

# **BYLAWS OF THE WESTERN ROCKIES EMMAUS**

**Revised SEPTEMBER 23, 2023**

## **ARTICLE I: (NAME AND PURPOSE)**

Section 1 - The name of this community shall be Western Rockies Emmaus, hereinafter referred to as the Community.

Section 2 - 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 communities through the Emmaus experience.

Section 3 - This Community is affiliated with the National Emmaus Movement, The Upper Room, Nashville, Tennessee.

## **ARTICLE II: (MEMBERSHIP)**

Section 1 - All persons who have completed a weekend experience of the Walk to Emmaus or Chrysalis sponsored by the Western Rockies Emmaus Community shall be members of the Community.

Section 2- Persons who are members of other Emmaus, Cursillo, Kairos, Chrysalis or Tres Dias Communities may become members of the Western Rockies Emmaus Community by asking the Secretary of the Western Rockies Emmaus Community to include their names on the membership list.

## **ARTICLE III: (BOARD OF DIRECTORS)**

Section 1 - The Board of Directors has the responsibility for coordinating the activities of the Western Rockies Emmaus Community.

Section 2 – It is recommended that the Board consist of a minimum of fifteen (15) elected directors and the Spiritual Director of the Community, each of whom shall have one (1) vote on the Board. The Board should strive to have 5 clergy and 10 lay members on the Board.

Section 3 - Officers of the Board of Directors as identified in Article IV Section 3 shall have signatory power for legal documents for the Community.

Section 4 - Terms of office.

A. Directors shall be elected in three (3) classes of five (5) members, one of whom shall be clergy if possible, for each three-year (3) terms.

B. Each such elected class shall hold office for a three-year (3) term to succeed the outgoing class of five directors. Board shall strive to involve the WRE community in process of nominations and as

active members of the Board of Directors.

- C. The term of office shall begin January 1, and shall terminate December 31. Officers whose terms on the Board conclude December 31 shall continue to serve until election of new officers in January as provided in Article IV, Section 2.

Section 5 - Directors shall be elected by the current Board of Directors, nominations will be received from the community at large and names will be selected and published in September with the Board voting at the November meeting.

Section 6 - The Board shall meet bi-monthly in regular meetings. Special meetings shall be held when requested in writing by eight (8) - voting members of the Board, or when called by the Chairperson. Any special meeting, called by the Chairperson or requested by members of the Board, shall state a purpose for such meeting in writing. The Chairperson shall notify each Board Member no later than seventy-two (72) hours before the Board meeting of such purpose. Special meetings are limited to discussion of the stated purpose only.

Section 7 - A quorum shall consist of eight (8) voting members of the Board of Directors present at any regular or specially called meeting.

Section 8 - The immediate past Chairperson of the Board will serve as a voting member of the Board of Directors one (1) additional year or the normal term of class, whichever is longer.

Section 9 - In the event a vacancy should occur on the Board of Directors, the Board shall appoint from the pool of alternates, upon nomination by the Chairperson, an alternate to fill the vacancy until the term is finished, the person filling the unexpired term will still be eligible for re-election to a full-term, if re-nominated.

Section 10 - The Board of Directors shall name Board Members to chair the following standing committees: 1) Agape; 2) Education/Book Table; 3) Facilities; 4) Fourth Day/Reunion Groups/Gatherings; 5) Music; 6) Newsletter; 7) Prayer Vigil; 8) Registrar; 9) Supplies/Trailer; 10) Team Selection; 11) Tech & Website; 12) Manuals.

Section 11 - There shall be an additional committee known as the "Nominating Committee" which shall not be a standing committee of the Board of Directors. Such nominating committee's duties shall be to screen and nominate candidates for election to the Board of Directors. The Chair of the Nominating Committee shall be a Board Member and shall be elected by the Board in January. The Nominating Committee Chair shall select the committee by the May meeting. The committee shall include three (3) members, at least one (1) of such committee members shall be a member of the Community at large and not a current member of the Board of Directors. The

Committee shall submit nominee names for Board Member positions, for Board approval, by the September Board Meeting.

