

BY-LAWS OF LA CROSSE COUNTY JAIL MINISTRY

(Revised April 18, 2017)

and

CONFLICTS OF INTEREST STATEMENT

(Adopted October 17, 2017)

BY-LAWS OF LA CROSSE COUNTY JAIL MINISTRY

ARTICLE I – Mission Statement and Goals

Section 1

- A. Mission – To provide an opportunity and create an environment for inmates that awaken, renew and stimulate their spiritual life, thereby promoting behavioral change, social reintegration and personal well-being.

- B. Goals – Develop programs within sound correctional philosophies that are spiritually ecumenical in outlook and outreach. Create activities that are personally and communally educational, emotionally rewarding and effective in meeting the social expectations of the community at large.

ARTICLE II – Directors

Section 1 – The Board of Directors of the Corporation shall have no more than sixteen (16) and no less than twelve (12) in number. The Board of Directors shall be representative of the community it serves with members of various denominations to reflect the religious diversity of the community.

Section 2 – Nominations for members of the Board of Directors and Officers shall be made by the Executive Committee. Nominations shall be approved by the Board of Directors prior to the annual meeting. Approved new board members will be introduced at the annual meeting. Potential members will be asked to complete an informational sheet.

Section 3 – The Directors shall be elected for a three (3) year term.

Section 4 - A member of the board may serve no more than two (2) consecutive terms. After being off the board for at least one (1) year, a former director may again be elected to the board.

Section 5 – A director shall continue to hold office for the term elected and until his/her successor has been elected. This paragraph shall not affect a board member's right to resign.

Section 6 – Vacancies in the Board of Directors occurring between the annual meetings shall be filled for the unexpired term by a majority vote of the remaining

directors at any special meeting of the Board of Directors called for that purpose or at any regular meeting of the board.

Section 7 – Regular meetings of the Board of Directors shall be held a minimum of four times a year at a designated location. The first meeting for the board after the annual meeting shall include an orientation to the board and tour of the jail (as allowed by the jail staff) unless otherwise scheduled.

Section 8 - Special meetings of the Board of Directors shall be called by the Secretary at the request of the President or at the request of at least four (4) members.

Section 9 – Notice of regular and special meetings of the Board and agenda items shall be given to each director three (3) days before such meeting, either personally, including telephone, or by mail or electronic communication.

Section 10 – Voting: Each voting member shall have a single vote. A majority of those voting where a quorum is present carries an action. Members may vote with or without a meeting in elections or on any matter presented by the Board of Directors where notice of meeting and agenda items are given and a quorum participates.

Quorum of Members: At any annual business or membership meeting of the Board of Directors in person, a quorum shall consist of a majority of the current membership of the Board. Where postal service or electronic means is used, a quorum shall be two-thirds of the current membership of the board.

Telephone Participation in Meetings: Directors may participate in regular or special meetings by means of a conference call or by similar communication arrangements in which all persons may participate and hear each other. Participation in such a meeting shall constitute presence in person at the meeting.

Section 11 – Without prejudice to the general power conferred by the Certificate of Incorporation, by statute, and/or by these By-Laws, the Board shall have the management, care and supervision and control of the property of the Corporation and the investing and disbursement of all funds of the Corporation.

Section 12 – If the organization ceases to exist or is dissolved, all contributions shall be returned to donors, if possible, and if not possible, then all assets of the Corporation shall be given to the United Way of La Crosse or its successors.

ARTICLE III – Officers

Section 1 – The officers of the Corporation shall be a President, Vice-President, Treasurer and Secretary, and shall be elected by the Board of Director prior to the annual meeting and be introduced at the annual meeting.

Section 2 – The term of office of each officer shall be one (1) year or until the next Annual meeting of the Corporation and until a successor is elected.

Section 3 – The President shall preside at all meeting of the Board of Directors and shall supervise the Corporation’s affairs and activities.

Section 4 – The Vice-President shall, in the absence or incapacity of the President, perform the duties of that office.

Section 5 – The Secretary shall keep the minutes of the Board of Directors. He or she shall give and serve notices of all meetings of the directors and may assist with the correspondence and other clerical work of the board.

Section 6 – The Treasurer shall have the custody of all the deeds, securities and other assets of the Corporation and shall collect all rents, accounts and other obligations due and belonging to the Corporation, and shall deposit the same in a bank designated by the Board of Directors. He or she shall render a comprehensive accounting at each meeting and at such other times as may be directed by the board. The Treasurer shall arrange for a review by the Finance Committee for each fiscal year which shall be January 1 through December 31 of each calendar year, and shall be empowered to sign checks of the Corporation along with any other appropriate party to be designated by the board.

Section 7 – Minutes of the preceding years, correspondence and documents of a historical nature shall be deposited in the Chaplain/ Coordinator’s office file and shall be under his/her custody but available for perusal by any current board member, upon reasonable notice, without removal from the premises.

