

## **Heartland of Texas Emmaus Community Bylaws**

### **Article One: Name**

The name of this Emmaus Community shall be Heartland of Texas Emmaus Community, hereinafter referred to as the Community.

### **Article Two: Purpose**

The purpose of the Community shall be to support a vehicle by which the three day walk in Christian discipleship, called the Walk to Emmaus, can organize and conduct its business in accordance with the Upper Room Walk to Emmaus Guidelines. This shall be done in a manner that honors Christ and His church and shall strive to inspire, challenge, and equip members for Christian action in their homes, churches, places of work, and the community at large. The Community is formed and organized exclusively as an Unincorporated Nonprofit Association under the Texas Business Organizations Code and further is a religious organization as defined under Section 501 (c) (3), Internal Revenue Code. The Community shall be self-governing, self-supporting, non-commercial and nonprofit. No part of the net revenues of the Community shall inure to the benefit of the members of the Board of Directors or any other member of the Community, except that expenses incurred for the operation of the Community or for the activities of the Community shall be reimbursed to the individual or individuals acting for the Community in procuring products or services. No member of the Board of Director, member of the Community or private individual shall be entitled to share in the distribution of any of the assets of the Community on the dissolution of the Community. Further, the Community shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code and Regulations as they now exist or as they may be amended.

### **Article Three: Affiliation**

The Community has established a contractual agreement or covenant with The Upper Room d/b/a International Emmaus Office, which designates the Community as a recognized Emmaus Community. The Community has established a Board of Directors, hereinafter referred to as the Community Board. Through the Covenant, the Community is affiliated with the International Emmaus Program. Procedures and rules set forth in The Emmaus Handbook, published by The Upper Room shall be followed as written. Through the Board, the Community's IRS 501(c)3 tax exempt status is obtained as well as any required filings with the State of Texas.

### **Article Four: Membership**

Eligibility for membership in the Community shall consist of any interested person who has completed a Walk to Emmaus, Cursillo, Via de Cristo, Tres Dias, Kairos, Chrysalis, or any other internationally recognized "Three Day Weekend" event. Any person interested in the Walk to Emmaus program is welcome to attend and to participate in all activities, including Communion, during the regular meetings of the Community.

Membership in the Community consists of those persons eligible for membership who attend gatherings and identify themselves as a member of the Community by asking the registrar of the Community to include their names in the membership registry.

## **Article Five: Board of Directors**

### **Section One: Purpose of the Board**

Direction of the Community shall be vested in the Community's Board of Directors, hereinafter referred to as the Board. The Board shall have the authority to direct the operations of the Community, and the normal enabling functions.

### **Section Two: Composition of the Board**

- A. Lay Persons – persons who have completed attendance at a recognized “Three Day Weekend”, who are active in a local reunion group, and who are considered members of the Community are eligible for election to the Board.
- B. Clergy – clergy who are Elders or Deacons in the United Methodist Church or the equivalent of the same in the church with which they are affiliated, and who meet all criteria set forth by the Upper Room are eligible for election to the Board as Spiritual Director or as Assistant Spiritual Directors.

### **Section Three: Terms of Office for Lay Persons**

A term of office shall commence on January 1 and end on December 31. An elected Director shall serve one term of three (3) years, not succeeding him/herself and shall on election be assigned to a "class," identified by the year of term expiration of all persons elected at that time. There shall be five persons in each class, and three classes for a total, including elected officers, of fifteen persons. A person previously serving on the Board may be reelected to the Board after at least one year from completion of the person's previous term. Ex-Officio Board members, if any, shall serve as designated by the Board.

### **Section Four: Board Officers**

#### **A. Elected Lay Officers:**

The Board shall elect from the lay membership of the Board during the first Board meeting in January, the following lay officers to serve for a one-year term:

Lay Director  
Assistant Lay Director  
Secretary  
Treasurer

#### **B. Elected Clergy Officers:**

The Board shall elect, from the fully qualified Clergy membership of the community, a Spiritual Director to serve a one-year term. That person may be elected to succeed him/herself. All other fully qualified Clergy members of the Community may serve as Assistant Spiritual Directors.

### **Section Five: Elections**

Candidates for election to the Board shall be nominated before the October Gatherings and presented to the membership at that October meeting, by a Nominating Committee. The Nominating

Committee is composed of the Assistant Lay Director and no fewer than 6 and no more than 8 members of the Community. The Assistant Lay Director shall be the chair of the committee.