Section 12 - The Community Lay Director/Chairperson of the Board of Directors shall be an ex-officio member of all standing committees and nomination committees.

#### **ARTICLE IV: (OFFICERS)**

Section 1 - Officers of the Board of Directors of the Western Rockies Emmaus Community shall be 1) Community Lay Director/Chairperson; 2) Assistant Community Lay Director/Vice-chairperson; 3) Secretary; 4) Treasurer. In the absence of the Chairperson, responsibility for chairing the meeting will be respectively: the Assistant Community Lay Director/Vice-chairperson, the Secretary, and then the Treasurer. The offices of Chairperson/Community Lay Director, Assistant Community Lay Director/Vice-chairperson, Secretary, and Treasurer, shall be filled by elected Board Members.

Section 2 - Officers shall be elected annually by the Board of Directors at the January meeting. Responsibilities are transferred to the new officers elective with the close of the January meeting. Officers may be elected to succeed themselves.

Section 3 - The Community Spiritual Director and the Community Lay Director shall be elected by the Board of Directors annually. The term of office shall begin at the January Board Meeting.

#### **ARTICLE V (WALK TO EMMAUS WEEKEND)**

Section 1- The Community shall follow the guidelines of the National Emmaus Movement in the format of the three-day, (72 hours) experience "Walk to Emmaus".

Section 2- The Board of Directors shall have the general oversight in all matters relating to the Western Rockies Emmaus Community Walk to Emmaus.

Section 3 - The Spiritual Director for each Western Rockies Emmaus Walk to Emmaus shall be selected by the Spiritual Director of the Community and the Community Lay Director, subject to Board approval.

Section 4 - The Board of Directors shall choose a Lay Director for each Western Rockies Emmaus Walk to Emmaus.

Section 5 - The team and alternates (clergy and lay persons) for each Western Rockies Emmaus Walk to Emmaus shall be recommended by the

Team Selection Committee. The Committee shall be chaired by the Team Selection Committee Board Representative. Other committee members could include: the Chair of the Board or Board Representative designee; the Community Spiritual Director or designee; the Lay Directors of the last men's and women's Walk to Emmaus; the Lay Directors of the upcoming men's and women's Walk to Emmaus; former Heads of Support from the last men's and women's walks and the Upcoming Heads of Support; the Music Board Representative; the Heads of Music for the last men's and women's walks and the upcoming Heads of Music; two knowledgeable community members, one male and one female, chosen by the Chair of Team Selection.

## **ARTICLE VI: (DISSOLUTION POLICY)**

Section 1. The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of the Board of Directors.

Section 2. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 3. The directors of the Corporation shall have no liability to the Corporation or otherwise for money damages for breaches of fiduciary duty to the maximum extent permitted by the laws of the state of Colorado.

## **ARTICLE VII: (AMENDMENTS)**

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

Section 2 - For proposed amendments to pass, the Board must vote in the affirmative by three-fourths (3/4) vote followed by a simple majority confirming the mail or e-mail ballot from the Community. Amendments will be certified at the first Board Meeting following the deadline for receipt of mail or e-mail ballots.

Section 3 - Amendments, certified as approved, shall be adopted effective with the certification, unless otherwise specified in the amendment.

ADOPTED THIS 23<sup>RD</sup> DAY SEPTEMBER OF, 2023, AT REGULAR MEETING OF THE BOARD OF DIRECTORS OF THE WESTERN ROCKIES EMMAUS COMMUNITY.

**Ken Christianson** CHAIRPERSON

APPROVED AS TO FORM:

The Board of Directors of the Western Rockies Emmaus, Inc has approved the attached Bylaws.

Mary A deKoevend  
SECRETARY

**Ken Christianson**  
CHAIRPERSON