

***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

**BY-LAWS OF  
THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.**

**ARTICLE I: NAME**

This organization is incorporated under the name, Central Alabama Emmaus Community, Inc. (hereinafter referred to as the “Community”).

**ARTICLE II: PURPOSE**

Section 1. The objective of the Community shall be to inspire, challenge, and equip church members for Christian action, in their homes, churches, places of work, and the world community through the Emmaus experience.

1.1a To inspire, challenge and equip local church members and youth for Christian action in their homes, schools, churches and places of work.

1.1b Notwithstanding any other provisions of these Articles, the purposes for which the Community (incorporated on June 2, 1993) is organized are exclusively charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 of the corresponding provision of any future United States Internal Revenue law.

Section 2. The Community is affiliated with the International Emmaus Program of the Upper Room, Nashville, Tennessee.

Section 3. The Community is irrevocably dedicated to and operates exclusively for nonprofit purposes; no part of the income or assets of the Community shall be distributed to, nor ensure to the benefit of any individual.

Section 4. In recognition of its ecumenical nature, all activities conducted by the Central Alabama Emmaus Community shall be conducted in such a manner as to encourage Ecumenism and avoid discrimination against any Christian belief.

**ARTICLE III: BOARD OF DIRECTORS**

**Section 1. MANAGEMENT.**

The business and property of the Community shall be managed and controlled by the Board of Directors. Such management and control shall include the determination of all policies governing the conduct of the Community by the promulgation of such policies and rules as may be deemed necessary by the Board for effectively carrying out the business and affairs of the Community.

***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

Section 2. ELECTION AND TENURE OF THE BOARD OF DIRECTORS.

2.1a. The Board of Directors shall consist of twelve to fifteen lay members and three to four clergy. This number may be expanded as the need arises by vote of the Board. Any person who is a member of Central Alabama Emmaus Community is eligible to be elected to the Board as a lay member of the Board following the policies established by the Board of Directors. Clergy elected must meet qualifications to serve as a Spiritual Director and/or an Assistant Spiritual Director established by the Upper Room.

2.1b. For purposes of this document, a "member" is defined as a person whose name is on the roster of active members of the Central Alabama Emmaus Community and/or another Fourth Day Walk recognized by the Upper Room and transferred from that community.

2.2 Directors will serve a three-year term. Terms will be staggered so that approximately one-third of the Directors will rotate off the board annually.

2.3 When a vacancy occurs on the Board of Directors; whether by resignation or otherwise, the vacancies shall be filled by election by the remaining members of the Board of Directors. All newly elected Directors shall serve a three-year term if the vacancy arose because of the expiration of a previous Director's term of office: if the vacancy arose otherwise, such newly elected Director shall serve for the remainder of that person's term with respect to whom the vacancy occurred.

2.4 Upon the expiration of the term of a Director, a period of one year must pass before that person may be reconsidered for service on the Board of Directors. In the event a Director was appointed by the Board to fill a vacancy mid-term, the appointed Director shall be eligible to run for election to the Board for the term immediately following the completion of the term to which he or she was appointed.

2.5 It is the intent that the Board will consist of a minimum of two (2) representatives from each Central Alabama Emmaus Cluster. In the event that a cluster does not submit for consideration an eligible candidate, the vacancy can be filled with a candidate from another cluster, which already has representation of two (2) Board Members.

Section 3. REMOVAL OF BOARD MEMBERS FOR CAUSE.

A member of the Board of Directors may be removed for cause.

Cause shall be defined as:

a. Any Board Member missing two (2) consecutive meetings, without cause, shall receive a verbal or written warning from the Lay Director. If the third consecutive meeting is missed, without cause, the Director shall be subject to removal.

b. Any Director failing to fulfill his/her duties as a Board member shall be subject to removal by a majority vote of the entire the Board of Directors.

## ***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

c. Any Director subject to removal may only be removed by a two thirds (2/3) vote of the Board of Directors.

### **Section 4. MEETING OF BOARD AND MEETING PLACE.**

4.1 The Directors may hold their meetings at any place as they may determine.

4.2 Regular meetings of the Board shall be held monthly except months when no Walks are held. The Community Lay Director (LD) and any six members of the Board acting in concert may call special meetings.