**Section Six: Duties of Officers**

- A. The Lay Director shall:
  - 1. Be the chief administrative officer of the Community and the Board.
  - 2. Call all meetings of the Board, preside over such meetings, and vote on all matters coming before the Board.
  - 3. Be responsible and responsive to the Board for all administrative decisions made on behalf of the Board.
  - 4. Appoint committees as appropriate except for the Team Selection Committee and the Nominating Committee.
  - 5. Serve as Immediate Past Lay Director for the term of office following the term of the office as Lay Director. The Past Lay Director will be a non-voting, ex-officio member of the board and will not hold any other board position while Assistant Lay Director.
  - 6. Perform such other duties as directed by the Board.
- B. The Assistant Lay Director shall:
  - 1. Preside at Board Meetings in the absence of and/or at the pleasure of the Lay Director.
  - 2. Chair the Nominations Committee.
  - 3. Perform such other duties as directed by the Board.
- C. The Secretary shall:
  - 1. Record and distribute written or printed copies of the minutes of the Board meetings.
  - 2. Maintain a file of Board Meeting minutes and other pertinent documents as directed by the Board.
  - 3. Preside at Board meetings in the absence of the Lay Director and Assistant Lay Director.
  - 4. Keep the records as required for unincorporated not for profit associations in accordance with the Texas Business Organizations Code.
  - 5. Perform such other duties as directed by the Board.
- D. The Treasurer shall:
  - 1. Submit a monthly financial report at each regular meeting of the Board.
  - 2. Prepare a budget for walks.
  - 3. Submit appropriate financial reports to the Upper Room as required.
  - 4. Identify and train one individual for each gathering to collect and process offerings at the gathering. These individuals shall be appointed for one year terms.
  - 5. Ensure two signatures are required on all checks from any account and shall maintain current records with designated banking institutions.
  - 6. Preside at Board meetings in the absence of all other officers.
  - 7. Perform such other duties as directed by the Board.
- E. The Upper Room Representative shall:
  - 1. Be the primary liaison to the Upper Room.
  - 2. Be knowledgeable of all Upper Room guidelines and policies to maintain affiliation with the Upper Room.
  - 3. Ensure all deadlines required by the Upper Room are met.

4. Attend all possible meetings or trainings conducted by the Upper Room as required to maintain affiliation.
  5. Inform the Board of any changes in policies or procedures authorized by the Upper Room.
  6. Assist with training in compliance with Upper Room policies and guidelines.
- F. The Board Member for Walk Support shall:
1. Prepare the Agape list for all walks in conjunction with the Walk Lay Director, Servant Team Coordinator and Trailer Custodian.
  2. Ensure prayer vigils are completed prior to the walk and provide a printed copy of the prayer vigils to the Servant Team Coordinator or designated representative before the walk begins.
  3. Coordinate with the Servant Team, the Trailer Custodian and the community so that necessary items for the walk are provided.
  4. Ensure music is available at candlelight and coordinate with Lay Director.
  5. Work with Community Spiritual Director to appoint clergy for candlelight service.
  6. Coordinate with Board and Servant Team to prepare for candlelight set up.
  7. Ensure child care is available, if needed, for candlelight and closing, and communicate with the Community on the availability.
- G. The Board Member for Site Support and Selection shall:
1. Ensure site selection for all walks in a timely manner.
  2. Work with the treasurer to make timely payments for site.
  3. Ensure kitchen team is properly trained and credentialed to serve on the walk kitchen team.
  4. Work with the kitchen team and treasurer on food budget and food purchasing for walks.
- H. The Board Member for Member Services and Communications shall:
1. Maintain a membership database.
  2. Chair the Team Selection Committee
  3. Select 8 to 10 members to serve on the Team Selection Committee. Members shall be representative of all areas of the community. The Team Selection Committee shall be approved by the Board. The Walk Lay Director and Walk Spiritual Director shall be members of the Team Selection Committee.
  4. Maintain an email list of all members requesting communications via email.
  5. Communicate with Community all necessary announcements as directed by the Board or Community Coordinators.
- I. The Board Member for Walk Registration (also known as the Community Registrar) shall:
1. Receive all pilgrim applications for walks.
  2. Maintain a list of all pilgrims for each walk.
  3. Ensure payment is received for all pilgrims to attend walk.
  4. Communicate with Board, Walk Lay Director, Walk Servant Team and Community as needed regarding registration for walk.
  5. Communicate with the Board Member for Member Services and Communications and the Board Member for Reunion Groups all individuals who have completed the Emmaus weekend.

