

UPPER ROOM EMMAUS OF THE EASTERN SHORE BY- LAWS

ARTICLE I- NAME

The name of the organization shall be the Upper Room Emmaus of the Eastern Shore (hereinafter referred to as Eastern Shore Emmaus or Emmaus Community).

ARTICLE II- PURPOSES AND PRINCIPLES

Emmaus is an ecumenical lay movement for spiritual renewal, which seeks to develop Christian disciples supported by structured Christian environments. Including clergy and laity alike, the movement works parallel and in support of the denominational Christian Churches , and seeks to develop Christian leaders that will better serve their own local denominational churches.

Section 1 - The goal of Eastern Shore Emmaus shall be to inspire, challenge and equip church members regardless of affiliation, for Christian action in their homes, churches, and places of work and communities through the Emmaus experience.

Section 2 - Eastern Shore Emmaus holds critical the enriching values of ecumenism in the entire Emmaus experience. Thus, participation by all faiths is actively encouraged in all Phases of our activities.

Section 3 - Eastern Shore Emmaus is affiliated with the National Emmaus Program of the Upper Room, Nashville, Tennessee.

Section 4 - Notwithstanding our affiliation and commitment to the National Emmaus Program, the community is also aware of its opportunity to share with members of Emmaus or similar communities in this area.

Section 5 - Operating Principles: Eastern Shore Emmaus shall be guided by the following operating principles:

- A. Emmaus shall be open to members of all Christian faiths and denominations.
- B. It is designated for adult men and women; 18 years and over.
- C. An Emmaus Weekend will introduce an individual to the mechanism, methods and techniques of the National Emmaus Program.
- D. The Eastern Shore Emmaus community shall not carry on any activities prohibited to a corporation or organization exempt from Federal Income Tax and shall not carry on any activities prohibited to a corporation or organization to which contributions are deductible from the income tax of contributors under the Federal Income Tax Laws.

ARTICLE III - EMMAUS COMMUNITY

The Community is open to all persons who have experienced an Emmaus or Cursillo Weekend, Chrysalis Flight or other similar weekend.

ARTICLE IV- CONDUCT OF ACTIVITES

Section 1 - Ecumenism and Impartiality

In recognition of its ecumenical nature, all activities conducted by Eastern Shore Emmaus shall be conducted in such a manner as to encourage ecumenism and avoid discrimination against any Christian belief. Announcements at Monthly Gatherings and in the Newsletter shall be limited to those regarding either local Emmaus functions or those of similar communities (Cursillo, Rainbow, Chrysalis, Tres Dias, etc).

Announcements must be shared with the Community Lay Director for approval before announcing to the Community. Sponsoring or endorsements of speakers, meetings or other functions shall be limited to those open to all faiths and pertaining to the Emmaus movement or similar concepts.

Section 2 - Scope of Activities

The scope of activities of the Eastern Shore Emmaus shall be restricted to the conduct of Weekends, Gatherings, Flights, training workshops and other special functions to furthering the Emmaus concept. Acquisition of supplies and property shall be restricted to that essential to conducting these activities and shall not include vehicles, real property or other major acquisitions.

Section 3 - Financial Activities

The Emmaus Board of Directors (hereinafter referred to as the Board) shall direct the collection and disbursement of funds by Eastern Shore Emmaus. Actual financial activities shall be conducted by the Treasurer and Financial Secretary in accordance with guidelines approved by the Board. Guidelines shall also be issued indicating costs for sponsoring individuals, serving as a team member and for any other appropriate Emmaus activity. Notwithstanding these guidelines, no person shall be excluded from Emmaus activities for financial reasons.

Section 4 - Gatherings

Monthly Gatherings shall be conducted in accordance with guidelines established by the Board. Prior approval for significant deviations shall be obtained from the Board. A report shall be submitted to the Board explaining the nature and rationale for the deviation. Gatherings shall be open to all persons, regardless of whether they have attended an Emmaus Weekend, The Post-Weekend Chairperson(s) is responsible for informing participants of any special rules and regulations that are applicable to the site of the Gathering.

Section 5 - Weekends

Emmaus Weekends conducted under the responsibility of the Board shall be conducted in accordance with the guidelines approved by the Board. At a minimum, the Board shall be responsible for:

- Approval of weekend sites and schedules
- Weekend Lay Director selection
- Finances
- Overall supervision to endure fidelity of activities with theological and procedural principles.

The Board shall delegate actual on-site authority and responsibility for the conduct of each Weekend to the Weekend Lay Director by letter in which guidelines shall be stated. Each team shall include at least one Board member other than the Weekend Lay Director acting as representative of the Board. Deviations from the guidelines shall be jointly agreed upon by the Weekend Lay Director, the Board Representative and the Head Spiritual Director. When consensus cannot be reached, guidelines shall prevail.