4.3 The monthly meeting of the Board shall take place on the third Sunday of each meeting month if not a legal holiday. If said day is a legal holiday, then the monthly meeting shall take place on the following Sunday.

4.4 a. The Lay Director will announce the agenda for each scheduled meeting and publish them on the Community website or by other means as deemed appropriate by the Board of Directors.

4.4b. Notice of special meetings will be given at least seven (7) days prior to the date of the meeting. This notification can be written, verbal or electronic.

4.5 Quorum. At all meetings of the board, where policy of the community is to be determined, the presence of not less than fifty percent (50 %) of the Directors shall constitute a quorum. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise be specified in these By-Laws.

### **Section 5. THE BOARD OF DIRECTORS' LAY DIRECTOR.**

At the November meeting, the Board of Directors shall elect a Lay Director of the Board, (hereinafter referred to as "LD"), who shall service a one year term beginning the January 1 of the next calendar year and expiring January 1 of the subsequent year. The LD shall preside at all meetings of the Board of Directors. The LD shall advise the Board of Directors and the Executive Committee of all matters concerning the affairs of the Community and shall have the authority to sign official documents and instruments of the Community.

## **ARTICLE IV: MEMBERSHIP**

### **Section 1. GENERAL.**

1.1 For purposes of this document, a "member" is defined as a person whose name is on the roster of active members of the Central Alabama Emmaus Community and/or another Fourth Day Walk recognized by the Upper Room and transferred from that community

1.2 Each member of the Community shall be entitled to one (1) vote on each matter that is submitted to a vote of Community members.

## ***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

1.3 Members shall be placed on mailing lists for general information purposes and be entitled to attend general receptions and programs sponsored by the organization.

1.4 Membership in the Community is nontransferable and non-assignable. A member may request termination of their membership by written request provided to the Secretary.

1.5 Any member may submit a nomination of a person to serve as a member of the Board of Directors to the Nominating Committee.

1.6 Action shall be taken by the members when a majority of the votes cast by mail or electronically are in favor of such action, provided, however in votes for election of Directors where more than one person receives votes for a specific position, the person receiving the highest number of votes (even if not a majority) shall be deemed elected. The Board of Directors shall establish the procedures for elections.

### **ARTICLE V: OFFICERS OF THE BOARD OF DIRECTORS**

#### Section 1. COMPOSITION.

The officers of this Community shall be:

1. Community Lay Director (LD)
2. Assistant Community Lay Director (ALD)
3. Community Secretary (elected by the community and appointed to this position by the Board and has voting rights.)
4. Community Treasurer (appointed to the Board based on knowledge and skills in the area of accounting and does not have voting rights.)
5. Community Spiritual Director (SD)
6. Immediate Past Community Lay Director (non-voting member of the Board of Directors)

In addition, the Board of Directors may elect an Assistant Secretary, Assistant Treasurer, one or more additional Assistant Lay Directors as needed to carry out the business of the Community.

#### Section 2. EXECUTIVE COMMITTEE

There shall be an Executive Committee of the Board of Directors consisting of the Lay Director, Assistant Lay Director, Secretary, Spiritual Director, the past Lay Director, and the Treasurer as an ex-officio member. The executive committee shall manage the business and affairs of the Community between meetings of the Board of Directors when, in the opinion of the executive committee, a special meeting of the Board is not necessary or when a meeting of the Board cannot be held within the time constraints required. A majority of the members of the executive committee shall constitute a quorum of any meeting for the transaction of business and any action of a majority of such a quorum shall be binding. The business of the executive committee may be conducted in a face-to-face meeting or via any acceptable electronic means available.

***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

Section 3. ELECTION.

All officers of the Community shall be elected annually by the Board of Directors at its October Meeting and they shall hold office for a term of one year, or until their successors are duly elected and qualified. The Secretary will hold office for the term of their appointment to the Board. The Treasure has no term limit at this time.

Section 4. DUTIES OF OFFICERS.

The duties and powers of the officers shall be as follows:

4.1 LAY DIRECTOR

4.1a. The LD shall be the chief administrative officer of the Community and shall serve at the pleasure of the Board of Directors.

