

Bylaws

Cradle of Texas Emmaus Community Inc.

A Non-Profit Organization Bylaws

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A Non-Profit Organization

The following constitute the Bylaws of the Cradle of Texas Emmaus Community, Inc., a nonprofit corporation organized under the laws of the State of Texas:

Article One

Name

Section 1. The name of this corporation is CRADLE OF TEXAS EMMAUS COMMUNITY, INC., a non-profit corporation organized under the laws of the State of Texas. This corporation, together with its members, is commonly called "Cradle of Texas Emmaus Community".

Article Two

Purpose

Section 1. This corporation is organized exclusively for charitable, religious, and educational purposes. Including but not limited to activities of all types and kinds directed to furthering the spread of the Gospel of Jesus Christ and to nurturing the spiritual growth of individuals by such means as seminars and retreats, printed literature, audiovisual materials, and other compatible ministries.

Section 2. The principal aim of this corporation is to inspire, challenge, and equip members of local congregations of Christians for leadership in Christian action in their homes, churches, places of work, communities, and other environments through the Christian experience commonly known as the "Walk to Emmaus".

Section 3. This corporation, through its members and under the oversight of its Board of Directors, presents and carries out the copyrighted program known as the "Walk to Emmaus" pursuant to agreements with the copyright holder, The Upper Room, as administered by The Upper Room Emmaus Movement and the Nashville Upper Room

Emmaus Community, Inc., a non-profit corporation organized under the laws of the State of Tennessee.

Article Three

Membership

Section 1. All persons who have completed the three-day experience of the Walk to Emmaus sponsored by this corporation shall be members of this corporation. The Secretary of this corporation shall cause to be included their names, addresses, and telephone numbers on the official directory of the corporation.

Section 2. Persons who have completed the Walk to Emmaus sponsored by another Emmaus Community or who have completed another expression of this three-day Christian experience, such as Cursillo, Tres Dias, Chrysalis, or Kairos, that is recognized by The Upper Room Emmaus Movement may become members of this corporation by participating in the activities of this corporation and requesting the Secretary of this corporation to include their names, addresses, and telephone numbers on the official directory of the corporation.

Section 3. The membership shall meet yearly at a location, on a date, and at a time announced by the Board of Directors and published in the corporation's newsletter, or in the absence of a newsletter, by written notice to all members, to consider any and all matters presented to the membership. Notice shall be given not less than ten (10) days nor more than fifty (50) days before the date of the yearly meeting. These annual meetings shall be a part of a Gathering of the Cradle of Texas Emmaus Community. A quorum shall constitute the members present entitled to vote, and a member must be present to vote. However, directors may be elected by ballots either mailed or delivered at or prior to the conclusion of the annual meeting if the Board of Directors determines to use a ballot process for the election of directors. The vote of the majority of the members present at the annual meeting at which a quorum is present shall constitute the act of the membership, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 4. The Board of Directors may call a special meeting of the membership, either at its sole action or at the request of ten percent (10%) of the membership. Notice of the special meeting shall be given to the membership by either publication in the corporation's newsletter, or in the absence of a newsletter by written notice of all members. Such notice shall be given not less than ten (10) days nor more than fifty (50) days before the date of the special meeting and shall contain the place, date, time, and purpose(s) of the special meeting.

Article Four

Board of Directors

Section 1. Management of the corporation shall be vested in an ecumenical Board of Directors. The Board shall be composed of men and women elected from those persons who have served on a Walk to Emmaus team, and are active in a local Group Reunion and in Emmaus Community Gatherings. Clergy members who function as the Spiritual Director and Assistant Spiritual Directors of the corporation shall be elected by the Board of Directors and shall be members of the Board of Directors.

Section 2. Candidates for board election shall be active participants in their local church, be actively involved in a reunion or similar group, participate regularly in Fourth Day activities, have served on at least one Cradle of Texas walk, demonstrate ability to yield to spiritual authority and accept feedback, and be sensitive to people who have different opinions. The elected directors shall serve 3 (three) year terms, staggered so that approximately one third of the directors are elected each year. The Lay Director of the corporation shall serve on the Board of Directors the year following his or her term as Lay Director of the corporation in an advisory capacity.

Section 3. A nominating committee may be a standing committee. This committee is to prepare a slate of candidates that will be presented to the Emmaus community to elect new members of the board. In general, this committee would conduct its activities once per year. The committee meets to recommend persons for consideration. The persons the committee approves are personally contacted by one or more members of the committee or board to determine that individual's interest, willingness, and availability

Section 4. The Spiritual Director and Assistant Spiritual Directors shall serve a one (1) year and may serve a maximum of 3(three) consecutive years(terms). Spiritual Directors and Assistant Spiritual Directors must allow 1 calendar year between terms.