- J. The Board Members for Gathering Support (2 positions) shall:
  - 1. Liaison with gathering coordinators and bring all necessary communications from the board to the community gatherings and from the community to the Board.
  - 2. Ensure the election of a Gathering Coordinator by January 1 of each year. A Gathering Coordinator shall be elected for a one-year term and may be elected for more than one term but not more than two consecutive terms.
- K. The Board Member for Website Management shall:
  - 1. Maintain the Community Website.
  - 2. Update the Community Website as directed by the Board.
- L. The Member for Training and Compliance shall:
  - 1. Prepare and organize board and lay director training at least annually and on an as needed basis.
  - 2. Prepare and present sponsor training.
  - 3. Ensure the Communities compliance with all Federal and State requirements for a 501(c)3 designation, tax exempt status, audits, and compliance with unincorporated not for profit association statute.
- M. The Spiritual Director shall:
  - 1. Be the theological and spiritual leader of the Board.
  - 2. Identify persons fully qualified for Clergy membership in the community and communicate the names of those persons to the Board Member for Member Services.
  - 3. Select qualified candidates for Walk to Emmaus Spiritual Director and Assistant Spiritual Directors.
  - 4. Maintain the spiritual intent and integrity of the Upper Room Walk to Emmaus.
- N. The Assistant Spiritual Director shall:
  - 1. Maintain the spiritual intent and integrity of The Upper Room Walk to Emmaus.
  - 2. Perform duties as the Gathering Spiritual Director as requested.

### **Section Seven: Vacancies on the Board**

At a regular or called meeting of the board, vacancies on the Board may be filled in the following manner:

- A. Elected Board Members: If an elected Board member becomes unable or unwilling to serve the full term for which the person was elected, the Lay Director shall notify the Nominations Committee members to meet and nominate a successor. A Special Election shall be held as soon as possible after the Nominating Committee completes the nominating process.
- B. Nominating Committee Member: If a member of the Nominating Committee becomes unable or unwilling to serve the full term of office, the Lay Director, with Board advice, shall appoint a member of the Community to fill the unexpired term of that office.

### **Section Eight: Meetings**

The Board shall meet monthly, at a designated time, and at such other times as may be needed by means of a "called meeting."

## Section Nine: Called Meetings

The Lay Director may call a meeting of the Board if urgency exists, and/or by the written request of seven (7) members of the Board, or by the written request of at least fifteen (15) members of the Community. A notice of five (5) days is required between the request and the convening of the called meeting.

## Section Ten: Quorum

A quorum is necessary before any business is transacted at a regular or called meeting of the Board. A quorum for a regular meeting or a called meeting shall consist of majority of the Board members.

## Article Six: Committees

### Section One: Regular Committees

- A. Nominating Committee—No later than September, the Board shall elect a Nominating Committee composed of no fewer than 6 and no more than 8 members of the Community in addition to the Assistant Lay Director who shall serve as Chairperson.
- B. Standing Committees may be established as deemed necessary by the Board. Board members may request standing committees to assist with complying with their respective areas of responsibility.

### Section Two: Special Committees

The Lay Director may establish special and/or Ad Hoc committees to facilitate the work of the Board. The Chairperson and members of such committees shall be appointed by the Lay Director as necessary, with the concurrence of the Board.

## Article Seven: The Walk to Emmaus

The Community shall follow the guidelines of The Upper Room Walk to Emmaus program in the presentation of the three-day (72 hour) experience Walk to Emmaus and such other publications as shall from time to time be established by this organization.

## Article Eight: Rules of Order, Standing Rules and Special Rules

Robert's Rules of Order shall be the controlling rules for procedures. **Standing Rules** shall be established for the Community by Board action as deemed necessary. **Special Rules** shall be established as deemed necessary by the Board to cover occasions that are not covered by other rules. No Standing Rules or Special Rules may be established that conflict with the spirit and intent of any **Upper Room** rules.

