

# NATIONAL CAPITAL AREA EMMAUS, Inc.

## BY LAWS

Revisions Accepted February 2007

### ARTICLE I: NAME AND DEFINITION OF TERMS

#### Section 1. Name.

The name of the organization shall be National Capital Area Emmaus, Inc., (hereinafter called Emmaus or National Capital Area Emmaus).

#### Section 2. Definition of Terms.

- a. Chrysalis. A spiritual life experience for youth, modeled on the Emmaus movement. Chrysalis usually is organized and sponsored by an active Emmaus community. Chrysalis members attend and participate in gatherings as full members of the community.
- b. Cursillo. Spanish for “short course.” The forerunner weekend experience upon which Emmaus is modeled. The Catholic and Episcopal churches sponsor Cursillo movements.
- c. Emmaus Weekend. A 72-hour spiritual experience to develop Christian leaders for the local church and to enrich the Christian’s walk with the Lord.
- d. Fourth day. All the days following one’s three-day Emmaus weekend.
- e. Rector/Rectora. The lay person appointed by the Board to organize, lead, and conduct an Emmaus or Chrysalis weekend.
- f. Ultreya. A periodic, usually monthly, meeting of the Emmaus and Chrysalis communities, serving the purpose of gathering to worship, commune, fellowship, and conduct business.
- g. Spiritual Director. A Spiritual Director possesses the following four qualifications: has received education in theology and pastoral care, has been ordained by the church or is a licensed local pastor who has completed their formal course of study, is engaged in the practice of spiritual disciplines, and comprehends the vision of the Emmaus experience. *(These qualities are further explained in Kay Gray’s Spiritual Directors handbook, pages 11-13, 1997 Edition.)*
- h. Assistant Spiritual Director. An Assistant Spiritual Director possesses the same qualifications as Spiritual Director, with the exception that he or she may not be

authorized to serve the Sacrament of Holy Communion except in their specific ministries, such as in the case of a Deacon or local pastor.

## ARTICLE II: PURPOSE

### Section 1. Objective.

Emmaus is an ecumenical lay movement which seeks to develop Christian disciples supported by structured Christian environments.

- a. The movement works in parallel and in support of denominational Christian churches.
  1. It is made up of clergy and laity alike.
  2. It seeks to develop Christian leaders who will better serve their own local denominational churches.
  3. As an ecumenical movement, Emmaus seeks to focus on historic Christian beliefs expressed in the common framework of evangelical Protestantism, yet welcoming and supporting all people from all branches of the one holy universal apostolic Church of Jesus Christ.
- b. The focus of Emmaus is God as known in Jesus Christ and how that finds expression in the local church. The objective of Emmaus is to inspire, challenge, and equip local church members for Christian action in their homes, churches, and places of work. Emmaus lifts up a way for our grace-filled life to be lived and shared with others.

### Section 2. Strategy.

The works of the Emmaus movement use the principle of prayerful planning and guided interaction to develop leaders who will seek to Christianize their respective environments.

- a. The Emmaus movement trains Christian leaders for apostolic action/discipleship.
  1. Persons who are recognized as leaders or potential leaders under the guidance of the Holy Spirit are considered for attendance at an Emmaus weekend.
  2. These leaders are supported in their development through attendance at an Emmaus weekend and thereafter encouraged through participation in Fourth Day programs in the performance of their ministry.
- b. Faith in and commitment to Jesus Christ are held as the keys to successful Christian leadership, as well as living the life of grace.

### Section 3. Method.

The Emmaus movement employs the very elements it proposes for Christian life as its own methodology.

- a. Through love and acceptance, people are encouraged to reexamine their relationship with Jesus Christ.
- b. Through Christian support, men and women grow in understanding and application of what is fundamental to being a Christian.
- c. With growth through group reunions and gatherings, ministries become evident and Christians, now active and fully committed, become apostolic servants/disciples of Jesus Christ.

