

BYLAWS of GREEN COUNTRY EMMAUS, INC

ARTICLE I: NAME

The name of this community shall be the Green Country Walk to Emmaus, Inc., hereinafter referred to as the “Community”.

ARTICLE II: PURPOSE

Section 1 Emmaus Experience

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

Section 2 Affiliations

This Community is affiliated with the International Office of Emmaus Ministries of the Upper Room in Nashville, Tennessee.

Section 3 Incorporation

The Community incorporated under the laws of the State of Oklahoma, on March 24, 1989, as an Oklahoma Not-for-Profit Corporation.

Section 4 Tax Status

This Community is an Oklahoma tax exempt entity and all donations to this organization are tax deductible.

ARTICLE III: MEMBERSHIP

Section 1 Emmaus

All persons who have completed a weekend experience of the Walk to Emmaus sponsored by an Upper Room Emmaus Community, and have indicated a desire to become active in the Community, shall be members of the Community.

Section 2 Fourth-Day Groups Recognized by the Upper Room

Persons who have completed a Chrysalis, Episcopal Cursillo, Kairos, LIFE, Presbyterian Cursillo, Roman Catholic Cursillo, TECH, Torch, Tres Dias, Via de Cristo and other fourth day groups recognized by the Upper Room may become members by participating in the activities of the Community and asking a member of the Board of Directors (hereinafter referred to as the “Board”) of the Community to include their names on the mailing list.

- Section 3 Membership Meetings
Annual meetings of the membership shall be held in January of each year, at a time and place to be selected by the Board.

ARTICLE IV: BOARD OF DIRECTORS

- Section 1 Purpose
Direction of the Community shall be vested in a Board.

- Section 2 Composition
- a. The Board shall consist of no less than fifteen (15) nor more than eighteen (18) elected laypersons, plus the Community Spiritual Director, the Chrysalis Board Chair and the Chrysalis Community Spiritual Director.
 - b. The immediate past chair of the Board shall serve as an ex-officio Board member.
 - c. The board chair of Chrysalis shall serve as an ex-officio Board member.

- 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.
 - b. Board members cannot succeed themselves in consecutive terms, a term being three (3) years, except as provided for in Article IV, Section 4e.
 - c. Board members shall not be eligible to be re-elected or appointed to the Board of Directors until three (3) calendar years have elapsed between terms.
 - d. The immediate past chair of the Board shall serve on the Board as ex-officio for one (1) additional year after their term.
 - e. The term of office shall begin January 1 and shall terminate December 31.

- Section 4 Election of Layperson Board Members
- a. Layperson Board members are elected by the Community.
 - b. The nominating committee shall submit to the Board a slate of nominees to elect to fill board vacancies for the upcoming year. The number of nominees to fill board vacancies shall be at least two more than the number of vacancies.
 - c. Ballots can be distributed to the Community through electronic methods, the newsletter and monthly gatherings and shall be available no later than October 1 of each year. Ballots may be received and remitted by the same methods.
 - d. Elections must be completed by November 1 of each year. The required number of laypersons with the highest number of votes cast shall be elected.
 - e. The Board may elect persons, upon nomination by the chair, 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.

- Section 5 Voting Privileges
- a. Each Board member has one vote.
 - b. Each ex-officio Board member has one vote.
 - c. The Chrysalis Community Spiritual Director is a non-voting member.

Section 6 Community Spiritual Director
The Community Spiritual Director shall be elected annually by the Board of Directors.

Section 7 Removal of Board Member
a. A Board member may be removed, for cause, by a three-quarter (3/4) majority vote of the entire remaining Board. A special meeting for that purpose may be called as provided in Article VI, Section 4. All votes for removal must be cast in person.
b. Any Board member who is absent from 3 consecutive meetings, or a combined total of four (4) meetings in one year shall be deemed to have resigned from the Board and his/her position shall be declared vacant.

ARTICLE V: OFFICERS OF THE BOARD

Section 1 Officers
Officers shall be the Chair (aka Community Lay Director), a Vice Chair, a Secretary and a Treasurer.

Section 2 Election of Officers
a. Officers shall be elected annually by the Board at the January meeting for a one (1) year term of office effective with the close of the January meeting.
b. Officers may be elected to succeed themselves for up to two (2) additional years.

ARTICLE VI: MEETINGS

Section 1 Regular Meetings
The Board shall meet monthly in regular meetings unless otherwise ordered by a two-thirds (2/3) vote of the Board in a regular meeting.

Section 2 Quorum
Ten (10) members of the Board present at a duly called meeting shall constitute a quorum.

Section 3 Chairing the Meetings
In the absence of the Chair, the meeting will be chaired by the Vice Chair, the Secretary or the Treasurer in this order.

Section 4 Special Meetings
a. Special Board meetings may be called by the Chair or when requested in writing by ten (10) members of the Board.
b. Notice of any special meeting called by the Chair shall state a purpose for such meeting in writing (through electronic methods or other devices) and the Chair shall notify each Board member no less than forty-eight (48) hours before the special meeting of such purpose.

