

**BYLAWS  
OF  
NEW RIVER VALLEY UPPER ROOM EMMAUS COMMUNITY, INC.**

**ARTICLE I. NAME**

**The name of this corporation shall be the New River Valley (NRV) Upper Room Emmaus Community, Inc., hereinafter referred to as the “Community”.**

**ARTICLE II. PURPOSE**

**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 communities.**

**Section 2: This Community is affiliated with the International Emmaus Movement, The Upper Room, Nashville, Tennessee.**

**Section 3: CHARITABLE PURPOSE**

**The Corporation received 501(c) 3 corporation status in 2002 and shall be operated exclusively for educational, religious and charitable purposes within the meaning of Section 501(c)3 and Section 170 (c) 2 of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue laws). The general nature and purpose of the Corporation shall be to inspire, challenge, and equip church members for Christian action in their homes, churches, places of work, and communities. The Corporation has not been formed for pecuniary profit or financial gain, and no part of the net earnings of the Corporation shall be distributable to or inure to the benefit of its officers, Directors or any private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth in this Article. No part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or of participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)3 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization whose contributions are deductible under Section 170(c)2 of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.**

#### **Section 4: PROHIBITED TRANSACTIONS**

As a means of accomplishing its charitable purposes, the Corporation shall make distributions of its income at such times and in such manner as not to subject the Corporation to tax under § 4942 of the Internal Revenue Code. In addition, neither the Corporation nor anyone acting on its behalf shall (1) engage in any act of self-dealing as defined in § 4941 of the Internal Revenue Code, (2) retain any excess business holdings as defined in § 4943 of the Internal Revenue Code, (3) make any investment that would subject the Corporation to tax under § 4944 of the Internal Revenue Code, or (4) make any taxable expenditure as defined in § 4945 of the Internal Revenue Code. Each reference to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

#### **Section 5: USE OF CORPORATION FUNDS**

The Board of Directors, except as hereinafter limited, shall have the power and authority and is directed to distribute from time to time exclusively for charitable, religious, scientific, literary, or educational purposes, or any or all of them, each year such amounts of income of the Corporation as it in its discretion may appoint, order, or direct. The Board of Directors shall distribute the income of this Corporation for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Internal Revenue Code of 1954, as amended, or corresponding provisions of any subsequent federal tax law.

### **ARTICLE III. MEMBERSHIP**

#### **Section 1: ADULT MEMBERSHIP IN THE COMMUNITY**

All adults who have completed a three-day experience (hereinafter “Walk to Emmaus”) sponsored by the Emmaus Community shall be members of the Emmaus Community. Persons who have made a three-day walk to Emmaus or a similar three-day Christian retreat that is sponsored by another community affiliated with the International Emmaus Program of the Upper Room, Nashville, Tennessee, including, but not limited to, Cursillo, Via de Cristo, Tres Dias, or Kairos, may become members of the Emmaus Community by participating in the activities of the Emmaus Community and notifying the Community Lay Director of the Emmaus Community of their interest to be members.

#### **Section 2: TEEN MEMBERSHIP IN THE COMMUNITY**

All teenagers who have completed a three-day experience sponsored or recognized by an Emmaus Community shall be members of the Emmaus Community.

## **ARTICLE IV. BOARD OF DIRECTORS**

### **Section 1: RESPONSIBILITY OF THE BOARD**

**Direction of the Community shall be vested in the Board of Directors.**

### **Section 2: COMPOSITION OF THE BOARD**

**The Board of Directors shall consist of three (3) classes of five (5) members and the Community Spiritual Director. Board members are expected to be active in their local church, reunion group, and Community gatherings.**

### **Section 3: TERMS OF OFFICE**

**Each elected class will serve for three years. Board members cannot be elected to consecutive three-year terms. No individual shall be named or elected as a Board member without his/her prior consent. Board members shall hold office for three (3)-year terms commencing January 1 following said election except that any Board members may be removed from office at any time as permitted in the Articles of Incorporation and these Bylaws. The number of Board members may be increased or decreased at any time by amendment of these Bylaws. No reduction in the number of Board members shall have the effect of shortening the term of any incumbent Board member.**

### **Section 4: ELECTION OF DIRECTORS**

**A class of five (5) members will be elected to the Board by the Community. A ballot will be distributed to the Community before November 10 requiring ballots to be submitted no later than November 20. Those elected will take office beginning January 1. Each class will consist of one (1) member of the clergy, and four (4) members of the laity.**

