

# **BYLAWS**

**of**

## **BIG BEND WALK TO EMMAUS**

### **ARTICLE I. NAME**

The name of this community shall be Big Bend Walk to Emmaus, hereinafter referred to as the Community.

### **ARTICLE II. PURPOSE**

**Section 1.** The object 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 National Emmaus Program of The Upper Room, Nashville, Tennessee.

### **ARTICLE III. MEMBERSHIP**

**Section 1.** All persons who have completed a weekend experience of the Walk to Emmaus sponsored by an Upper Room Emmaus Community shall be members of the Community.

**Section 2.** Persons who have completed a Walk to Emmaus or other Cursillo-type weekend may become members by participating in the activities of the Community and asking the Secretary or Registrar of the Community to include their names in the mailing list.

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

#### **Section 1. Purpose**

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

#### **Section 2. Composition**

The Board will consist of sixteen (16) voting members, 15 elected and one, the Treasurer, is appointed by the Board. Not more than three (3) of the voting members may be clergy. The Board also includes the following non-voting members--Community Spiritual Director, Registrar, and Webmaster.

#### **Section 3. Terms of Office**

a) Persons elected to the Board shall be elected by the Community members in three (3) year terms. Nomination procedures will be prescribed in writing as a standing rule by the Board. Election shall be determined by a majority or plurality of votes actually cast.

b) Board Members cannot succeed themselves in consecutive terms following a full three (3) year term.

c) Terms of office shall begin January 1 and shall terminate December 31, except for officers who shall serve until election of new officers in January as provided in Section 5.

**Section 4. Officers**

Officers shall be the Chairperson, Vice-Chairperson and Secretary; and in case of absences will chair meetings in this order. The Vice-Chairperson must be eligible to serve an additional year on the Board and serve as the Chairperson if elected to that post. Officers can accept responsibility of a Committee in addition to an elected position on the Board.

**Section 5. Election of Officers**

Officers shall be elected annually by the Board of Directors at the January meeting for a one-year term of office effective with the close of the January meeting.

**Section 6. 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 7. Quorum**

Eight (8) members of the Board of Directors present at a duly called meeting shall constitute a quorum.

**Section 8. Spiritual Director, Treasurer, Registrar, Webmaster (non-voting Board positions)**

The Spiritual Director, Treasurer, Registrar, and Webmaster of the Community shall be selected, either from within the Board or from the community, by the Board of Directors annually at the January meeting for a one-year term of office effective with the close of the January meeting. The Spiritual Director, Treasurer, Registrar and Webmaster may be replaced during their term by eight (8) affirmatives votes. The Treasurer can be a full voting member of the Board if approved by the Board.

**Section 9 Special Meetings**

Special Board meetings may be called by the Chairperson when requested in writing by ten (10) members of the Board.

**Section 10 Vacancies on the Board**

The Board may elect persons, upon nomination by the Chairperson, to fill vacancies until the next regular election. Such persons are eligible for election by the Community at such regular election.

**ARTICLE V. COMMITTEES**

**Section 1.** The Board of Directors shall name Board members to chair the following standing committees: Agape, Candlelight, Chrysalis, Gatherings, Kitchen, Literature, Logistics, Music, Newsletter/Outreach, Reunion Groups, Team Selection, and Training.

**Section 2.** The Chairperson of the Board will be an ex-officio member of all standing committees.

**ARTICLE VI. WALK TO EMMAUS**

**Section 1.** The Community shall follow the guidelines of the Upper Room Walk to Emmaus program in the formation of the three-day (72-hour) experience "Walk to Emmaus" as set forth in The Upper Room Handbook on Emmaus.

**Section 2.** The Board of Directors shall have general oversight in all matters relating to the Community.

**Section 3.** The Board of Directors shall choose the Lay Director for each Community Walk to Emmaus weekend.

**Section 4.** The Spiritual Director for each Community Walk to Emmaus shall be selected by the Community Spiritual Director after consultation with the Board.

## **ARTICLE VII. ACTIONS AGAINST OFFICERS AND DIRECTORS**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit, or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or serves or served at the request of the corporation as a director or as an officer of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement, actually or reasonably incurred by him or her in connection with such action, suit or proceeding, if the director acted in good faith and in a manner the director reasonably believed to be in, and not opposed to, the best interests of the corporation.

## **ARTICLE VIII. AMENDMENTS**

Proposed amendments may be presented to the Board by any member of the Board one (1) month in advance of consideration by the Board. If the amendments are voted in the affirmative by a three-fourths (3/4) vote they will be circulated to the membership by **electronic communication** and if no petitions signed by at least twenty-five (25) community members objecting to the new amendments are received, the amendments will be considered adopted.

Any objections must be received within sixty (60) days of the electronic communication sent to the community. If an objection petition is received, the amendment will be considered voided. If the Board then wishes to submit the amendment to the entire Community for a vote it may do so. A majority or plurality of votes cast by the membership will decide the matter.

## **ARTICLE IX. RATIFICATION**

The Bylaws are to take effect immediately upon approval by the Board.

Approved by the Board of Directors – January 2012