Each Weekend Lay Director shall submit a written report to the Board summarizing the results of the team critiques and any deviations from the guidelines and recommendations for clarification of guidelines, where appropriate. Such reports shall be made available to successive Weekend Lay Directors. The selection of the Weekend Lay Director shall be contingent upon his/her agreement to abide by the stipulations of this section and guidelines.

Section 6 - Weekend Applications

A. To attend an Emmaus Weekend, individuals (prospective pilgrims) must complete a written application; return the application to their sponsor (community member who extended the invitation to participate in an Emmaus Walk Weekend) for submission to the Pre-Weekend Chairperson.

B. Pilgrim applications are due 6 weeks prior to a Walk Weekend. The application deadline dates will be announced at Gatherings and in the Newsletter. Late applications are accepted up to 2 weeks before the Walk and will be considered provided there is a vacancy for that Walk.

C. Community members must also submit applications for consideration to serve on an Emmaus Team. Team application deadlines will be determined by the dates for the Walk Weekends. Deadline dates will be announced at Gatherings and in the Newsletter.

Section 7- Weekend Operating Principles

The Emmaus Weekend will be approximately a 72-hour experience. The participants will consist of both team and pilgrims (individuals who have never experienced an Emmaus-type weekend) with approximately 20-31 team members and 24-30 pilgrims in attendance. Team members may be experienced adults from any Emmaus-type community. The Leader of the Weekend shall be the Weekend Lay Director who shall be a layperson. At least two of the team members shall be clergy and will hereinafter be called Weekend Spiritual Directors. Except for the possible exception of Weekend Spiritual Directors, the team and pilgrims shall be of the same sex.

ARTICLE V- PARLIAMENTARY PROCEDURES

The rules contained in the most current edition of “Robert’s Rules of Order” shall govern parliamentary procedure in all cases where they are not inconsistent with these bylaws or with Christian charity and love.

ARTICLE VI- BOARD OF DIRECTORS

Section 1- Powers and Duties

The powers and duties of the Board of Directors shall be to:

- A. Follow the National Emmaus Program of the Upper Room,
- B. Provide overall policy direction on issues affecting the movement,
- C. Act as the principal spokespersons for the Eastern Shore Emmaus on policy issues concerning the National Emmaus Program,
- D. Support and facilitate the activities of the Community as it seeks to accomplish the purposes reflected in Article II,
- E. Coordinate with the National Emmaus Program movement as well as other local movements as reflected in Article IV, Section 1,
- F. Encourage and facilitate cooperation between the Eastern Shore Emmaus and local Christian churches.

Section 2- Membership of the Board of Directors

The Board of Directors should consist of twelve (12) laypersons and as many as three (3) ordained clergy. All shall be active members of their local church and of the Eastern Shore Emmaus Community for at least two (2) years and have at least one (1) team experience. Half of the laypersons should be male and half should be female. Ordained clergy from any Christian affiliation who have attended an Emmaus, Cursillo or similar weekend are eligible to serve as a Spiritual Director on the Board. The membership of the Board should ordinarily not include both spouses of a family. The former Community Lay Director shall serve on the Board in an advisory capacity with voice and no vote at a Board meeting. The Community Music Director(s) is appointed to serve the Community and serves on the Board with voice and no vote at a Board meeting.

Section 3 - Term of Office

Board members shall be elected for terms of three (3) years beginning January 1st following the dates of their elections except for those individuals who are elected to fill vacancies arising on the Board, who will take office upon their election, and except for those Board members who are elected at the general election pursuant to the following paragraph and following the adoption of this Amendment to Section 3 of the By-laws.

At the general election for directors scheduled to take office on January 1, 2004, four (4) lay members of the Board, including two (2) men and two (2) women shall be elected for terms of three (3) years, and four (4) lay members of the Board, including two (2) men and two (2) women shall be elected for terms of two (2) years. The allocation of two (2) year terms versus three (3) year terms shall, to the extent possible, be in accordance with the wishes of those elected and, failing agreement, by random selection administered by the outgoing Community Lay Director. At the general election for directors scheduled to take office on January 1, 2005, four (4) lay members of the Board, including two (2) men and two (2) women shall be elected for terms of three (3) years. Thereafter, at each general election for directors scheduled to take office on the January 1 next following the election. Four (4) lay members of the Board, including two (2) men and two (2) women shall be elected for terms of three (3) years. At the general election for directors scheduled to take office on January 1, 2004, one member of the ordained clergy shall be elected for a term of three (3) years and one member of the ordained clergy shall be elected for a term of two (2) years. Thereafter, at each general election for directors scheduled to take office on the January 1st next following the election, one member of

the ordained clergy shall be elected for a term of three (3) years. The object of this paragraph is to create staggered terms such that each general election four (4) lay members of the Board and one clergy member of the Board shall be elected. In order to accomplish this change, it is recognized and accepted that for the term of office ending on December 31, 2004, the lay membership will consist of thirteen (13) rather than twelve (12) members.

