By Laws of the Emmaus of the Rockies Inc.

ARTICLE I. NAME

The name of this community shall be Emmaus of the Rockies, Inc., (EOTR) 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 the world community through the Emmaus experience.

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

ARTICLE III. MEMBERSHIP

All persons who have completed an experience of the Walk to Emmaus, Chrysalis, Cursillo, Tres Dias, or similar three-day event may become a member by participating in the activities of the Community and asking the secretary or registrar of the community to include their names on the mailing list.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Purpose

Governance and management of the Community shall be vested in a Board of Directors.

Section 2. Composition

The Board of Directors shall consist of twelve (12) elected members of the community and the Community Spiritual Director(s), each of whom are voting members, and the past Community Lay Director who shall be an advisor to the board.

Section 3. Terms of Office

a. Laypersons on the board shall be elected by the Community members for three (3) year terms in three (3) classes, each class having four (4) members.
b. Board members cannot succeed themselves in consecutive terms. Previous Board members may run for a board position after being off the Board for one year.

c. Terms of office shall begin January 1 and shall terminate December 31, except for officers, who shall serve until election of new officers as provided in Article V Section 2.
d. The Community Spiritual Director(s) shall serve for a one-year term but may be re-elected by the board for as many consecutive terms as desired.

Section 4. Election of Board Members

a. Board members are elected by the community.
b. A standing committee (the Nominating Committee) chaired by the Community Lay Director and consisting of at least two (2) other members of the community, shall submit to the Board a slate of nominees for election each year to fill available board positions. The slate should include at least two (2) more names than the number of board positions available to be filled.
c. The ballot shall be provided to the Community members as part of the newsletter and shall be available no later than October 1 of each year.
d. Ballots are to be received by the board no later than the Friday preceding the November board meeting.
e. The four nominees with the highest number of votes will be elected.
f. The board may elect persons, upon nomination by the Community Lay Director, to fill a vacant term until the next regular election for that term. Such persons are eligible for election to a full term by the Community at such regular election. (See Article IV, Section 3b).

Section 5. Removal of a Board member

If a board member is absent from two (2) meetings of the Board of Directors in a calendar year without being officially excused prior to the meeting being missed; or in the opinion of the board, is not carrying out his/her duties satisfactorily, the status of the board member may/shall be reviewed by a committee consisting of the Community Lay Director and the community Spiritual Director(s). After contacting said board member to ascertain the continued interest in or ability to serve in the current position on the board, the committee may recommend to the board of Directors that the board member be discharged from his/her duties or otherwise be reassigned on the board. If the Board of Directors concurs by a 2/3 vote of the active Board of Directors (excluding the member in questions), the board member may/shall be replaced under the provisions of Article IV, Section 4f of this document.

ARTICLE V. OFFICERS OF THE BOARD

Section 1. Officers

a. **Officers of the Executive Board** shall be the Community Lay Director, Secretary, Treasurer, Registrar and Community Spiritual Director(s). In case of absences will chair meetings in this order. Officers can accept responsibility for a work area/committee in addition to the elected position on the board.
b. **Community Lay Director**: shall be the chief officer of the board and a voting member. The Community Lay Director shall:
    1. Preside at all meetings of the Board of Directors and the Executive Board and shall coordinate and prepare the agendas;
    2. Appoint the chairpersons and members for all committees;
    3. Conduct the business affairs of the board, up to and including having authorization for receipt of funds and disbursement of funds as approved by the Executive Board;
    4. May have joint signature authority with the Treasurer, and any other designated Board member(s), for disbursement of funds;
    5. Oversee the activities of all committees and shall be given notice of and have the right to atte3nd all committee meetings (ex-officio member of all committees);
    6. Maintain the Certificate of Incorporation;
    7. Ensure competent management of the Board/Community membership and set specific goals and objectives;
    8. Identify and mentor future leaders of the Community;
    9. Be responsible for and encourage communications with the Emmaus Community; and
    10. Perform such other duties as authorized by the Executive Board.
c. **Secretary**: shall maintain documented record of all official Board/Community business. The secretary shall:
    1. Maintain and be the custodian of all records, written reports of officers and committees.
    2. Attend Executive Board meetings and record the minutes.
    3. Act as official correspondent for the Board.
    4. Perform such other duties as authorized by the Executive Board.
d. **Treasurer**: shall be the financial custodian overseeing the Community's financial condition, making appropriate recommendations for any action required. The Treasurer shall:
    1. Record all receipts and keep all supporting documentations; itemize all receipts on a deposit slip and deposit regularly.

2. Record all expenditures and keep all supporting documentation. Checkbook is to be reconciled with monthly bank statements.
3. Have joint signature authority with the Community Lay Director or designee for disbursements of funds.
4. Make/provide a written financial report to the Executive Board monthly and present the membership with an annual financial report.
5. Ensure preparation of an annual income Tax Report.
6. Perform such other duties as authorized by the Executive Board.