4.1b. The LD shall execute the policies and decisions of the Board of Directors; shall originate and plan activities for approval of the Board; shall direct and supervise the development and operation of program activities of the Community.

4.1c. The LD shall recommend for Board approval the employment and discharge of any staff personnel. The LD shall supervise such staff personnel and volunteers as is necessary to the performance of the program activities; shall solicit the assistance of persons and organizations to further the work of the Community; shall prepare and present budgets for approval of the Board of Directors; shall maintain record of the Community; shall represent the Community in its relations with other organizations; shall interpret the Community and its activities to the general public and to interested agencies and individuals; shall undertake such training and research which will accrue to the benefit of the Community and its work; and shall provide continuous evaluation of the administration of the Community.

4.2 ASSISTANT LAY DIRECTOR

The ALD shall act in the LD's stead when the LD is unable to act.

4.3 TREASURER

The Treasurer shall be responsible for collecting, receiving and disbursing funds of the Community, endorse and collect all checks and negotiable instruments, and keep full and accurate account of all the receipts and disbursements of the Community, subject at all times to the review by and control of the Board of Directors.

4.4 SECRETARY

The Secretary shall maintain all records of the Community, except as they shall have been vested in other officers, and shall perform such duties as are incident to that office or are required by the Board of Directors.

## ***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

### **4.5 SPIRITUAL DIRECTOR**

The Spiritual Director of the Community shall be selected annually by the Board of Directors and can be re-elected for additional years. The Spiritual Director is given oversight of the theological issues of the Community. He or she selects the clergy who serve during weekend Walks to Emmaus and reports to the Board of Directors.

### **ARTICLE VI: THREE-DAY WALK**

Section 1. The Central Alabama Emmaus Community follows the three- day (72 hour) Walk to Emmaus in accordance to the guidelines defined by the International Director of the Walk to Emmaus as presented in The Upper Room Handbook on Emmaus.

#### Section 2. Board Oversight

2.1a. The Board of Directors of the Community appoints a "Board Representative" who acts as the eyes and ears of the Board to ensure that the three-day walk is conducted in accordance to the guidelines of the Upper Room. The Board Representative must have served or is currently serving on the Board of Directors for the Community. The Board Representative will also have served either as a Conference Room Lay Director or as an Assistant Lay Director. The Board Representative observes and evaluates not only the compliance aspects of the walk, but also the personnel (laity and clergy) who serve as the leadership of the walk. At the conclusion of the walk, the Board Representative submits to the Board of Directors a written report.

2.1b. Those serving in the conference room as well as those serving in support team areas are trained by a team of "certified" trainers who have been a previous weekend Lay Directors. The nature of the training for the Conference Room stresses the guidelines found in The Upper Room Handbook on Emmaus, Director's Manual, and Team Manual. The training of for each of the Support Areas focuses on the specifics of the support area as well as the Silent Servanthood model found in The Upper Room Handbook on Emmaus.

2.1c. The Community Spiritual Director maintains a list of Board-approved clergy who are qualified to serve as a weekend Spiritual Director according to the qualifications set forth in the manual for the Spiritual Director from the Upper Room. The Community Spiritual Director also maintains a list of qualified and Board-approved clergy who may serve as Assistant Spiritual Directors.

2.1d. The weekend LD is chosen by the Team Selection Committee following guidelines approved by the Community Board of Directors. The name is then submitted to the Board for approval. The LD is trained by a team of "certified" trainers who are also past Lay Directors. The team consists of the Team Selection Chairperson, Community Lay Director, Community Spiritual Director and two "certified" team members.

***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

2.1e. The Team Selection Committee consist of a Chairperson, who currently serves on the Board of Directors, the Community Lay Director, Community Spiritual Director and eight to ten additional members of the Community. Community members serving on the Team Selection Committee will be elected following procedures established by the Board of Directors. Every effort should be made to make this a gender- balanced committee. The Team Selection Committee will follow the guidelines that are established by the Community Board of Directors for selecting of the LDs, ALDs, TLs, and ATLs and in compliance with the requirements of the Upper Room.

2.1f. The Team Selection Committee Chairperson and the Community Spiritual Director presents the names of the laity chosen to serve on a weekend walk to the Community Board. The Community Spiritual Director selects the weekend Spiritual Director following the guidelines established by the Board of Directors and the Upper Room. The weekend Spiritual Director then selects weekend Assistant Spiritual Directors from a list of approved Assistant Spiritual Directors.