### Section 4. Operating Principles.

Emmaus shall be guided by the following operating principles:

- a. Emmaus shall be open to all Christian faiths and denominations.
- b. Emmaus is designed for adult men and women.
- c. An Emmaus weekend will introduce an individual to mechanisms, methods, and techniques of Emmaus for living the Christian life.
- d. An Emmaus weekend shall operate as follows:
  1. The Emmaus weekend will be approximately a 72-hour experience.
  2. Emmaus weekend participants will consist of both team and pilgrims. Pilgrims are individuals who have never experienced an Emmaus, Cursillo, Rainbow, Chrysalis, Kairos or similar type weekend. Team members are part of the Emmaus community as defined in Article III. Approximately 20-24 team members and 36-42 pilgrims will attend an Emmaus weekend.
  3. The leader of the Emmaus weekend shall be the Rector/Rectora. Two of the team members shall be clergy, one hereinafter called Lead Spiritual Director and the other hereinafter called Assistant Spiritual Director.
  4. Except for the possible exception of male Lead or Assistant Spiritual Director on a Female Weekend, or female Lead or Assistant Spiritual Director on a men's weekend, the team and pilgrims shall be of the same gender.
  5. Manuals, approved by the Board and provided to team members, will provide guidance with respect to the activities of the Emmaus weekend.

- e. The Fourth day is the continuing experience of Emmaus—continued growth in piety, study, action, and discipleship.

### ARTICLE III: THE EMMAUS COMMUNITY

Those persons who have experienced an Emmaus, Chrysalis, Kairos, Cursillo, or other similar weekend and wish to strengthen their Christian walk in obedience to the Lord Jesus Christ are members of the National Capital Area Emmaus community. There are no membership dues or other qualifications for membership in this community. Persons who have not experienced an Emmaus or similar weekend, however, are welcome to fellowship at ultreyas and other fourth day activities.

### ARTICLE IV: BOARD OF DIRECTORS

#### Section 1. Powers and Duties.

The powers and duties of the Board of Directors shall be:

- a. To provide overall policy direction on issues affecting Emmaus.
- b. To disseminate policy statements and information to the National Capital Area Emmaus community.
- c. To support and facilitate the activities of Emmaus as it seeks to accomplish the purposes reflected in Article II.
- d. To encourage and facilitate cooperation between Emmaus and local Christian churches.

#### Section 2. Membership of the Board of Directors.

The National Capital Area Emmaus shall have a Board of Directors consisting of ten(10) laypersons and two (2) clergy. Board members shall be members of the National Capital Area Emmaus. Half of the laypersons on the Board shall be male and half shall be female. Prior to nomination and election, board members shall have served on at least two local Emmaus teams and attended an Emmaus leadership workshop or Day of Deeper Understanding.

- a. Term of Office. Emmaus board members shall serve for a term of two (2) years beginning 1 January after their election, except for those individuals who are selected to fill vacancies on the Board. Those board members selected to fill a vacancy shall serve no more than three (3) years. All who serve on the Board must remain off the Board at least two (2) years before being eligible for election. Half of the board members shall be elected each year at the November Ultreya.

- b. Method of Election. A nominating committee of three (3) persons shall be selected by the Board for a one-year term commencing 1 March of each year and terminating February 28/29 of the following year. The nominating committee shall be responsible for the organization and conduct of the board election at the November Ultreya and shall attempt to assure fair and equal community representation on the Board.

The mechanics of the election process shall include the following:

1. The nominating committee, beginning 15 August of each year, shall receive from community members nominations for board membership, both clergy and laity.
2. Nominations shall be from persons who have agreed to have their names placed in nomination and agree that they meet minimum board membership requirements.
3. Nominations shall be submitted to the nominating committee no later than the September Ultreya in order to be on the absentee ballot which appears in the newsletter.
4. The nominating committee shall examine the nominations and ascertain if the nominee meets the board membership requirements and if the nomination is valid based on the criteria in item 2 above.
5. Valid nominees shall be placed on the ballot at the November Ultreya, which will be the time of election for new board members.
6. The nominating committee may add to the slate other nominees who meet board membership requirements as the Committee deems appropriate and desirable to assure fair and equal representation of the community, including ecumenical, inclusive of geographical considerations, and to ensure a slate of quality nominees. The nominating committee should place in nomination a list of nominees larger than the number of vacancies, with the possible exception of clergy vacancies.
7. The nominating committee shall advertise the slate of nominees and the time of election at the October Ultreya, and in the October and November newsletters.
8. Throughout the nomination and election process, the nominating committee shall not distinguish between candidates on the basis of manner of nomination.
9. Once announced, the list of nominees can be altered only by nominations of qualified candidates from the floor at the November Ultreya. Candidates nominated from the floor must be present at the November Ultreya.
10. The nominating committee shall not endorse any nominees for the Board, nor shall they advocate the defeat of any candidate.

