

NORTHWEST SAN ANTONIO EMMAUS COMMUNITY
BY-LAWS
NOVEMBER 13, 2016

PURPOSE:

To bring the Northwest San Antonio Emmaus Community into alignment with the rules and directives of the Upper Room, the following suggested Bylaws are presented and recommended for adoption:

BYLAWS OF THE NORTHWEST SAN ANTONIO EMMAUS COMMUNITY

Article One: Name:

The name of this Emmaus Community shall be the Northwest San Antonio Emmaus Community, hereinafter referred to as the "Community."

Article Two: Purpose:

The Emmaus movement is ecumenical by design and in practice. All Christians are welcome to participate. The **primary purpose** of the Community is to integrate the returning pilgrims from a "Three Day Weekend" into active participation in their local churches and the Community's activities. A **second purpose** of the Community is to organize and fulfill many of the operating functions of Walks to Emmaus. Recruiting qualified team members and pilgrims for the Walks sponsored by the Community is vital to the success of each Walk. A **third purpose** of the Community is to recommend Walk Lay Directors, Walk Spiritual Directors and Walk Board Representatives, known as the Walk Leadership Team (WLT), in compliance with the Upper Room directives. Desired dates and locations for Walks sponsored by the Community shall be set by the Community's Board of Directors. The **fourth purpose**, vital to the success of the Emmaus movement, is a meaningful Community meeting. Encouragement in participation of all aspects of the Emmaus experience will help the new persons, as well as the experienced persons to live vital lives.

Article Three: Affiliation:

The *Upper Room* has established a covenant agreement with the Northwest San Antonio Emmaus Community in accordance with *The Upper Room International Emmaus Movement*, which designates the Emmaus Movement around the world and the Northwest San Antonio Emmaus Community as recognized Emmaus Communities. A Board of Directors has been established for the community, hereinafter referred to as the "Board." Through its Covenant Agreement with the Upper Room, the Community is affiliated with the *International Emmaus Program*. Procedures and rules set forth in *The Emmaus Handbook*, published by *The Upper Room*, and any additional policies and procedures created by the Upper Room, shall be followed as written. Through its affiliation with Northwest Hills United Methodist Church in San Antonio, Texas, the Community has obtained its IRS 501(c)3 tax exempt status.

Article Four: Membership:

Membership in the Community shall consist of any interested person who has completed a Walk to Emmaus, Cursillo, Via de Cristo, Tres Dias, Kairos, Chrysalis, or any other internationally recognized “Three Day Weekend” event and who has expressed a desire to belong. Any person interested in the Walk to Emmaus program is welcome to attend and to participate in all activities, including Communion, during the regular meetings of the Community whether that person has attended a Walk or not.

Article Five: Board of Directors:

Section One: Purpose of the Board:

Direction of the Community shall be vested in the Community’s Board of Directors. The Board shall have the authority to direct the operations of the Community, and the normal enabling functions. Enabling functions usually include, but are not limited to:

- A. Control of the regular meetings of the Community (known as Gatherings).
- B. Scheduling the location and time of Community Gatherings.
- C. Selecting and approving Team Members for Walks to Emmaus
- D. Recommending proposed Walk Team Leaders for Walks to Emmaus (both Clergy and Lay).
- E. Conducting Team Consecration events as necessary.

Section Two: Composition of the Board:

- A. **Lay persons:**
- B. Persons who have completed attendance at a recognized “Three Day Weekend,” who are active in local reunion groups, and who are considered members of the Community are eligible for election to the Board.
- C. **Clergy:**
- D. Clergy who are Elders or Deacons in The United Methodist Church or the equivalent of the same in the church with which they are affiliated, and who and meet all criteria set forth by The Upper Room are eligible for election to the Board as Spiritual Director and as Assistant Spiritual Directors.

Section Three: Terms of Office for Lay Persons:

A term of office shall commence on June 1 and end on May 31. An elected Director shall serve one term of three (3) years, not succeeding him/herself, and shall on election be assigned to a “class,” identified by the year of term expiration of all persons elected at that time. There shall be four persons in each class, and three classes for a total, including elected officers, of twelve persons. A person previously serving on the Board may be reelected to the Board after at least one year from completion of the person’s previous term. Ex Officio Board members, if any, shall serve as designated by the Board.