A Board member shall not be eligible for reelection to the Board for the two (2) years following his or her completion of the term to which he or she has been elected except as provided in the following paragraph.

The Board of Directors shall elect persons to fill the unexpired terms remaining from vacancies on the Board arising from resignation, death or otherwise. Individuals elected to fill such vacancies on the Board may be elected to full terms following the expiration of their service in the vacated position without the two (2) year hiatus from service otherwise required if such service in the vacated position did not exceed two (2) years.

Section 4- Method of Election

A Nominating Committee of three (3), including a clergy person, shall be selected by the Community Lay Director for a one-year term commencing January 1 of each year. The Nominating Committee shall be responsible for the organization and conduct of the Board election at the November Gathering. This Committee shall attempt to assure fair and equal community representation on the Board.

The procedures shall include the following:

A. The Nominating Committee shall receive completed nominating petitions from the community for Board membership. The petition shall contain:

- a statement by each nominee that they agree to have their name placed in nomination and serve if elected, and
- certification that they are eligible for the Board membership.

Petitions must be submitted not later than the first (1) Saturday of October to be considered for the November election.

B. The nominating Committee shall examine all petitions to verify eligibility of nominees. All valid nominations received from the community must be placed on the Ballot.

C. The nominating Committee shall review the list of nominees from the community and make additional nominations as it seems appropriate and desirable to ensure fair and equal representation of the community and to ensure a slate of quality nominees. If possible, a minimum of one more male and one more female shall be nominated than is required to fill layperson vacancies. Only after careful consideration should the Nominating Committee make the spouse of a member who will be on the Board, or who is nominated for a position on the Board, an additional nominee. Only one more nominee per vacancy is required for clergy positions, unless more than one is received from the community. At no time shall any distinction be made between nominations made from the community and from the Nominating Committee. Origin of the nomination shall be privileged information, not to be shared outside the Nominating Committee. Members of the Nominating Committee shall not be prohibited from being nominated.

D. The Nominating Committee shall announce the slate of nominees and the time of the election at the October Gathering, and this information shall also be published in the November

Newsletter. Once announced, the list of nominees can only be altered by a nominee withdrawing his/her name from nomination, or by a nomination from the floor at the November Gathering. A nomination from the floor shall be subject to the nominee's consent to serve and verification of the nominee's eligibility by his/her presence.

E. Ballots shall be distributed at the November Gathering. Each member of the community present shall be entitled to one (1) vote for each vacancy. All ballots shall be counted by the Nominating Committee during the course of the evening. The results of the election shall be announced during the Gathering and in the December Newsletter.

F. In the event that a tie vote results for the third (3) Spiritual Director, for the sixth (6th) male lay member, or for the sixth (6th) female lay member, a second vote shall be taken with only those nominees who tied being eligible for election. If a second tie results, a third vote shall be taken at the next Gathering with only those nominees who tied on the second vote being eligible for election.

G. The Nominating Committee shall maintain strict impartiality, neither endorsing nor opposing any candidates, unless a candidate does not meet eligibility requirements.

Section 5 — Resignations

A Board member or officer shall have the right to resign. It is requested that the Board member or officer's written letter of resignation be submitted to the Board.

Section 6— Removal of Board Members

The Board may remove a member for cause at a regular or special Board meeting, provided that all Board members are mailed written notice ten (10) days in advance that such removal is to be considered. The Board member may be removed if $\frac{1}{4}$ of those present and voting, and not less than ten (10) Board members, vote affirmatively for such removal. The office of any Board member who misses three consecutive meetings of the Board, or 50% of the meetings in a six-month period, or who otherwise fails to perform his/her duties, may be declared vacant and the vacancy filled as herein provided.

Section 7 – Compensation

Board members shall serve without compensation. Board members and officers may be reimbursed for expenses incurred in the conduct of official business; provided the reimbursement is approved by the Board. Members should obtain Board approval prior to expenditure in excess of \$25.00.

ARTICLE VII - OFFICERS OF THE BOARD

The officers of the Board shall be the Community Lay Director, the Community Assistant Lay Director, the Secretary, the Treasurer, and the Spiritual Directors (3). The term of office shall run from January 1 through December 31.