11. The election shall be conducted by written ballot. An absentee ballot shall be published in the October and November newsletter, giving a full list of nominees and instructions for voting, including an announcement of a closing date for absentee ballots to be sent by mail. Other special instructions pertaining to the election shall be published in the November newsletter. All members of the Emmaus community are eligible to vote.

### Section 3. Officers of the Board.

The officers of the Board shall be the Lay Director, Assistant Lay Director, and two (2) Spiritual Directors.

- a. Spiritual Directors. Duly elected clergy members shall give spiritual direction to the Board. They shall advise Rectors/Rectoras or assist in the appointment of Spiritual Directors for individual teams. They are responsible for recruiting clergy to participate in monthly Ultreyas.
- b. Lay Director. The Lay Director shall be elected by the Board at a board meeting in the fall of the year. The Lay Director shall be a lay member of the Board. An individual may not serve consecutive years as Lay Director. Subject to the above restrictions, those board members eligible for election as Lay Director are those individuals who are on the Board in December and who will also be on the Board the following year. The term of the Lay Director shall run from 1 January through 31 December. The Lay Director shall preside at board meetings and shall be the spokesperson for the Board.
- c. Assistant Lay Director. The Lay Director shall appoint an Assistant Lay Director from among lay members of the Board. The term of the Assistant Lay Director shall be 1 January through 31 December. The Assistant Lay Director shall perform the duties of the Lay Director in his/her absence.

### Section 4. Appointed and Ex Officio Positions.

- a. The Lay Director, after consultation with and approval of the Board of Directors, shall appoint the following responsible persons: Board Secretary, Treasurer, Music Director, Newsletter Editor, Pilgrim/Team Application Chairperson, Pre-Emmaus Chairperson, Weekend Chairperson, Post-Emmaus Chairperson, Palanca Chairperson, Manuals Chairperson, Historian, Emmaus Extension Chairperson, Rector/Rectora Selection Chairperson, and other special committee heads as the Board may direct. All persons in appointed positions serve at the pleasure of the Board of Directors. The term of office of these appointments shall be from 1 February through 31 January of the following year. Appointments may be renewed at the discretion of the Board. Duties and responsibilities for appointed positions will be defined by the Board of Directors.

- b. Ex Officio members of the Board of Directors will include the Board Secretary, Treasurer, and Lay Director of the Chrysalis community (or his/her designated representative). Ex Officio members will not be included in calculating the quorum for meetings. Ex Officio members are non-voting representatives on the Board.

#### Section 5. Board Meetings.

- a. Regular Meetings. There shall be at least six (6) regular meetings of the Board annually. The time and place of the meetings shall be determined by the Lay Director at the start of his/her term of office. All board members shall be notified of changes to the time and place of regular meetings.
- b. Meeting Participation. Members of the Board may participate in board meetings by means of telephone, electronic or other communications technologies by which all board members participating may communicate with or simultaneously hear each other during the meeting. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting.
- c. Special Meetings. Special meetings may be called with written or electronic notice by the Lay Director or by six (6) board members.
- d. Closed Meetings. The Board may hold closed meetings if it is judged necessary in matters requiring privacy or special discretion.
- e. Quorum. Six (6) members of the Board of Directors present at a duly-called meeting shall constitute a quorum.
- f. Voting. Each authorized member of the Board shall have one (1) vote. No board member may act by proxy on any matter. A majority of those present and voting shall be required to pass any motion.
- g. Voting by E-Mail. E-Mail voting is permissible, provided that a copy of all correspondence is printed and made part of the minutes of such meeting, which would include the date, time, subject discussed and action taken, provided however, that a question presented for vote by e-mail shall be deferred until a further meeting of the Board if three (3) or more board members submit e-mail votes to “Defer the Question.” If on the first vote on any motion at least one (1) member of the Board submits an e-mail vote to “defer the Question” the Board shall be polled again and allowed to change their votes on the motion. All e-mail or telephone votes shall be reviewed and confirmed at the next regular meeting of the Board.
- h. Regular board meetings are open to all members of the Emmaus community. However, only board members are allowed to make motions and to vote. Persons in appointed positions in Emmaus who are not members of the Board can attend board meetings to report and to discuss matters of concern with the Board.