A) Elected Lay Officers:

The Board shall elect from the lay membership of the Board during the Spring Board meeting, the following lay officers to serve for a three-year term:

Lay Director
Assistant Lay Director
Secretary
Treasurer
Upper Room Liaison
Registrar
Prayer Vigil Coordinator
Kairos Coordinator
Fourth Day Group Coordinator
Music Team Coordinator
Agape Coordinator

B) Appointed Lay Officers:

1. **Other Lay Officers** may be appointed to the Board by the Lay Director, with the advice of the Board when deemed necessary to carry out the functions of the Board.

C) Elected Clergy Officers:

The Board shall elect from the fully qualified Clergy membership of the Group a **Spiritual Director** to serve a one-year term. That person may be elected to succeed him/herself. All other fully qualified Clergy members of the Group shall serve as **Assistant Spiritual Directors**.

Section Five: Elections:

Candidates for election to the Board shall be nominated before the May Gathering and presented to the membership at that meeting, by a Nominating Committee composed of the Lay Director and the past three active Lay Directors. Elections shall be held during the May Gathering in a manner acceptable to the Community. Special Elections to fill vacancies on the Board shall be called and held as needed.

Section Six: Duties of Officers:

A) The Lay Director shall:

1. Be the chief administrative officer of the Community and the Board.
2. Call all meetings of the Board and preside over such meetings.
3. Be responsible and responsive to the Board for all administrative decisions made on behalf of the Board.
4. Chair the Nominating Committee.
5. Attend local meetings and/or conferences as requested by the Upper Room or any entity with which The Community is affiliated.
6. Attend Closing of each Community Walk and provide welcoming comments and announcements.
7. Perform such other duties as directed by the Board.

- B) The **Assistant Lay Director** shall:
1. Preside at Board meetings in the absence of and/or at the pleasure of the Lay Director.
 2. Insure that there is a Fourth Day Speaker for each Gathering.
 3. Perform such other duties as directed by the Board or Lay Director.
- C) The **Secretary** shall:
1. Record and distribute written or printed copies of the minutes of Board meetings.
 2. Maintain a file of Board Meeting minutes and other pertinent documents as directed by the Board.
 3. Preside at Board meetings in the absence of the Lay Director and Assistant Lay Director.
 4. Perform such other duties as directed by the Board.
- D) The **Treasurer** shall:
1. Submit a monthly financial report at each regular meeting of the Board.
 2. Submit a Year-end Financial Report as requested by the Upper Room.
 3. Attend monthly Finance Committee meetings of Northwest Hills United Methodist Church (“Northwest Hills”), with whom The Community is affiliated, and provide a year end report to Northwest Hills.
 4. Preside at Board meetings in the absence of all other officers.
 5. Perform such other duties as directed by the Board.
- E) The **Spiritual Director** shall:
1. Be the theological and spiritual leader of the Board.
 2. Perform duties as Spiritual Director at Community Gatherings
 3. Select qualified candidates for Walk to Emmaus Spiritual Directors and Assistant Spiritual Directors and submit them to the Board for approval.
 4. Have veto power over any suggested Walk to Emmaus Spiritual Director.
 5. Maintain the spiritual intent and integrity of The Upper Room Walk to Emmaus.
- F) **Assistant Spiritual Directors** shall:
1. Maintain the spiritual intent and integrity of The Upper Room Walk to Emmaus.
 2. Perform duties as the Gathering Spiritual Director if requested by the Spiritual Director, or in the Spiritual Director’s absence.
- G) The **Upper Room Liaison** shall:
1. Serve as the contact person for the Community with the Upper Room. The Liaison shall keep abreast of and inform the Board of any changes and/or information regarding the policies and procedures of the Upper Room, and report any important announcements made by the Upper Room.
 2. Report to the Board any ideas, suggestions and recommendations from other Fourth Day Group representatives.
 3. Present ideas, suggestions and recommendations from the Community to the Upper Room and vice versa.
 4. Discuss proposed changes to Upper Room policies and procedures with designated representatives of the Upper Room.

