

BYLAWS OF THE NASHVILLE UPPER ROOM EMMAUS COMMUNITY

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 Emmaus Ministries Office, Upper Room, Nashville, Tennessee.

Section 3. The Nashville Upper Room Emmaus Community, Inc. consists of five loosely defined geographic areas that are clustered around the following Tennessee counties and communities.

- a. Davidson-Wilson.
- b. Montgomery-Cheatham-Dickson.
- c. Rutherford-Bedford-Cannon.
- d. Sumner-Robertson.
- e. Williamson-Maury-Hickman.

Areas of the upper Cumberland plateau east of Watertown and north of McMinnville are recognized as having Nashville community members but are not within these areas.

ARTICLE III. MEMBERSHIP

Section 1. All persons who have completed a weekend experience of The Walk to Emmaus, Chrysalis, or other Upper Room approved fourth day program can become members of the Community by participating in the activities of the Community and asking the Community to include their names and email addresses in the database and mailing list.

Section 2. Persons who are members of the Community may resign by sending written notice to the Board of Directors at the community's email address, nashvilleemmaus@gmail.com.

Section 3. The Secretary will furnish written confirmation to a person who has been a member and who moves to another Emmaus community, upon their request. Ministry Manager enables this notification to occur seamlessly if both communities use this resource.

ARTICLE IV. BOARD OF DIRECTORS

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

Section 2. Composition: The Board will consist of sixteen elected lay members and six elected clergy members. The elected members will include ex-officio members who shall have full privileges except voting. These ex-officio members are:

Immediate Past Chairperson,

Ministry Manager Data Administrator,

Registrar,

Chrysalis Board Representative. This representative is not elected to this board; that person will be assigned as a representative by the Chrysalis Board.

Facility Coordinator. This person would be a representative from the church to this board.

Section 3. Terms of Office

a. Laypersons on the Board shall be elected by the Community for three-year terms in three classes, each class having five or six members, depending on the term.

b. Clergy persons on the Board shall be elected by the Community for three-year terms in three classes, each class having one or two members, depending on the term.

c. Board members cannot succeed in consecutive three-year terms.

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 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. The goal of community-wide elections is that each geographic area of the community, defined in ARTICLE II, Section 3, may have representation on the board of directors.

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 or more nominees to elect five or six lay board members. Every third year six members will be elected. The committee will decide on a slate of three or more nominees to elect one or two clergy board members. Every third year one member will be elected.

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 members of the Board.

ARTICLE V. OFFICERS OF THE BOARD

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Section 1. Officers: Officers shall be the Board Chairperson, who also serves as the Community Lay Director, Vice-Chair, Secretary, Treasurer and Community Spiritual Director. In the case of absences these officers will chair meetings in this order. Officers can accept responsibility for a work area in addition to an elected position on the Board.

Section 2. Election of Laity Officers: The 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. . It is possible, but not mandatory, that the Vice-Chair that is elected each year will matriculate to the position of Board Chairperson the following year, being affirmed at the November, December, or January board meeting. The Vice-Chair, or other board member who may be elected, must be eligible to serve an additional year on the Board and serve as the Chair if elected to that post. Officers may be replaced during their term by ten affirmative votes. Officers may be elected to succeed themselves; however, the Chair may serve for only two 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. Board meetings may take place in-person or via an online collaboration tool.

Section 2. Quorum: Ten voting members of the Board of Directors present at a 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 voting members of the Board. The Secretary shall give adequate

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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 voting board member is expected to attend all of the meetings. Minimum acceptable meeting attendance for each board year is set at 75% of scheduled board 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: Face to Face, Manuals/Books, Agape (requires two), Prayer Vigil, Fourth Day, Gatherings, Kitchen (requires two), Registration (Registrar), Saturday Night, Set Up/Take Down (requires two), Team Selection, Ministry Manager, and Website/Social Media/Newsletter. Duties and responsibilities of such committee chairs are set forth in the Emmaus Ministries Community Manual, ministry specific manuals, schedules and resources, and Nashville Emmaus Board Standing Guidelines. Board members are encouraged to involve community members on committees and may assume membership or chairperson responsibilities on more than one committee.

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 Walk to Emmaus and Face to Face, as set forth in the Emmaus Ministries Community Manual, ministry specific manuals, schedules and resources, 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. Specific procedures unique to the community, meeting facilities, and local culture including schedules, timelines, and other informal products of the community should be documented and included in a group of documents that make up the Nashville Emmaus Board Standing Guidelines.

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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, Ministry Manager Data Administrator, and up to three members of the Emmaus Community at-large from various churches or cluster areas 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 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 month in advance of consideration by the Board.

Section 2. If amendments are voted in the affirmative by ten 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 25 community members are received, the amendments will be considered adopted. Any objection must be received by electronic media within 15 days of the original notification. If an objection petition is received, the amendment will be considered void.

Section 3. The Board may then submit the amendment to the entire Community for a vote. A majority or plurality of votes cast by the membership will decide the matter.

ARTICLE XI. RATIFICATION. The bylaws take effect immediately upon certification by the Board that the majority of the online ballots from the Community approved the changes.

These bylaws were adopted on December 18, 2025.