Section 6. Removal of Officers.

A board member may be removed for cause by an affirmative vote of nine (9) members of the Board; that board member must be given written notice at least thirty (30) days prior to the Board meeting when the vote is to be taken.

Section 7. Filling Vacancies.

If any vacancy shall arise on the Board, the Board may fill the vacancy by election of the Board. If vacancies occur in an appointed position, they shall be filled as indicated in Section 4. Persons appointed to fill vacancies shall serve the remainder of the vacant term and may be reappointed.

Section 8. Compensation.

Board members shall serve without compensation. However, members may be reimbursed for expenses incurred in the conduct of official board business, provided the expenses are approved by the Board.

ARTICLE V: PARLIAMENTARY PROCEDURE

The rules contained in the most current edition of Robert's Rules of Order shall govern parliamentary procedure in all cases where they are not inconsistent with these bylaws and any special rules of order Emmaus may adopt.

ARTICLE VI: AMENDMENT TO THESE BYLAWS

Proposed amendments must be presented to the Board one (1) month in advance and approved by eight (8) board members for presentation to the Community. Proposed amendments presented to the Community will be voted on at a regular Ultreya or called meeting of the membership no sooner than one (1) month after being advertised at a Ultreya and in the newsletter. A two-thirds (2/3) majority of those voting shall be required to adopt an amendment.

ARTICLE VII: INDEMNIFICATION

National Capital Area Emmaus shall indemnify and save harmless any and each and every officer, director, or former officer or director against any and all liability, loss, damages, costs, or expenses which may be incurred, suffered or be required to pay by reason of being or having been an officer or director, except in relation to matters as to which such officer or director shall be adjudged in action, suit, or proceeding, to be liable for gross negligence or willful misconduct in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those

indemnified hereby may be entitled under any agreement, by vote of the Board of Directors, statutes or otherwise.

## ARTICLE VIII: STANDING AND SPECIAL COMMITTEES

### Section 1. Standing Committees.

- a. Application/Selection Committee. This committee reviews pilgrim applications received for attendance at a weekend and selects those who will be accepted. The Pilgrim/Team Application Chairperson heads this committee.
- b. A Rector/Rectora Selection Committee. This committee will be composed of past Rector/Rectoras and Weekend Lay Directors of Emmaus weekends, who will prepare a list of not less than eight eligible candidates (four women and four men, all of whom have served as either Head Cha or Assistant Rector/Rectora or Assistant Weekend Lay Director, or Music Director on a previous weekend). This list will be submitted to the Board of Directors not later than 1 March in the year preceding the weekend in which these candidates may be called. The Board of Directors, by majority vote, will approve or disapprove recommended candidates to serve as Rectors/Rectoras for the coming year. An annual meeting of all Rectors/Rectoras may be held to provide input for consideration by the Board of Directors.

### Section 2. Special Committees.

The Board of Directors may create various special committees and appoint chairpersons for these committees as circumstances require.

## ARTICLE IX: FINANCIAL ADMINISTRATION

### Section 1. Fiscal Year.

The fiscal year of the National Capital Area Emmaus shall be 1 January through 31 December. This may be changed by resolution of the Board of Directors.

### Section 2. Checks, Drafts, Etc.

All checks, orders for payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers, or agent or agents, of the National Capital Area Emmaus and in such manner as shall from time to time be determined by resolution of the Board of Directors, or of any committee to which such authority has been delegated by the Board of Directors.

### Section 3. Deposits and Accounts.

All funds of the National Capital Area Emmaus, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories which are insured by an agency of the Federal government as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by the Lay Director or by any other officer or officers, agent or agents, of the National Capital Area Emmaus to whom such power may be delegated by the board. For the purpose of deposit and for the purpose of collection for these accounts, checks, drafts, and other orders of the Community may be endorsed, assigned, and delivered on behalf of the Community by any officer or agent of the National Capital Area Emmaus.

#### Section 4. Investments.

The funds of the National Capital Area Emmaus may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

### ARTICLE X: BOOKS AND RECORDS

Correct books of account of the activities and transactions of the National Capital Area Emmaus shall be kept by the Historian and Board Secretary. These records shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.