**ARTICLE VII: MISCELLANEOUS**

**Section 1. CONTRACTS AND OTHER OFFICIAL DOCUMENTS.**

The Board of Directors may authorize any officer, member or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Community, and such authority may be general or confined to the specific instance; unless so authorized by the Board of Directors. No officer, agent or employee shall have any power or authority to bind the Community by any contract or engagement, or to pledge its credit, or render it liable peculiarly for any purpose or for any amount.

**Section 2. PERIOD OF ACCOUNTING AND REPORTING.**

The financial year of the Community shall be from January 1st to the following December 31st. Records will be kept and reports made to the Monthly Meetings of the Board of Directors. Annually the Treasurer will submit the financial books of the Community to approved Board Members for audit.

**Section 3. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS OR ASSETS.**

3.1 No director, officer or employee of or member of or any person connected with the Community, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Community, provided that this shall not prevent the payment of such reasonable compensation to any such person for professional services rendered to or for the Community, in effecting any of its purposes as shall be fixed by the Board of Directors; but no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Community.

## ***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

3.2 All Directors and Officers of the Community shall be deemed to have expressly consented and agreed that upon such dissolution of the Community affairs, whether voluntary or involuntary, the assets of the Community then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, of the Federal, State, or local government of or exclusively for public purposes.

### **Section 4. SCHOLARSHIPS TO ATTEND THREE DAY WALK TO EMMAUS**

Scholarships are available as needed for attendance to CAEC Walk to Emmaus. These are available on a need basis and will only be granted consistent with the policies and procedures of the Community. The request for scholarships should follow the Policy and Procedures established by the Board of Directors.

### **Section 5. COMMUNITY WEB SITE, E-MAIL AND NEWSLETTER**

Internet web site and e-mail accounts have been developed for the purpose of communicating with and dissemination of information and conveying request for prayer to the entire community. At no time shall this means of electronic communication be utilized to solicit or promote events for the benefit of an individual or an entity outside of the Community that does not directly relate to the function of the Community.

### **Section 6. AMENDMENTS.**

The Board of Directors shall have the power to recommend the alteration, amendment or repeal of the By-Laws of the Community by affirmative two-thirds (2/3) vote of the Board, provided that the action is proposed at a regular or special meeting of the Board, and adopted at a subsequent meeting, except as otherwise provided by law. The community will be made aware of the Board approved changes via electronic means.

### **Section 7. Policies and Procedures**

The Board of Directors shall have the power to make, alter, amend or repeal policies and procedures by affirmative two-thirds (2/3) vote of the Board, provided that the action is proposed at a regular or special meeting of the Board, and adopted at a subsequent meeting, except as otherwise provided by law.



***BY-LAWS OF THE CENTRAL ALABAMA EMMAUS COMMUNITY, INC.***

**ARTICLE VIII INDEMNIFICATION**

Any person who at any time serves or has served as Lay Director, Board of Directors member, employee or agent of the Community shall have the right to be indemnified by the Community to the fullest extent permitted by the Alabama General Statutes Title 10A-3-1.01 et seq. of the Code of Alabama, 1975, (as such statutes are constituted at the time of the adoption of these by-laws and as amended in the future) against (a) reasonable expenses, including, but not limited to, attorney's fees, actually and necessarily incurred by him or her in connection with the defense of any threatened, pending or completed action, suit, or proceeding, in which he or she is made a party by reason of being or having been such member of the Board of Directors, Lay Director, employee or agent and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may become liable in any such action, suit, or proceeding; provided that this right to be indemnified by the Community shall in no event exceed that portion of the reasonable expenses and reasonable payments which is in excess of any and all available insurance proceeds.

The Board of Directors shall take all such actions that may be necessary and appropriate to authorize the Community to pay the indemnification required by this Article, including without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to him or her.

Any person who at any time after the adoption of this section serves in any of the previously mentioned capacities for or on behalf of the Community shall be deemed to be dealing or to have done so in reliance upon, and in consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to such person may be entitled apart for the provision of this section, or any By-Law agreement, vote of the Board of Directors or otherwise.