

Bylaws
Cradle of Texas Emmaus Community, Inc.
A Non-Profit Organization

The following constitutes the Bylaws of the Cradle of Texas Emmaus Community, Inc., a non-profit corporation organized under the laws of the State of Texas:

Article One

Definitions

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 the "**COT Emmaus Community**."

Section 2. Management of the **COT Emmaus Community** shall be vested in an ecumenical board of directors known as the **COT Board**, which shall maintain general administrative responsibility for all matters relating to this corporation. The **COT Board** and its members, known as the **COT 4th Day**, present and carry 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. A Walk to Emmaus program carried out by the **COT Emmaus Community** is commonly called a **COT Walk**.

Section 3. The officers of the corporation are the **COT Lay Director** (president), the **COT Assistant Lay Director** (vice-president), and the **COT Secretary** (secretary).

Article Two

Purpose

Section 1. The **COT Emmaus Community** is organized exclusively for charitable, religious, and educational purposes. It includes, but is 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 the **COT Emmaus Community** 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. The **COT Board** shall oversee, manage, and direct the Cradle Chrysalis Community which exists to be a Christian outreach ministry for youth.

Article Three

COT Emmaus Community Membership

Section 1. All persons who have completed the three-day experience of the Walk to Emmaus sponsored by the **COT Emmaus Community** shall be members of this corporation and known as the **COT 4th Day**.

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 Días, Chrysalis, or Kairos, that is recognized by The Upper Room Emmaus Movement may become

members of the **COT Emmaus Community** by participating in its activities and petitioning the **COT Secretary** to include their names and contact information in the official directory of the corporation.

Section 3. The **COT 4th Day** shall meet in the fourth quarter of each year at a designated location, on a date, and at a time announced by the **COT Board** to consider any and all matters presented to the membership and to elect the At-large **COT Directors**. Written notice of the meeting shall be sent to the **COT 4th Day** not less than ten (10) days nor more than fifty (50) days before the date of the annual meeting. The annual meeting may be a part of a Gathering of the **COT Emmaus Community**.

Section 4. The **COT Board** may call a special meeting of **COT 4th Day**, either at its sole action or at the request of 10% of the **COT 4th Day**. Written notice of the special meeting shall be sent to the **COT 4th Day**. Such notice shall be sent 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.

Section 5. A quorum at a regular or special meeting of the **COT 4th Day** shall be a minimum of twenty-five (25) **COT 4th Day** members. The **COT Secretary**, or other designated **COT Director**, shall verify that a quorum is established by verifying the names of those attending against the **COT 4th Day** membership roll. A vote of the majority of the **COT 4th Day** present at the meeting shall constitute an act of the membership, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Article Four

Composition of the COT Board Shall Be

Section 1. Fifteen (15) voting members known as the **COT Directors** include

- Eleven (11) At-large **COT Directors** which include the
 - **COT Lay Director**
 - **COT Assistant Lay Director**
 - **COT Secretary**
- The **COT SPIRITUAL DIRECTOR**
- The **COT ASSISTANT SPIRITUAL DIRECTOR**
- The immediate **COT Past Lay Director**
- The **Chair of the Cradle Chrysalis Community Committee**

Section 2. Seven (7) non-voting members known as the **Appointed COT Board Members** include

- COT Registrar
- COT Database and Document Manager
- COT Webmaster
- COT Financial Secretary
- COT Treasurer
- Chair of the Team Selection Committee
- Chair of the Team Training Committee

Section 3. A **COT Director** shall not serve concurrently as an **Appointed COT Board Member**

Article Five

Qualifications, Selection, and Terms of the COT Board Positions

Section 1. The eleven (11) At-large **COT Directors** shall serve three-year terms, staggered so that approximately one-third of the **COT Directors** are elected each year by the **COT 4th Day**. The term of office for a **COT Director** begins January 1st and ends December 31st, three years hence, or until the director's successor is elected.

- Candidates for the At-large board positions shall have served on at least one **COT Walk** team.
- They should
 - Be active participants in their local church
 - Be actively involved in a reunion or similar group
 - Participate regularly in Fourth Day activities
 - Demonstrate ability to yield to spiritual authority
 - Be able to accept feedback with grace and make needed changes
 - Be sensitive to people who have different opinions
- A nominating committee shall prepare a slate of candidates equal to the number of At-large open **COT Director** positions. This slate will be presented to the **COT 4th Day** for election at the annual meeting.
- If a member of the **COT 4th Day** is interested in serving on the **COT Board**, he/she should submit his/her name to the nominating committee for consideration.
- A **COT Director** shall not be re-elected to successive three-year terms. At least one calendar year must separate the terms. The only exception to the three-year term maximum is the **COT PAST LAY DIRECTOR** may serve a fourth year.