Section 8 – The Board of Directors shall be responsible for hiring the Chaplain/ Coordinator who will be responsible to the board. The Chaplain/ Coordinator shall be a spiritual presence to the inmates, develop the program according to the goals and coordinate the work of the volunteers. He/she shall assist the board in fund-raising.

ARTICLE IV – Committees

Section 1 – Standing Committees – There shall be four (4) standing committees:
Executive Committee
Publicity Committee
Finance Committee
Community Outreach Committee

The *Executive Committee*, meeting during the month before the meeting of the full board, will act in an advisory capacity to the President, carry on business between

meetings including personnel, nominations, etc., and plan the agenda for the meetings of the full board. The members of the *Executive Committee* include the President, Vice-President, Secretary and Treasurer, the immediate Past President and any members the President may appoint. The President for the board will chair this committee.

The *Publicity Committee* will be responsible for promoting the work of Jail Ministry in the county of La Crosse, Wisconsin. This committee will also, in collaboration with the Chaplain/Coordinator and the *Executive Committee*, coordinate fundraising appeals although all committees shall share fundraising responsibilities. The *Publicity Committee* will consist of members of the full board who volunteer or are appointed by the *Executive Committee*. The Chaplain/Coordinator is an *ex officio* member of the *Publicity Committee*. The Secretary for the board will chair this Committee.

The *Finance Committee* will consist of the Treasurer and members of the full board who volunteer or are appointed by the *Executive Committee*. The *Finance Committee* will manage and direct the operating finances of the Corporation. The Chaplain/Coordinator is an *ex officio* member of the *Finance Committee*. The Treasurer of the board will chair this committee.

The *Community Outreach Committee* will consist of members of the full board who volunteer or are appointed by the *Executive Committee*. The *Community Outreach Committee* will assist the Chaplain/Coordinator in outreach to religious and philanthropic communities to raise awareness of the jail ministry and recruit volunteers and supporters. This committee will also review and make recommendations to the board regarding programming needs of the jail ministry as may arise. At times all committees shall share community outreach responsibilities. The Chaplain/Coordinator is an *ex officio* member. The Vice President of the board will chair this committee.

Section 2 - The President may appoint special committees, ad hoc, according to particular need.

ARTICLE V – Annual Meeting

Section 1 – The annual meeting of the Corporation shall be held in January on a date, time and place to be approved by the Executive Committee.

Section 2 – Business of the annual meeting shall include introduction of approved new board members and reports from the President and Chaplain/Coordinator.

ARTICLE VII – Amendments and Dissolution

Section 1 - These By-Laws may be amended at any regular meeting of the Corporation or at any special meeting called for the purpose, by vote of three-fifths (3/5) of the members present.

Section 2 - The Corporation may be dissolved at any regular or special meeting called for that purpose, but only upon the affirmative vote of two-thirds (2/3)

of the members present.

ARTICLE VII – Non-Discrimination

No individual shall be precluded from utilizing the services and facilities of the Corporation on the basis of race, sex or religious belief. This By-Law shall not be altered, amended or repealed.

ARTICLE IX – Attendance

A board attendance problem will occur if any of the following conditions exist in regard to a board member's attendance at board meetings:

1. the member has two absences in a row;
2. the member misses one half of the total number of board meetings in a twelve-month period.

If a board attendance problem exists regarding a member, the President or Vice-President will promptly contact the member to discuss the problem. The member's response will promptly be shared by the Chair with the Executive Committee at the next meeting. In that meeting, the committee will decide what actions to take regarding the board member's future membership on the board. If the committee decides to terminate the board member's membership, the termination recommendation will be shared with the entire board at the next meeting. If the board agrees per a majority, the President or Vice-President will inform the board member of his/her termination. The board will then promptly initiate a process to begin recruiting a new board member.

ARTICLE X – Chaplain/Coordinator Review and Evaluation Process

The Executive Committee shall provide on-going feedback and support for the Chaplain/Coordinator. Yearly, the committee will solicit feedback from the following: Chaplain/Coordinator, jail personnel, volunteers, the Board of Directors and others as they deem appropriate. Goals shall be established based on the Chaplain/Coordinator's needs and the feedback received and they shall be shared with the full board. The evaluation shall include feedback to the Board of Directors on what they can do to support the Chaplain/Coordinator. Training and spiritual support will be encouraged and provided as needed with board approval.

CONFLICT OF INTEREST STATEMENT

"We, the Directors of the Board of the **La Crosse Jail Ministry**, resolve that no member of the Board of Directors shall participate in any discussion or vote on any matter in which he or she or a member of his or her immediate family has potential conflict of interest due to having material economic involvement regarding the matter being discussed. When such a situation presents itself, the Director must announce his or her potential conflict, disqualify himself or herself, and be excused from the meeting until discussion is over on the matter involved. The President of the meeting is expected to make inquiry if such conflict appears to exist and the board member has not made it known."(October 16, 2016)