5. Inform the Board of all WLT members recommended for Walks sponsored by the Community, and inform the Board of any unacceptable WLT members, and request a suitable substitute for recommendation from the Board.
8. Serve as Chair of the Team Selection Committee

H) The **Registrar** shall:

1. Act as a liaison with the Upper Room concerning the Community's Walks to Emmaus, including but not limited to communicating needs and to request clarification from the Upper Room concerning the walks.
2. Contact requested Walk sites to make reservations and receive site contract; negotiate dates/site changes if there is a conflict in scheduling.
3. Process and input all pilgrim registration forms into the Community's database.
4. Collect and track Walk registration fees and maintain the data base of pilgrims, payments received, and all related information and report same to the Board.
5. Pay all expenses related to the Community's Walks to Emmaus in conjunction with the Community's treasurer.
6. Order and pay for Walk supplies needed from the Upper Room.

a. The **Prayer Vigil Coordinator** shall:

1. Return a completed 72 Hour Prayer Vigil to the Walk Lay Director before each Walk hosted by The Community is scheduled to begin.
2. Create and present the Prayer Vigil Sign Up at Community gatherings, Sign Up Genius, email, or through other means of communication at least 6 months before the Walk is scheduled to begin.
3. Monitor Sign Up Genius and send emails to The Community membership as needed seeking prayer vigil sign-ups.

J) The **Kairos Coordinator** shall:

1. Keep the Board of Directors and the Community membership apprised of upcoming Kairos Walks and events.

K) The **Fourth Day Group Coordinator** shall:

1. Maintain and update the database of all individual Fourth Day groups in the Community, and answer inquiries concerning the availability of openings in these groups.
2. Coordinate and attend Keep the Fire Burning gatherings held shortly after each Walk's completion, and oversee the creation of new Fourth Day groups or new pilgrims' sign up into existing groups.

- L) The **Music Team Coordinator** shall:
 - 1. Coordinate and insure there are musicians to provide music for all Community gatherings, along with preparing a playlist of songs/hymns to be used at each gathering.
 - 2. Maintain The Community's song book inventory/storage case and bring it to all gatherings.
 - 3. Coordinate and insure there are musicians to provide music for all of The Community's Candlelight services.
 - 4. Be principal advisor to The Community's Board on any music related issues affecting activities and/or policies as applicable.
- M) The **Agape Coordinator** shall be in charge of sending and receiving Agape letters to and from other communities and shall post and distribute these items of Agape during the walk.

Section Seven: Vacancies on the Board:

At a regular or called meeting of the Board, vacancies on the Board may be filled in the following manner:

- A. **Elected Board Members:** If an elected Board member becomes unable or unwilling to serve the full term for which the person was elected, the Lay Director shall notify the Nominating Committee members to meet and nominate a successor. A Special Election shall be held as soon as possible after the Nominating Committee completes the nominating process.
- B. **Elected Lay Officers:** The Lay Director may appoint a lay member of the Board to fulfill the duties of an elected
- C. Board Officer if such becomes vacant, until the next regular meeting of the Board, or if urgency exists, at the next called meeting of the Board. If possible, at the next regular or called meeting, the Nominating Committee shall submit the name of at least one qualified candidate to be elected by the Community for the unexpired term of the vacated office. If this is not possible, that name shall be presented by the Nominating Committee at the next meeting of the Board for confirmation and election by the Group. Nominations may be received from the floor, and the Group shall vote on the candidate(s). A simple majority shall be sufficient for election.
- D. **Appointed Lay Officers:** If the Upper Room Liaison or any other appointed Lay Officer becomes unable or unwilling to serve the full term for which the person was appointed, the Lay Director, with Board advice, shall appoint a qualified person to fill that unexpired term.
- E. **Clergy:** If a Clergy member of the Board becomes unable or unwilling to serve the full term of office, the Lay Director shall, with Board advice, appoint a fully qualified Clergy member of the Group to fill the unexpired term.
- F. **Nominating Committee Member:** If a member of the Nominating Committee becomes unable or unwilling to serve the full term of office, the Lay Director, with Board advice, shall appoint another past Lay Director to fill the unexpired term of that office.