## Article Nine: Resolution of Disputes and Dissolution Procedures

### Section One: Resolution of Disputes

The Bible commands us, as Christians, to make every effort to live in peace and harmony, and resolve any disputes with one another in private or within the Christian church as set forth in Matthew 18:15-20, 1 Corinthians 6: 1-8, and Matthew 6:14-15. Therefore, in any dispute relating to the activities of the Community or its members, all parties are to cooperate in good faith to resolve the dispute(s) using all forms of "alternate dispute resolution" consistent with Christian principles.

### **Section Two: Dissolution Procedures**

The following procedures shall be followed in the event that dissolution of the Community becomes necessary.

- A. Steps to Follow if a Petition for Dissolution is presented by Members of the Community:
  1. A written petition, signed by at least 10% of the members of the Community shall be presented to the Board Secretary requesting the dissolution of the Community. This petition must specify the reasons for the dissolution, a proposed method of paying any liabilities of the Community, and a proposed distribution of the remaining assets of the Community.
  2. The Secretary shall promptly present the Petition for Dissolution to the Lay Director, who shall, as soon as possible, convene a called meeting of the Board. The only item of business at that Board meeting shall be the Petition for Dissolution. Discussion shall be allowed to take place without a motion, but a vote on accepting or rejecting the Petition shall not be allowed.
  3. At the next regular meeting of the Board, the only item of business shall be the Petition. Before further discussion of the petition takes place, a motion to recommend dissolution to the Community will be made. After a second to the motion, discussion should be allowed. During this discussion those members that have signed the Petition shall be allowed voice before the Board.
  4. After discussion, the vote on the motion to recommend dissolution shall be taken by written secret ballot. The Secretary shall tally the vote and announce the result. The Board meeting shall be adjourned, and the result of the vote announced to the Community membership at the Gathering. No action shall be taken at the Gathering.
  
- B. Steps to Follow if a Petition for Dissolution is presented by Member(s) of the Board
  1. A Resolution shall be prepared by a member of the Board setting forth the reasons for dissolution, a proposed method for paying any liabilities of the Community, and a proposed distribution of the remaining assets of the Community. This resolution shall recommend dissolution of the Community, and must require approval by at least two-thirds (2/3) of the then sitting Directors.
  2. The resolution shall be presented at a called Board meeting, where open discussion of the proposed resolution shall take place. After discussion, a vote shall be taken by secret written ballot. The **Secretary** shall tally the vote and the result of the vote shall be announced.
  3. The result of the vote shall be announced at the next Gathering. No action shall be taken at the Gathering.

### C. Notification of Members and Action to be Taken

The results of the Board's action shall be emailed or mailed to each person on the Community's current mailing list at least twenty-five (25) days before the date of the next gathering of the Community. At that Gathering, the matter of the recommendation of dissolution will be discussed and after discussion, a vote shall be taken. At least 2/3 of the members voting must approve dissolution for the action to be taken. An affirmative vote will dissolve the Community. A negative vote shall render the dissolution motion or resolution void, and no further action is required.

### D. Board Action Required After Affirmative Vote

The Board of Directors shall take such action that is required by the Petition or Resolution of Dissolution, to include payment of liabilities and disposal of assets. Any assets not disposed of because of refusal to accept or for any other reason shall be given to charitable, educational or religious organizations.

## **Article Ten: Amendments**

### **Section One: Origin of Proposed Amendments**

Proposed amendments to these Bylaws shall be presented in writing to the Board by any member of the Community. At the meeting when a proposed amendment is presented, it shall be read aloud but may not be discussed or acted upon.

### **Section Two: Board Action on Proposed Amendments**

At the next meeting of the Board after initial presentation, discussion is encouraged and action, including voting, on the proposed amendment is permitted.

### **Section Three: Approval of Proposed Amendments**

An affirmative vote of at least three quarters (3/4) of the members present at the Board meeting when the vote is taken is required for a proposed amendment to be recommended to the Community. If a proposed amendment is recommended by the Board for approval, after notice is given to the membership at a Gathering, the Community shall vote at the next Gathering(s) after that notice. A simple majority shall be required for approval. This vote may be made by voice, by show of hands, or by written ballot.

## **Article Eleven: Voting by email**

All votes by the Board or the Community may be taken by email. However, anyone who does not have or elects not to vote by email will be provided the opportunity to vote via written ballot or voice vote.

The above Bylaws are adopted, certified, and ratified by the Board of Directors of the Heartland of Texas Emmaus Community on \_\_\_\_\_.