### **Section 5: ELECTION OF BOARD OFFICERS**

**Officers will be elected annually by the Board of Directors at the January meeting for a one-year term of office effective upon their election by the Board.**

**Officers shall be the Chairperson, who is also known as the Community Lay Director, an Assistant Community Lay Director, Secretary, and Treasurer, and in cases of absences, will chair the meetings in this order.**

**A Board member may serve as the Community Lay Director for a maximum of two consecutive years, unless it would extend his/her term of office on the Board. After serving for two consecutive years, the Community Lay Director may not succeed himself/herself.**

#### **Section 6: MEETINGS OF THE BOARD**

The Board shall meet in regular meetings on the fourth Monday of each month unless canceled or date changed by prior agreement of the Board. Special meetings may be called by the Community Lay Director at his/her discretion, or when requested by nine (9) of the members of the Board. Every attempt shall be made to contact all members of the Board in sufficient time for them to attend the special meeting.

#### **Section 7: QUORUM**

Nine members of the current Board of Directors at a duly called meeting shall constitute a quorum.

#### **Section 8: EX OFFICIO BOARD MEMBER**

In the event the term of the current Board member serving as Community Lay Director expires, he/she shall serve the immediately following year on the Board as an ex officio member with voting privileges.

#### **Section 9: REMOVAL AND VACANCIES**

The Board of Directors may remove one (1) or more Directors with or without cause, unless the Articles of Incorporation provide that Directors may be removed only with cause. A Director may be removed by the Board only at a meeting called for the purpose of removing him, and the notice of the meeting must state that the purpose, or one (1) of the purposes of the meeting, is removal of the Director. Unless the Articles of Incorporation require a greater number of votes, a Director may be removed if the number of votes cast to remove him constitutes a majority of the votes entitled to be cast at a meeting for the election of Directors. Two (2) absences per year from the Board of Directors meetings without notifying the Community Lay Director prior to the meeting will constitute self withdrawal from the Board. The Board will consider each withdrawal on its own merits.

The Community Lay Director will nominate to the Board, for their election, a person to fill any vacancy. If the majority of the Board does not elect the person nominated, nominations from the Board will be made and voted upon by the Board until such vacancy is filled. Persons so elected to the Board are eligible for election by the Community at a regular annual election.

If the Directors remaining in office constitute less than a quorum of the Board of Directors, they may fill the vacancy by the affirmative vote of a majority of the Directors remaining in office. A vacancy that will occur at a specific later date, whether by reason of a resignation effective at a later date or otherwise, may be filled before the vacancy occurs, but the new Director may not take office until the vacancy occurs.

## **Section 10: SPIRITUAL DIRECTOR**

**The Board of Directors shall select the Community Spiritual Director annually. The term of office shall begin with election at the November meeting. The Community Spiritual Director can be one of the three clergy already on the Board, or may be chosen separately from the Community at large. The Community Spiritual Director may serve a maximum of two consecutive terms, but cannot succeed himself/herself after the second term.**

**The Community Spiritual Director may be replaced during the term of office by ten (10) affirmative votes, plus ratification by the International Spiritual Director of the Walk to Emmaus, who shall not be a voting member of the Board for purposes of removing the local Community Spiritual Director.**

## **ARTICLE V. COMMITTEES**

### **Section 1: STANDING COMMITTEES**

**The Board of Directors shall name Board members to coordinate the work of each of the following standing committees: worship, registration and housing, set-up and clean up, agape acts, kitchen, book table, candlelight, group reunion and follow up, newsletter, supplies, prayer vigil, speakers chapel, refreshments (snack agape), gatherings, luggage and bed making, sponsors hour, and closing. The Community Lay Director shall be an ex-officio member on all standing committees with voting privileges.**

### **Section 2: NOMINATING COMMITTEE**

**The Community Lay Director shall appoint a three (3)-person nominating committee to report to the full board at the October meeting with a recommended list of names to be considered to serve as Board members with the election to be in November.**

## **ARTICLE VI. WALK TO EMMAUS**

### **Section 1: MANUAL COMMUNITY**

**The Community shall follow the "Upper Room Handbook on Emmaus" by Stephen D. Bryant and Richard A. Gilmore distributed by The International Emmaus Movement, The Upper Room, Nashville, Tennessee, hereinafter referred to as "The Manual."**