.Section 5. A director cannot be re-elected to successive terms. At least one calendar year must separate terms. Likewise, any member who has served as a director may not be elected to fill the remainder of a term which becomes vacant unless one calendar year has elapsed since that member last served as a director.

Section 6. Any board member that refuses to follow the Emmaus Handbook, the By-laws, Policies and procedures of the corporation shall be counseled and/or can be removed after prayerful consideration by action of the Board.

Section 7. The term of office for a director begins January 1 and ends December 31, 3 (three) years hence, or until the director's successor is elected and qualified.

Section 8. The Board of Directors shall meet at least quarterly or more often at the Board's discretion. A schedule of Board meetings with time and location shall be published in the corporation's newsletter and/or by use of mail or electronic transmission or hand delivery at least 10 days prior to each meeting. Special meetings may be called by the Lay Director or by twenty percent (20%) of the directors upon five day's written notice to the other directors stating the place, date, time, and purpose(s) of the special meeting.

Section 9. One-half (1/2) of the elected directors shall constitute a quorum for the conduct of any and all business at regularly scheduled meetings of the Board of Directors. Two-thirds of the elected directors shall constitute a quorum for the conduct of any and all business at a special called meeting of the Board of Directors. A director must be present to vote; a director may not vote by proxy.

Section 10. In the event that a director is absent from three (3) consecutive board meetings, regular or special, the Lay Director of the corporation shall ask that director to renew his or her commitment to attend future board meetings or to resign from the Board of Directors. Thereafter, upon that director's failure to attend two (2) of every three (3) consecutive board meetings, regular or special, that director's term shall automatically terminate at the next board meeting, regular or special, unless three-fourths (3/4) of the directors present vote to retain that director as a member of the Board of Directors.

Section 11. In the event that a directorship becomes vacant for any reason, the remaining directors at the next meeting of the Board of Directors, regular or special, shall appoint a qualified member to serve until the next regular election, at which time a qualified member shall be elected to serve the remainder of the term of the directorship.

Section 12. Any action required to be taken by the Board of Directors at a meeting may be considered without a meeting if a consent in writing, setting forth the action to be

taken shall be signed by all Directors entitled to vote with respect to such action. A photostatic copy, facsimile or other reproduction of a signature of a director shall be requested as signed by a Director.

Article Five

Officers of the Board of Directors

Section 1. The officers of the Board of Directors shall be the following: Lay Director (President), Assistant Lay Director (Vice-President) and Secretary.

Section 2. The officers shall be elected by and from the directors at the December meeting of the Board of Directors. The officers shall serve a term of one (1) year, beginning with their election at the December meeting and concluding with the election of officers at the December meeting of the next year.

Section 3. The Lay Director shall preside at all meetings of the Board of Directors and all meetings of the entire Cradle of Texas Emmaus Community (COT Gatherings), appoint any committees as authorized by a vote of the Board of Directors, and shall represent the corporation as its chief executive officer, subject to policies and resolutions of the Board of Directors. The Assistant Lay Director shall execute the duties of the Lay Director in his or her absence. The Secretary shall maintain an accurate record of every meeting of the Board of Directors, inclusive of the attendance or absence of each director, the substance of the business transacted, and the resolutions adopted or rejected by the Directors, maintain the minutes of the meetings of the membership, and shall work with the Database Manager of the Board of Directors to maintain the official record of names, addresses, and telephone numbers of the membership of the corporation.

Article Six

Spiritual Director

Section 1. The Spiritual Director and one or more Assistant Spiritual Directors, as the Board of Directors may determine necessary, shall be elected by the Board of Directors at the December meeting. The Spiritual Director and any Assistant Spiritual Directors shall serve a one (1) year term, beginning at their election in December and terminating with the election of their successors the following December.

Section 2. The Spiritual Director and the Assistant Spiritual Directors shall be ordained minister(s), pastor(s), or priest(s) of the Gospel, shall have completed the Walk to Emmaus or other expression of this three-day Christian experience that is recognized by The Upper Room Emmaus Movement, such as Cursillo, Tres Dias, Chrysalis, or Kairos, and shall have served as the Spiritual Director of a Walk to Emmaus.

Section 3. The Spiritual Director and Assistant Spiritual Directors shall serve as directors on the Board of Directors and shall be entitled to vote on all matters.

Section 4. The Spiritual Director shall provide the Board with spiritual guidance, recommend Walk Spiritual Directors to the Board and be responsible for training Spiritual Directors for the walks.

Article Seven

Responsibilities of the Board of Directors

Section 1. The Lay Director of the Cradle of Texas Emmaus Community shall sign an annual Letter of Agreement, which commits this corporation to follow the current guidelines of The Upper Room Emmaus Office in the structure and discipline of the three-day (72 hour) "Walk to Emmaus". The Emmaus Handbook, the Lay Director's Manual, the Spiritual Director's Manual, and the Lay and Spiritual Director's outlines for the fifteen (15) talks, which collectively serve as guidelines for this corporation, are considered to be part of these Bylaws. Any changes to the Manuals must have Board approval.

