

**BYLAWS OF THE
NASHVILLE UPPER ROOM EMMAUS COMMUNITY**

P.O. Box 292643, Nashville, TN 37229-2643

ARTICLE I. NAME

The name of this community shall be The Nashville Upper Room Emmaus Community, Inc., hereinafter referred to as the Community.

ARTICLE II. COMMUNITY

Section 1. The purpose of the Community shall be to inspire, challenge and equip church members for Christian action in their homes, churches, places of work and the world community through the Emmaus experience.

Section 2. The Community is affiliated with the International Emmaus Program of Upper Room Ministries, Nashville, Tennessee.

ARTICLE III. MEMBERSHIP

Section 1. All persons who have completed a weekend experience of The Walk to Emmaus sponsored by an Upper Room Emmaus Community can become members of the Community.

Section 2. Persons who have completed a Walk to Emmaus, Chrysalis or other Upper Room approved fourth day program may become members by participating in the activities of the Community and asking the Database Manager of the Community to include their names on the mailing list.

Section 3. Persons who are members of the Community may resign by sending written notice to the Secretary at the Community's address.

Section 4. The Secretary will furnish written confirmation to a person who has been a member and who moves to another Emmaus community, upon their request.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Purpose: Direction of the Community shall be vested in a Board of Directors.

Section 2. Composition: The Board will consist of sixteen (16) elected lay members and five (5) elected clergy members. There will also be ex-officio members who shall have full privileges except voting. These ex-officio members are the immediate past Chairperson, the Database Manager, Registrar, Face to Face representative and the Chrysalis Board Representative. There can only be one board member per family.

Section 3. Terms of Office

- a. Laypersons on the Board shall be elected by the Community for three (3) year terms in three (3) classes, each class having five (5) members.
- b. Clergy persons on the Board shall be elected by the Community for three (3) year terms in three (3) classes, each class having two (2) members.
- c. Board members cannot succeed themselves in consecutive terms, a term being three (3) years.
- d. Terms of office shall begin January 1 and shall terminate December 31, except for officers, who shall serve until election of new officers as described in Article V.
- e. The immediate past chair of the Board shall serve on the Board as ex-officio one (1) additional year or the normal period of the term, whichever is longer.

Section 4. Election of Board Members

- a. Board members are elected by the Community.
- b. The nominating committee shall consist of members of the Board who are present at the August board meeting of each year. The committee will decide on a slate of seven (7) or more nominees to elect five (5) lay board members and a slate of three (3) or more nominees to elect two (2) clergy board members.
- c. The ballot shall be provided to the Community members as part of an online submission and shall be available no later than November 7 of each year.
- d. Ballots are to be received by the board by December 1 to be valid.

e. Election is by majority vote of the ballots cast.

Section 5. Removal: Any officer or board member of the Board may be removed from office or position, with or without cause, by a vote of at least ten (10) members of the Board.

ARTICLE V. OFFICERS OF THE BOARD

Section 1. Officers:

Officers shall be the Chair, Vice-Chair, Secretary, Treasurer and Community Spiritual Director; and in case of absences will chair meetings in this order. The Vice-Chair must be eligible to serve an additional year on the Board and serve as the Chair if elected to that post. Officers can accept responsibility for a work area in addition to an elected position on the Board.

Section 2. Election of Laity Officers:

Officers Vice-Chair, Secretary and Treasurer shall be elected annually by the Board of Directors at the January meeting. The board Chairperson for the next calendar year may be elected at the November, December or January meeting. Officers may be replaced during their term by ten (10) affirmative votes. Officers may be elected to succeed themselves; however, the Chair may serve for only two (2) terms.

Section 3. Spiritual Director and Vice Community Spiritual Director:

The Spiritual Director and Vice Community Spiritual Director of the Community shall be selected annually by the Board of Directors. The term of office shall begin January 1. The Spiritual Director of the Community for the next calendar year may be elected at the November, December or January board meeting. The nominees for Spiritual Director and Vice Community Spiritual Director should be received from the clergy board members.