ARTICLE VII: COMMITTEES

Section 1 Standing Committees

- a. The Board shall oversee the Standing Committees as listed in the Policies & Procedures Manual.
- b. Each Standing Committee shall be chaired by a Board member. The chair of the Standing Committee shall appoint the remaining members of the Standing Committee from non-Board members of the Community.

Section 2 Executive Committee

The Executive Committee is comprised of the Chair, Vice Chair, Secretary, Treasurer and Community Spiritual Director.

Section 3 Finance Committee

- a. The Finance Committee shall be appointed by the Executive Committee and shall be comprised of the Treasurer and up to two (2) non-Board members from the Community.
- b. The Board member who is not the Treasurer will chair this committee.
- c. Members of the Finance Committee shall be unrelated.

Section 4 Nominating Committee

- a. There shall be an ad-hoc committee known as the Nominating Committee.
- b. The Nominating Committee duties shall be to screen and nominate candidates for membership by election of the Community to the Board.
- c. The Nominating Committee shall be appointed by the Board Vice-Chair with the approval of the Board.
- d. The Nominating Committee shall include five (5) members, of which three (3) shall be non-Board members from the Community.
- e. The Nominating Committee shall be appointed prior to the August Board meeting and shall submit names by the September Board meeting.
- f. The Board Vice-Chair shall be an ex-officio member of the Nominating Committee.

Section 5 Team Selection Committee

- a. The Board shall establish a Team Selection Committee.
- b. The Team Selection Committee shall consist of the Board Chair, the Community Spiritual Director, two (2) members of the Board, current walk lay directors, and four (4) non-Board members from the Community who have a broad awareness of Community membership and a solid understanding of the team needs.
- c. The Board Chair shall be the chair of the Team Selection Committee.
- d. The Board members and the non-Board members from the Community are appointed by the Board Chair.
- e. One (1) Team Selection Committee shall serve for each paired set of Walks.

Section 6 Other Committees

The Board Chair may appoint other ad-hoc committees as needed with approval by the Board.

ARTICLE VIII: WALK TO EMMAUS THREE-DAY EXPERIENCE

- Section 1 The Upper Room Walk to Emmaus
The Community shall follow the guidelines of The Upper Room Walk to Emmaus program in the presentation of the 72-hour experience Walk to Emmaus.
- Section 2 General Oversight
The Board shall have the general oversight in all matters relating to the Community.
- Section 3 Walk Lay Directors
The Board shall choose a Lay Director for each Green Country Walk to Emmaus.
- Section 4 Walk Spiritual Directors
The Spiritual Director for each Green Country Walk to Emmaus shall be selected by the Community Spiritual Director subject to approval by the Board.
- Section 5 Team Members
All team members and alternates (lay and clergy persons) for each Green Country Walk to Emmaus shall be recommended by a Team Selection Committee to the Board for approval.
- Section 6 Clergy Members
The Team Selection Committee, as set forth in Article VIII, Section 5b, for each set of walks shall select nominees for clergy members of the team, subject to confirmation by the Community Spiritual Director and approval by the Board.
- Section 7 Team Vacancies
Substitution of team members due to unforeseen vacancies on a team require Board approval.
- Section 8 Board Members
 a. Board members should not serve on conference room teams during their term on the Board.
 b. The exception is the Board Representative for each team.

ARTICLE IX: CHRYSALIS

- Section 1 Chrysalis is the primary mission outreach of Emmaus to and with young people. The Emmaus Board of Directors will assist to facilitate the operation of Chrysalis as outlined in the Handbook of Chrysalis.
- Section 2 The Chrysalis Standing Committee/Board adopts operating policies and procedures that are in concert with the bylaws of the Emmaus Board of Directors.
- Section 3 Chrysalis develops its own Standing Committees.

Section 4 The Emmaus Board of Directors should have representatives to the Chrysalis Standing Committee/Board and Chrysalis should have representatives to the Emmaus Board of Directors. A representative to the Emmaus Board should be the chair of the Chrysalis Standing Committee/Board.

ARTICLE X: AMENDMENTS

Section 1 Proposed amendments may be presented in writing to the Board by any member of the Community one (1) month in advance of consideration by the Board.

Section 2 If the amendments are voted in the affirmative by a three-fourths (3/4) vote of the Board, they will be circulated to the membership through the Community newsletter or electronic methods. If no petitions objecting to the new amendments, and signed by at least twenty-five (25) community members, are received after sixty (60) days of the mailing, the amendments will be considered adopted. Any objections must be received within thirty (30) days of the receipt of the notification. If an objection petition is received, the amendment will be considered void.

Section 3 If the Board then wishes to submit the amendment to the entire Community for a vote, it may do so. It must be by written ballot and submitted within a thirty (30) day open voting period. A majority of the written votes cast by the membership will decide the matter.

ARTICLE XI: RATIFICATION

The Bylaws take effect immediately upon certification by the Board that a majority of the Community approves them.

APPROVED by votes of the Board and Community-at-Large and effective this ____ day of _____ 20____.

ATTESTS:

Board Chair

Board Secretary