Section Eight: Meetings:

The Board shall meet quarterly, at a designated time before the regular Community meeting, at the same place as the scheduled Community gathering, and at such other times as may be needed by means of a “called meeting.”

Section Nine: Called Meetings:

The Lay Director may call a meeting of the Board if urgency exists, and/or by the written request of seven (7) members of the Board, or by the written request of at least fifteen (15) members of the Community. A notice of five (5) days is required between the request and the convening of the called meeting.

Section Ten: Quorum:

A quorum is necessary before any business is transacted at a regular or called meeting of the Board. A quorum for a regular meeting or a called meeting shall consist of seven (7) members, including the Board Chair.

Article Six: Committees:

Section One: Regular Committees:

A. Nominating Committee:

B. The Nominating Committee shall be chaired by the Lay Director, and made up of the three active immediate Past Lay Directors. The members shall be appointed by the Lay Director, with the concurrence of the Board, and will meet during the month of March to select and present a slate of proposed Board members prior to the May Gathering, to stand for election to the Board in May for complete terms. As needed, the Committee will meet at the call of the Lay Director to nominate persons to fill any Board vacancies.

C. Team Selection Committee:

D. The Team Selection Committee shall be chaired by the Upper Room Liaison. The Committee shall consist of the Community Spiritual Director, Lay Director, and Walk Lay Director. Other members of the Community, such as former WLT members, shall be appointed as needed to this Committee by the Lay Director, with the concurrence of the Board.

E. **Standing Committees** may be established as deemed necessary by the Board. Such Committees may include, but are not limited to, Gatherings, Registration, Transportation, Facility Set-up and Break-down, Agape Acts, Group Reunion/Follow-up, Kitchen, Prayer Vigil, Literature/Clothing, Newsletter, Prison Ministry (Kairos, etc.), Music/Entertainment, and Sponsors Hour/Candlelight/Closing. Chairpersons of any Standing Committees shall be appointed by the Board Chair from current members of the Board. The Lay Director shall be an ex Officio member of all Standing Committees.

Section Two: Special Committees:

The Lay Director may establish special and/or Ad Hoc committees to facilitate the work of the Board. The Chairperson and members of such Committees shall be appointed by the Lay Director as necessary, with the concurrence of the Board. The Board Chair shall be an ex officio member of all special and/or Ad Hoc committees.

Article Seven: The Walk to Emmaus:

The Group shall operate under the current *Upper Room Emmaus Handbook* as written by the International Director of The Walk to Emmaus, and such other publications, policies and procedures as shall from time to time be established by the Upper Room.

Article Eight: Rules of Order, Standing Rules and Special Rules:

Robert's Rules of Order shall be the controlling rules for procedures. **Standing Rules** shall be established for the Community by Board action as deemed necessary. **Special Rules** shall be established as deemed necessary by the Board to cover occasions that are not covered by other rules. No Standing Rules or Special Rules may be established that conflict with the spirit and intent of any *Upper Room* rules.

Article Nine: Resolution of Disputes and Dissolution Procedures:

Section one: Resolution of Disputes:

The Bible commands us, as Christians, to make every effort to live in peace and harmony, and resolve any disputes with one another in private or within the Christian church as set forth in Matt.18:15-20 and 1 Corinthians. 6:1-8. Therefore, in any dispute relating to the activities of the Community or its members, all parties are to cooperate in good faith to resolve the dispute(s) using all forms of "alternate dispute resolution" consistent with Christian principles.