Section 2. The **COT SPIRITUAL DIRECTOR** and **COT ASSISTANT SPIRITUAL DIRECTOR** shall be elected from the **COT 4th Day** by the **COT Directors** at the December meeting of the **COT Board**. They shall:

- Be ordained minister(s), pastor(s), or priest(s) of the Gospel
- 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 Días, Chrysalis, or Kairos
- Have served as the Spiritual Director of at least one **COT Walk**
- Each serve one-year terms beginning January 1st and concluding December 31st
- Serve a maximum of three consecutive terms on the **COT Board**. After serving three consecutive terms, a person serving as the **COT SPIRITUAL DIRECTOR** or the **COT ASSISTANT SPIRITUAL DIRECTOR** must allow one calendar year before serving again.

Section 3. **The Chair of the Cradle Chrysalis Community Committee** shall be elected from the **COT 4th Day** by the **COT Directors** at the December meeting of the **COT Board**. He/she shall serve a:

- One-year term beginning January 1st and concluding December 31st
- Maximum of three consecutive terms on the **COT Board**. After serving three consecutive terms, a person serving as the **Chair of the Cradle Chrysalis Community Committee** must allow one calendar year before serving again.

Section 4. The **COT Past Lay Director** shall serve as an ex-officio voting member of the **COT Board**.

Section 5. The officers of the **COT Emmaus Community** shall be elected by and from the **COT Directors** at the December meeting of the **COT Board**. Officers shall serve a term of one year, beginning January 1st and concluding December 31st.

Section 6. Any **COT Board** member that refuses to follow the Emmaus Handbook, the Bylaws, or the COT Policies and Procedures shall be counseled and/or may be removed after prayerful consideration by action of the **COT Directors**.

Section 7. In the event that a **COT Director** position becomes vacant for any reason, the remaining **COT Directors**, at the next **COT Board** meeting, regular or special, shall appoint a qualified **COT 4th Day** to serve until the next regular election.

- At the next regular election, a qualified **COT 4th Day** member shall be elected to serve the remainder of the three-year term. For example, if one year remains in the original **Director's** term at the time of the election, the new **Director's** term of office would be one year.
- At the end of the one-year term, the new **COT Director** must wait for one year before being eligible to run again for a three-year At-large **COT Director** position. Likewise, any **COT Director** who has just completed their **COT Board** service may not be appointed to fill the remainder of a term which becomes vacant unless one calendar year has elapsed since he/she last served.

Section 8. The **Appointed Board Members** shall be appointed annually from the **COT 4th Day** by the **COT Directors** at the December meeting of the **COT Board**. Their term of office is one (1) year, beginning January 1st and concluding December 31st, however, they may be reappointed each year with no term limit.

Article Six

Responsibilities of the COT Board Members

Section 1. **COT Emmaus Community Officer Responsibilities**

The **COT Lay Director** shall:

- Preside at all meetings of the **COT Board** and all meetings of the **COT 4th Day**
- Appoint any committees as authorized by a vote of the **COT Board**
- Represent the corporation as its chief executive officer, subject to policies and resolutions of the **COT Board**
- Sign all official documents for the corporation including documents required by the Federal Government and/or the State of Texas
- Sign an annual Letter of Agreement, which commits **COT Emmaus Community** 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 **COT Assistant Lay Director** shall execute the duties of the **COT Lay Director** in his or her absence.

The **COT Secretary** shall:

- Cause to be included the names, addresses, telephone numbers, and e-mail addresses of the **COT 4th Day** in the official directory of the corporation
- Record and maintain an accurate set of minutes of every meeting of the **COT Board**, inclusive of the attendance or absence of each **COT Director**
 - Record the substance of the business transacted
 - Record the resolutions adopted or rejected by the **COT Directors**
- Maintain the minutes of any and all regular and special meetings of the **COT 4th Day**

Section 2. **COT Board Clergy Responsibilities**

The **COT SPIRITUAL DIRECTOR (SD)** shall:

- Provide the **COT Board** with spiritual guidance
- Recommend **COT Walk Spiritual Directors** to the **COT Board**
- Be responsible for training **COT Spiritual Directors** for the Walks

The **COT Assistant Spiritual Director (ASD)** shall execute the duties of the **COT SD** in his or her absence.

