regional board, if established, shall be filled by the Corporation of Directors upon nomination of the regional board.

## **ARTICLE XIII. AMENDMENTS**

The Corporation reserves the right to amend, alter, supplement or repeal all or any part of the provisions contained in these By-laws by resolution adopted by a majority vote of all members of The Board of Directors at a meeting duly called for that purpose, provided that a 10-day written notice, including, and not limited to, all forms of Electronic notification, has been sent to all members of the Board of Directors.