Section 4. Vacancies on the Board. The Board may elect persons, upon nomination by the Chairperson, to fill vacancies until the next regular election. Such persons are eligible for election by the Community at such regular election for a full three-year term.

ARTICLE VI. BOARD MEMBERS SERVING ON TEAMS

Board members are not permitted to serve on teams for the duration of their tenure unless an exception is made by vote of the Board.

ARTICLE VII. MEETINGS

Section 1. The Board shall meet monthly in regular meetings unless otherwise ordered by a two-third (2/3) vote of the Board in a regular meeting.

Section 2. Quorum: Ten (10) voting members of the Board of Directors present at a duly called meeting shall constitute a quorum.

Section 3. Special Meetings: Special Board meetings may be called by the chair or when requested in writing by ten (10) voting members of the Board. The Secretary shall give adequate notice to all members of the Board, not less than three and no more than 15 days before the Special Meeting. The purpose of such meeting shall be clearly stated in such notice.

Section 4. Meeting Attendance: Each active, voting board member is expected to attend all of the meetings. Minimal acceptable attendance for each board year for meeting is set at 75% of board scheduled meetings. Exceeding a 25% absence rate will require a board response to the absences. Notification of any expected absence should be provided to the board Secretary and Board Chairperson a week prior to the meeting when possible. A report will need to be submitted to the Chairperson two days before the meeting.

ARTICLE VIII. COMMITTEES

Section 1. The Board of Directors shall name board members to chair the following committees: Agape (requires two), Fourth Day, Gatherings, Kitchen (requires two), Registration, Saturday Night, Set Up/Take Down (requires two), Team Selection and Website and Newsletter. Duties and responsibilities of such committee chairs are set forth in a separate document titled "Emmaus Ministries Community Manual".

Section 2. The Chairperson of the Board will be an ex-officio member of all standing committees, who shall have voice but no vote unless such vote is to break a tie.

Section 3. The Chrysalis program shall be a standing committee of the Board, subject to its own policies and procedures that are in concert with these Bylaws. Emmaus and Chrysalis shall be represented on each other's Board/Committee by the Chairperson or their nominee of the other Board/Committee.

ARTICLE IX. WALK TO EMMAUS

Section 1. The Community shall follow the guidelines of The Upper Room Walk to Emmaus program in the presentation of the three-day (72 hours) experience Walk to Emmaus, as set forth in a separate document titled "Emmaus Ministries Community Manual" and "Nashville Emmaus Board Standing Guidelines".

Section 2. The Board of Directors shall have general oversight in all matters relating to the local Walk to Emmaus Community.

Section 3. The Board shall establish a Team Selection Committee. The Team Selection Committee shall consist of a board member who serves as Chair, the Community Spiritual Director, the Community Lay Director, database manager, and at least three (3) members of the Emmaus Community from various churches who have broad awareness of the community membership and a solid understanding of team needs. Participating Community members are appointed by the Team Selection Committee Chair.

Section 4. The Team Selection Committee shall submit a list of eligible candidates for Lay Director for each community walk to the board for approval. The Board Chair shall make contacts for the Lay Director.

Section 5. The Team Selection Committee shall submit a list of eligible candidates for Spiritual Director for each community walk to the board for approval. The Community Spiritual Director shall make the contacts for the Spiritual Director.

ARTICLE X. AMENDMENTS

Section 1. Proposed amendments may be presented to the Board by any member of the Board one (1) month in advance of consideration by the Board.

Section 2. If amendments are voted in the affirmative by ten (10) votes of the Board, they will be circulated to the membership by electronic media through the newsletters, community website, and email blast. If no petitions signed by at least twenty-five (25) community members are received, the amendments will be considered adopted. Any objection must be received by electronic media within fifteen (15) days of the original notification. If an objection petition is received, the amendment will be considered void.

Section 3. If the Board then wished to submit the amendment to the entire Community for a vote, it may do so. A majority or plurality of votes cast by the membership will decide the matter.

ARTICLE XI. RATIFICATION

The bylaws take effect immediately upon certification of the Board that majority of the online ballot of the Community approves them.

Adopted 8/27/19