A. The Community Lay Director shall be elected by the Board at the November meeting for one year. The Community Lay Director shall be a lay member of the Board, and may not serve two consecutive years. Subject to the above restrictions, those Board members eligible for election to this office are those who are on the Board in December and who will also be on the Board the following year. The Community Lay Director shall preside at Board meetings and Gatherings

and shall represent the Board and the Community on all matters and fulfill the duties outlined in the job descriptions attached to these By-Laws.

B. The Community Assistant Lay Director shall be appointed by the Community Lay Director from the membership of the Board. The Assistant Community Lay Director shall perform the duties of the Community Lay Director in his/her absence and such additional duties as shall be assigned.

C. The Secretary shall be appointed by the Community Lay Director from the membership of the Board and shall fulfill the duties outlined in the position description attached to these By-Laws.

D. The Treasurer shall be appointed by the Community Lay Director from the membership of the Board and shall fulfill the duties outlined in the position description attached to these By-Laws.

E. The clergy members of the Board shall serve as Spiritual Directors, giving Spiritual direction to the Board and advising on the selection of clergy to serve on the Weekends.

ARTICLE VIII - APPOINTED POSITIONS

Section 1 — Full-term Appointments

The Community Lay Director shall appoint the following:

Music Director, Post-Weekend Chairperson, Newsletter Editor, Outreach Chairperson, Pre-Weekend Chairperson, Agape Chairperson, Weekend Chairperson, Manuals/Records Chairperson, Nominating Chairperson, Financial Secretary, Cadre/Team Selection Chairperson, Pilgrim Selection Chairperson

The term of office of these appointees shall be from February 1 through January 31 of the following year. Additional committees may be established by the Board as required. Committee chairpersons shall be appointed by the Community Lay Director from both the Board and the Community at large with preference given to Board members for chair or co-chair positions.

Section 2 — Short Term appointments

The Community Lay Director shall appoint an auditor who shall audit the financial records of the Eastern Shore Emmaus, which have been maintained by the Treasurer and Financial Secretary, prior to these records being turned over from one treasurer to the next.

ARTICLE IX - BOARD MEETINGS

Section 1 — Regular Meetings

There shall be at least six (6) meetings of the Board annually. Time and place shall be set by the Community Lay Director with the advice and consent of the Board. Except in emergencies, changes to time/place shall be announced at least one month in advance, and written notice given to all Board members.

Section 2 — Special Meetings

Special meetings, other than regular Board meetings rescheduled due to inclement weather, may be called by the Community Lay Director, and/or shall be called upon written request of at least six (6) Board members. These meetings shall be held at least ten (10) days after notice is given by phone to each Board member.

Section 3 — Quorum

Eight (8) members of the Board (of which one must be a Spiritual Director) present at a duly meeting shall constitute a quorum.

Section 4 — Voting

Each member of the Board present at a meeting shall have one vote, and there shall be no voting by proxy. The decision of the majority of those present and voting shall be the decision of the Board of Directors of the Eastern Shore Emmaus Community.

ARTICLE X - INDEMNIFICATION

The Upper Room Emmaus of the Eastern Shore shall indemnify and save harmless any and each and every Officer, Board member or former Officer or Board member against any and all liability, loss, damages, cost or expenses which may be incurred, suffered or be required to be paid by reason of being or having been an Officer or Board member except in relation to matters as to which such Officer or Board member shall be adjudged in any action, suit or proceeding, to be liable for gross negligence, willful misconduct or criminal misconduct, in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified here by may be entitled under any agreement, by vote of the Board of Directors, statutes or otherwise.

ARTICLE XI - ADOPTION OF AND AMENDMENT TO BY- LAWS

These By-Laws will become the By-Laws of the Upper Room Emmaus of the Eastern Shore , and shall govern its operation, procedure, and activities after their adoption by the Eastern Shore Emmaus Community. The form and content of the By-Laws shall be approved by two-thirds (2/3) of the Board. The By-Laws shall be formally presented to the community in writing at a monthly Gathering as announced in the Newsletter. Copies of the proposed By-Laws shall be made available to the community, and members of the community shall be advised in the monthly Newsletter that they are available. Upon request, a copy shall be mailed to any member of the community.

Amendments to these By-laws may be proposed by the Board of Directors or by any individual member of the Community. Proposed amendments by individuals shall be presented to the Board of Directors which will without unnecessary delay present the proposed amendment to the Community as provided in the following paragraph with or without the endorsement of the Board of Directors as it sees fit.

Proposed amendments to these By-laws shall be presented for the Community's consideration and discussion at three consecutive monthly gatherings. At the third of said consecutive meetings, the proposed amendment to the By-laws shall be the subject of a vote by the members in attendance. The amendment will be adopted if it is approved by at least two thirds of those members present and voting. Amendments to the By-laws shall take effect immediately upon their adoption unless otherwise provided in the amendment itself .