Section 2. The Board of Directors shall maintain general administrative responsibility for all matters relating to this corporation's execution of the structure and discipline of the Walk to Emmaus. It shall also have oversight responsibility for leadership training and Lay Director training.

Section 3. The Board of Directors shall choose a Lay Director for each three-day Walk to Emmaus and assist the Lay Director in selecting the team members by maintaining a current list of those members of the corporation and current records of past team service.

If after a Lay Director of the one of the three-day Walk to Emmaus has been selected it becomes necessary to replace the Lay Director, the Board shall choose a successor at any

regular meeting or at any special meeting called for that purpose. However, if the need to select a successor arises within 10 days of the commencement of the Walk, or at anytime during the Walk, The Lay Director of the corporation, shall be authorized by the Board to select a replacement Lay Director for the Walk.

If a Lay Director fails to participate in Leadership Training, Lay Director Training or willfully, after notice, refuses to follow the Emmaus Handbook, or the By-laws, Policies and Procedures of the corporation, the Lay Director can be removed by action of the Board. However, if the actions which would cause removal of the Lay Director occur within 10 days of the commencement of the Walk, or at anytime during the Walk, The Lay Director of the corporation may, after prayerful consideration, remove the Lay Director and appoint a successor.

Annually the Board of Directors shall approve a list of former Lay Directors who would be acceptable replacements. Each person on the list must have served as Lay Director within the past three (3) years and have worked a walk within the past two (2) years. The replacement Lay Director shall be selected either from that list or from the existing team if any member of that team has been a Lay Director of a Walk in the Cradle of Texas Emmaus Community.

Section 4. The Community Spiritual Director, together with consultation from the Board of Directors shall select the Spiritual Directors for each three-day Walk to Emmaus.

Section 5. The Board of Directors shall select a Board Representative for each Walk to Emmaus. The Board Representative must be either a member of the Board of Directors or have been a member of the Board of Directors in the calendar year preceding the walk. In addition, the Board Representative must have completed Board Representative Training prior to the date of the first team meeting.

Section 6. The Board of Directors shall elect a Registrar from the membership of the corporation to process Pilgrim applications for the Walk to Emmaus and to assign Pilgrims to each Walk.

Section 7. The Board of Directors shall appoint a Financial Secretary from the membership of the corporation to record and deposit all incoming funds. The Board of Directors shall appoint a Treasurer from the membership of the corporation to make all dispersion of funds, to maintain the records of such dispersions, and to provide the Board of Directors with a regular statement of the financial status of the corporation.

Section 8. The Board of Directors shall appoint an Audit Committee from the membership of the corporation to be responsible for an annual financial audit of the corporation and to insure that the corporation is in compliance with all relevant tax laws and regulations.

Section 9: The Board of Directors shall appoint a Database Manager from the membership of the corporation to be responsible to maintain a database of active members and provide information as needed to support team selection and other membership activities.

Section 10: The Board of Directors shall appoint a Document Manager from the membership of the corporation to maintain a database of current and historical documents pertinent to the operation of the corporation and distribute such documents to the Board of Directors of the corporation.

Section 11: The Board of Directors shall appoint a Web Master to maintain a web site that aids in communication to and outside of the membership.

Section 12: The Board of Directors may appoint other members of the corporation to fulfill duties of the corporation as they come to the attention of the Board of Directors.

Article Eight

Amendments

Section 1. Amendment of these Bylaws requires the affirmative vote of three-quarters (3/4) of the Directors present at a meeting of the Board of Directors at which the amendment is submitted to a vote.

Section 2. The Board of Directors must consider any amendment at two consecutive regular meetings. At the first meeting the amendment must be presented by a Director and seconded by another Director for consideration by the Board of Directors; it may or may not be discussed at this meeting, as the Directors may choose. At the next meeting the amendment shall be discussed by the Board of Directors and submitted to a vote.

Article Nine

Effective Date: 12/19/2002

These Bylaws are effective as of the date of their adoption by the Board.

Certification of Adoption

We, the undersigned, hereby certify that these Bylaws of the Cradle of Texas Emmaus Community, Inc., a non-profit corporation organized under the laws of the State of Texas, were adopted by the affirmative vote of at least three-quarters (3/4) of the Directors present at the organizational meeting of the Board of Directors held this ____ day of _____, 2002.

Signed,

Bob Hefner, Jr., Lay Director

Signed,

Tom Groves, Secretary

Bylaws of Cradle of Texas Emmaus Community

(NOTE: THE SIGNED COPY OF THIS DOCUMENT IS IN THE POSSESSION OF THE LAY DIRECTOR OF THE CRADLE OF TEXAS EMMAUS COMMUNITY)