Section two: Dissolution Procedures:

The following procedures shall be followed in the event that dissolution of the Community becomes necessary:

A) Steps to Follow if a Petition for Dissolution is presented by Members of the Community:

1. A written petition, signed by at least 10 % of the members of the Community shall be presented to the **Board Secretary** requesting the dissolution of the Community. This petition must specify the reasons for the dissolution, a proposed method of paying any liabilities of the Community, and a proposed distribution of the remaining assets of the Community.
2. The **Secretary** shall promptly present the Petition for Dissolution to the **Lay Director**, who shall, as soon as possible, convene a called meeting of the Board. The only item of business at that Board meeting shall be the Petition for Dissolution. Discussion shall be allowed to take place without a motion, but a vote on accepting or rejecting the Petition shall not be allowed.
3. At the next regular meeting of the Board, the only item of business shall be the Petition. Before further discussion of the petition takes place, a motion to recommend dissolution to the Community will be made by the **Lay Director**. After a second to the motion, discussion shall be allowed. During this discussion, those members that have signed the Petition shall be allowed voice before the Board.
4. After discussion, the vote on the motion to recommend dissolution shall be taken by written secret ballot. The **Secretary** shall tally the vote and announce the result. The Board meeting shall be adjourned, and the result of the vote announced to the Community membership at the Gathering. No action shall be taken at that Gathering.

B) Steps to Follow if a Petition for Dissolution is presented by Member(s) of the Board:

1. A **Resolution** shall be prepared by a member of the Board setting forth the reasons for dissolution, a proposed method for paying any liabilities of the Community, and a proposed distribution of the remaining assets of the group. This resolution shall recommend dissolution of the Community, and must require approval by at least two-thirds (2/3) of the then sitting Directors.
2. The resolution shall be presented at a called Board meeting, where open discussion of the proposed resolution shall take place. After discussion, a vote shall be taken by secret written ballot. The **Secretary** shall tally the vote and the result of the vote shall be announced.
3. The result of the vote shall be announced at the next Gathering. No action shall be taken at that Gathering.

C) Notification of Members and Action to be Taken:

The results of the Board's action shall be mailed to each person on the Community's current mailing list at least twenty-five (25) days before the date of the next Gathering of the Community. At that Gathering, the matter of the recommendation of dissolution will be discussed and after discussion, a vote shall be taken. At least 2/3 of the members voting must approve dissolution for the action to be taken. An affirmative vote will dissolve the Community. A negative vote shall render the dissolution motion or resolution void, and no further action is required.

D) Board Action Required After Affirmative Vote:

The **Board of Directors** shall take such action that is required by the Petition or Resolution of Dissolution, to include payment of liabilities and disposal of assets. Any assets not disposed of because of refusal to accept or for any other reason shall be given to charitable, educational or religious organizations.

Article Ten: Amendments:

Section One: Origin of Proposed Amendments:

Proposed amendments to these Bylaws shall be presented in writing to the Board by any member of the Community. At the meeting when a proposed amendment is presented, it shall be read aloud but may not be discussed or acted upon.

Section Two: Board Action on Proposed Amendments:

At the next meeting of the Board after initial presentation, discussion is encouraged and action, including voting, on the proposed amendment is permitted. If the proposed amendment is complex, a called meeting should be considered so that the Board will be able to devote the necessary time to discussion.

Section Three: Approval of Proposed Amendments:

An affirmative vote of at least three quarters (3/4) of the members present at the Board meeting when the vote is taken is required for a proposed amendment to be recommended to the Community. If a proposed amendment is recommended by the Board for approval, after notice is given to the membership at a Gathering, the Community shall vote at the next Gathering after that notice. A simple majority shall be required for approval. This vote may

be made by voice or by show of hands, but if any member of the Community requests a written vote, such written vote shall be taken.

Section Four: Effective date:

An amendment shall become effective immediately upon the announcement of the affirmative vote by the Lay Director, unless an effective date is contained in the amendment and directs otherwise.

ADOPTION, CERTIFICATION, AND RATIFICATION OF BYLAWS

The above Bylaws are adopted, certified and ratified by the Board of Directors of the Northwest San Antonio Emmaus Community on the:

_____ Day of _____, _____

Lay Director: _____
(Signature)

Spiritual Director: _____
(Signature)

Secretary: _____
(Signature)

Upper Room Liaison _____
(Signature)

**SIGNATURES OF CURRENT ELECTED BOARD MEMBERS:
(INCLUDING ELECTED BOARD OFFICERS)**

_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**SIGNATURES OF CURRENT EX OFFICIO BOARD MEMBERS
(IF ANY)**

_____	_____	_____
_____	_____	_____