Section 2 Election of Officers

Officers shall be elected annually by members of the Board of Directors (who will be continuing on the board for the following year) at the final meeting of the year for a one-year term of office. They may be re-elected to the same office if they are directors. New officers shall be considered installed at the close of that meeting and shall be prepared to begin direction of the community on January 1 following. Incoming Board members will be required to attend the installation meeting unless excused.

Section 3. Spiritual Director

The Spiritual Director(s) of the Community shall be selected annually by the Board of Directors. Any board member may suggest names for Community Spiritual Director(s). Of the suggested persons, the one receiving the majority of votes by the board would be asked to be the Community Spiritual Director (CSD). The person receiving the second highest number of votes would be asked second, and so on. Term of Office shall begin January 1. The Spiritual Director(s) may be replaced during the term by two-thirds (2/3) vote of the Board of directors. Spiritual Directors shall be clergy persons.

ARTICLE VI. MEETINGS

Section 1. The Board shall meet monthly in regular meetings at the discretion of the Community Lay Director. A special meeting may be ordered by a two-thirds (2/3) vote of the active Board in a regular meeting or when called by the Community Lay Director.

Section 2. Quorum

At least two-thirds (2/3) of the active board must be present at any duly called meeting to constitute a quorum. When the Community Spiritual Director position is filled by a team of clergy, they shall have one vote.

Section 3. Voting

Votes by the board shall require an affirmative vote by two-thirds (2/3) of the quorum. If a quorum is not present the question may be sent out as an email vote to those not in

attendance. Votes cast in this manner will be indicated as such in the minutes of the current or next meeting as appropriate. If any board member wishes to cancel the email vote, the item will be tabled until the next meeting.

Section 4. Special Meetings

Special meetings shall be held when requested in writing by two-thirds (2/3) of the active Board, or when called by the Community Lay Director. Any special meeting called by the Community Lay Director or board members shall state a purpose for such meeting in writing, and the Community Lay Director shall notify each board member seventy-two (72) hours prior to the board meeting of such purpose.

Section 5. Two-thirds (2/3) as used in this document shall be defined as two-thirds of the active board or quorum rounded to the nearest who number when applicable.

ARTICLE VII. COMMITTEES

Section 1. The Board of Directors shall name board members to chair the following committees or combinations thereof, depending on the gifts/talents of board members. A Director may have more than one committee as determined by the Board.

- Registration
- Agape
- Prayer Vigil
- Book Table
- Facilities
- Fourth Day (Reunion Groups, Gatherings)
- Supplies/Trailer
- Newsletter Editor
- Music/Entertainment
- Education/Training
- Team Selection
- Garments
- Website
- Technology
- Nominating Committee
- Outreach

Section 2. Ex Officio Members

The Community Lay Director shall be an ex officio member, with voting power on all standing committees.

ARTICLE VIII. WALK TO EMMAUS

Section 1. Guidelines

The Community shall follow, to the best of our abilities, the guidelines of the Upper Room Walk to Emmaus program in the presentation of the three-day (72-hour) experience “Walk to Emmaus.” Refer to Director’s Manual, Team Manual, Upper Room Handbook and Coordinators’ Manual for guidance on The Upper Room Walk to Emmaus Program.

Section 2. Oversight

The Board of Directors shall have general oversight in all matters relating to the local Emmaus of the Rockies, Inc. Walk to Emmaus Community.

Section 3. Lay Director

The Board of Directors shall choose a Lay Director meeting the criteria as directed in the Upper Room Handbook on Emmaus for each Emmaus of the Rockies, Inc. Walk to Emmaus experience.

Section 4. Spiritual Director

The Weekend Spiritual Director for each Walk to Emmaus shall be selection by the Community Spiritual Director(s) in collaboration with the Board and subject to Board approval.

Section 5. Team Selection

The board shall establish two Team Selection Committees, one for the men’s walk and one for the women’s walk. Each Team Selection Committee shall include a board member who shall serve as chair/vice-chair, the community spiritual Director(s) whenever possible, and three (3) or four (4) members of the Emmaus Community who have broad awareness of the community membership and a solid understanding of team needs. Community members are invited by the Community Lay Director and/or Chairperson of the Team Selection committee.

ARTICLE IX. AMENDMENTS

Section 1. Amendments to these by-laws may be made by any community member by presenting such amendment to the board, a minimum of one month prior to being considered.

Section 2. Proposed amendments must pass a board vote by three fourths (3/4) of the Directors. Upon such approval by the Board of directors, the amendment shall be

sent to the community for vote by ballot. A minimum thirty (30) days will be given for community response with the deadline published on the ballot. The amendment must be approved by a majority of the community ballots received by the deadline to be adopted at the next Board of Directors meeting. The Bylaws as amended will be published in the Emmaus of the Rockies (EOTR) newsletter.

ARTICLE X. RATIFICATION

The By-Laws are to take effect immediately (unless otherwise specified in the amendment) upon certification of the Board that conditions set forth in Article IX, Section 2 have been met.