### **Section 2: BOARD OVERSIGHT**

**The Board shall appoint a Designated Board Representative for each walk. The Board shall also appoint a Background Board Representative. The Board shall have general oversight in all matters relating to the Community Walk to Emmaus. To assure that Walks are conducted in accordance within**

the established model used by the New River Valley Community, and in compliance with the Manual, the Board will appoint one Board member who is not a team member, to each walk. The responsibilities of this Designated Board Representative shall be as described within the Manual, and he/she will in no way give any direction or instructions to team members. Any interaction with the team or background servants by the Designated Board Representative shall be through the weekend Lay Director.

The Background Board Representative serves to ensure that all background functions are in line with the Upper Room Handbook Of Emmaus, the manuals for each support area, and the New River Valley Emmaus traditions.

### **Section 3: WALK LAY DIRECTOR**

The Board of Directors shall choose a Lay Director for each NRV Walk to Emmaus, who will be contacted by the Community Lay Director to determine the willingness to serve. To facilitate this selection without extraordinary communications or meetings, a priority-ordered list of possible candidates will be agreed upon by the Board for the Community Lay Director. If the priority-ordered list is exhausted without a selection being made, the Community Lay Director will call a special meeting.

The selected Walk Lay Director shall enter into a covenant with the Board, and will indicate his/her commitment to following the model established by the Manual. Subsequent to the Walk, the Lay Director shall have a meeting of the team involved in that walk, for the purpose of debriefing the walk, in order to profit from "lessons learned." A written report of this debriefing shall be submitted to the Board.

### **Section 4: TEAM SELECTION COMMITTEE**

The Team Selection Committee shall be as described in the Manual. The entry level for the classroom shall be an Assistant Table Leader, except for musicians and clergy. With prior approval of the Board, members from other communities may enter the classroom at a higher level. The team selection should follow as closely as possible the 1/3, 1/3, 1/3 guidelines (1/3 new to the classroom, 1/3 somewhat new to the classroom, and 1/3 highly experienced). The Team Selection Committee should give special consideration to persons who have made and served a three (3)-day commitment in the background during Emmaus Walks. Persons are strongly encouraged to serve in the background before serving as members of the classroom team.

### **Section 5: WEEKEND HEAD SPIRITUAL DIRECTOR**

The weekend Head Spiritual Director is selected by the Board with recommendations from the Community Spiritual Director. This clergy has primary responsibility for the spiritual direction of the walk and is

responsible directly to the Board. To facilitate this approval without extraordinary meetings or communications, a priority-ordered list will be prepared by the Community Spiritual Director for the Board, to be used by them in making the approval. The head clergy for a Walk to Emmaus weekend must have teamed on at least two (2) previous walks as an Assistant Spiritual Director under the leadership of and experienced Spiritual Director, have given at least two (2) different grace talks, and have been in attendance as an Assistant Spiritual Director for a full 72-hour walk weekend.

The weekend Spiritual Director will meet with the weekend Lay Director and the Team Selection Committee to recommend four clergy for the team – at least one resident Assistant Spiritual Director and one clergy for each Grace talk. The final decisions are the responsibility of the Board. The selection of the Assistant Spiritual Directors should follow as closely as possible to the 1/3, 1/3, 1/3 guidelines.

#### **Section 6: PILGRIM SPONSORSHIP**

Pilgrims for a Walk to Emmaus must be sponsored by a member of the NRV Community or a sister community, and should be at least 18 years of age. Sponsorship should follow the guidelines established in the Manual “Walk to Emmaus.”

### **ARTICLE VII. AMENDMENT**

- Section 1:** Proposed amendments to these bylaws must be submitted by a Board member to the entire Board at least one (1) month in advance of action being considered by the Board.
- Section 2:** A 3/4 vote in the affirmative of all members present is required for consideration of the change.
- Section 3:** The Lay Director will direct that the proposed change be distributed to the Community asking for comments within 30 days after the mailing.
- Section 4:** The Board will consider the comments from the Community. After consideration, a 3/4 vote in the affirmative of all members present will be required to approve the amendment.
- Section 5:** The Community will be informed of the changes to the bylaws.

### **ARTICLE VIII. RATIFICATION**

The bylaws shall take effect immediately upon approval of the Board.