Section 3. **Appointed COT Board Member Responsibilities**

- COT Registrar is to process Pilgrim applications and fees for all **COT Walks** and assign Pilgrims to each **COT Walk**
- COT Database and Document Manager is to maintain:
 - A database of **COT 4th Day** members and provide information as needed to support the team selection process and other membership activities
 - The current and historical documents pertinent to the operation of the **COT Emmaus Community** and distribute such documents as needed
- COT Webmaster is to maintain a website that aids in communication to the **COT 4th Day** and other Emmaus Communities
- COT Financial Secretary is to record and deposit all incoming funds
- COT Treasurer is to make all dispersion of funds, maintain the records of such dispersions, and provide the **COT Board** with regular statements of the financial status of the **COT Emmaus Community**
- COT Team Selection Chair is to schedule meetings for and facilitate the meeting of the COT Team Selection Committee
- COT Team Training Chair is to organize and conduct training sessions for each major component of each **COT Walk**

Section 4. Special Fiduciary Requirements

- COT Financial Secretary and the COT Treasurer shall not be the same person.
- An outside accounting firm is to be responsible for an annual financial audit of the **COT Emmaus Community** financial records and procedures to ensure that the corporation is in compliance with all relevant tax laws and regulations.

Article Seven

Meetings of the COT Board

Section 1. The **COT Board** shall meet at least quarterly or more often at the board's discretion. One-half of the **COT Directors** shall constitute a quorum to conduct any and all business at regularly scheduled meetings of the **COT Board**.

Section 2. In addition to the regularly scheduled **COT Board** meetings, additional meetings may be called by the **COT Lay Director** with five days' notice to the other **COT Directors** stating the place, date, time, and purpose(s) of the called meeting. One-half of the **COT Directors** shall constitute a quorum to conduct any and all business at a called meeting of the **COT Board**.

Section 3. A special meeting of the **COT Board** may be called by 30% of the **COT Directors** with five days' notice to the other **COT Directors** stating the place, date, time, and purpose(s) of the special

meeting. Two-thirds of the **COT Directors** shall constitute a quorum to conduct any and all business at a special called meeting of the **COT Board**.

Section 4. A **COT Director** must be present to vote and may not vote by proxy.

Section 5. In the event that a **COT Director** is absent from three consecutive **COT Board** meetings, regular or special, the **COT Lay Director** shall ask that director to renew his or her commitment to attend future **COT Board** meetings or may ask the **COT Director** to resign. Thereafter, upon that director's failure to attend two of every three consecutive **COT Board** meetings, regular or special, that director's term shall automatically terminate at the next **COT Board** meeting, regular or special, unless three-fourths of the **COT Directors** present vote to retain that director as a member of the **COT Board**.

Section 6. The **COT Appointed Board Members** may or may not, at their discretion, attend the **COT Board** meetings to enter into discussions and provide advice, however, they may not vote.

Section 7. Members of the **COT 4th Day** may request time to address the **COT Board**. In advance of the meeting, they should send a request to the **COT LAY DIRECTOR** for time on the agenda with the purpose and approximate amount of time needed. Once they have completed their business with the **COT Board**, they should excuse themselves from the meeting.

Article Eight

Amendments

Section 1. The **COT Board** must consider any amendment(s) to the **COT Bylaws** at two consecutive regular **COT Board** meetings. At the first meeting the amendment(s) must be presented by a **COT Director** and seconded by another **COT Director** for consideration by the **COT Board**. The amendment(s) may or may not be discussed at this meeting, as the **COT Directors** may choose. At the next meeting the amendment shall be discussed by the **COT Board** and submitted to a vote.

Section 2. Amendment of these **Bylaws** requires the affirmative vote by two-thirds of the **COT Directors**.

Article Nine

Effective Date: February 18, 2016

These **Bylaws** are effective as of the date of their adoption by the **COT 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 an affirmative vote of at least two-thirds of the **COT Directors** at a meeting held this 18th day of February, 2016.

Signed,

Signed,

Tony Barre', COT Lay Director

Katherine Schultz, COT Secretary

Bylaws of Cradle of Texas Emmaus Community, Inc.

NOTE: The original signed copy of this document is in the possession of the Document and Database Manager for the Cradle of Texas Emmaus Community.