

**LANSING AREA EMMAUS COMMUNITY (LAEC)
BYLAWS**

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ARTICLE I: Name

Section 1:

The name of this Community shall be the "Lansing Area Emmaus Community," also known as "Lansing Area Emmaus Community," which will be referred to as the Community in the future.

ARTICLE II: Purpose

Section 1:

The objective of the Community is to inspire, challenge, and equip church members for Christian action in their homes, churches, work, and communities through the Emmaus experience.

Section 2:

This Community is affiliated with the International Emmaus Movement and The Upper Room, Nashville, Tennessee.

Section 3:

This Community is recognized by the State of Michigan and was Incorporated on November 23, 2009. The Community's tax identification number is 27-1428630.

ARTICLE III: Membership

Section 1:

All persons who have completed a weekend experience of the Walk to Emmaus sponsored by the Lansing Area Emmaus Community or any other weekend experience recognized or sponsored by the International Emmaus movement from time to time may become members of the Community. These persons may become Community members by participating in its activities and asking the Secretary or Data Manager to include their names on the mailing list.

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ARTICLE IV: Board of Directors

Section 1: Purpose

The purpose of the Board shall be to direct the Community. The Board will reference "The Upper Room Handbook on Emmaus" and/or other books for operational and inspirational guidance.

Section 2: Composition of the Board

The Board shall consist of at least ten, at most 25 members, of whom 21 may be lay persons elected by the Community. One shall be the immediate past Community Lay Director (See also Sec. 3c). At least one (1) but not more than three (3) Board positions shall be filled by clergy whom the Board will elect. One clergy will serve as the Community Spiritual Director, and the other will serve as Assistant Community Spiritual Director.

Section 3: Terms of Office

- A. Lay persons shall be elected by the Community annually in three classes, each of which serves a three-year term, on a rotating basis as prescribed in Section 5c below.
- B. The Board elects clergy to serve as Spiritual Directors. For a board with three clergy, clergy are elected annually in three rotating classes to serve as Spiritual Directors, each class of which serves a three-year term. For a board with less than three clergy members, clergy members are elected annually.
- C. If the immediate past Community Lay Director has served a three-year term, he/she shall serve an additional one-year term as the Past Community Lay Director or serve until a new Community Lay Director is elected and the most recent Community Lay Director transitions into the board position for the new term.
- D. Board members can be elected to two (2) consecutive three (3) year terms.
- E. Terms of office for Board Members shall begin January 1 and end December 31, except that officers of the Board and the Community Spiritual Director shall serve until the election of new officers and Community Spiritual Director as provided in Sections 6 and 7.
- F. Board members may be replaced for just cause by a 2/3 vote of the elected members eligible to vote.

Section 4: Executive Officers

Executive Officers shall be *Community Lay Director* (2-year term), *Assistant Community Lay Director, Secretary, and Treasurer* (2-year term). The Executive Officers are charged with conducting the organization's day-to-day operations as set forth by the Board of Directors.

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Section 5: Election of Lay Members

- A. The nominating Committee will make recommendations for nominating and balloting procedures. The Board will prescribe nominating and balloting procedures, including provisions for write-in candidates, for lay persons in a written Election Policy. The Policy shall contain critical dates for selecting nominees, mailing, and returning ballots. A majority or plurality of the voting membership shall determine the election of lay members to the Board. A copy of the election policy shall be provided to the Board Members at the January Board meeting, published in the newsletter at least annually, and available to any member upon reasonable request. A copy of the election policy shall be published in the newsletter any time a change in the Policy is adopted.
- B. The Nominations Committee will annually propose candidates for election to all open lay positions on the Board, following procedures identified in the Election Policy.
- C. One-third of the laypersons on the Board shall be elected annually by the Community for a three-year term as stated in Section 3 of this Article.
- D. Any positions filled by Board election (for the remainder of the year per Section 11) shall open at the year's end. These positions shall be filled for the remaining years of the three-year term by vote of the Community at the next election and will be subject to the normal nomination/election process.
- E. Elections shall be held annually at the October gathering. All Community members present at the gathering shall be entitled to vote. Notice of the members on the ballot shall be listed in any newsletter published before the meeting or sent to the Community by email or other form of delivery approved by the Board not less than ten (10) nor more than sixty (60) days before the election.
- F. Members who wish to vote but do not attend the October gathering may vote by absentee ballot. They must deliver their ballot to any current board member before the date of the October gathering. Absentee ballots shall be delivered to the Community Lay Director at the October gathering. Ballots may be submitted electronically, by Email or another delivery service, or hand-delivered. Absentee ballots must be in a sealed envelope with the member's name on the outside unless delivered electronically.
- G. Ballots: Notice of elections shall be Emailed, published in the newsletter, and sent to all members at the last-known Email address on the active membership list maintained by the Secretary and/or Data manager as of the date of mailing, returned, counted, presented to the Board, and certified by the Board according to the procedures described in the Election Policy. by their preference for receiving the newsletter.
- H. New board members shall be invited to attend the November and December board meetings as ex-officio and non-voting members. Election results will be announced at the next Community gathering.
- I. New board members will take office **on January 1**. There shall be a retreat for all Board Members, including a selection of officers, subcommittee chairs, and job descriptions, which shall be conducted before the first meeting of the Board.

Section 6: Election of Spiritual Directors

- A. Spiritual Directors will be elected by the Board at the December/January meeting from the pool of clergy willing to serve, as previously determined by the Board.

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- B. The Community Spiritual Director 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. It is desirable, but optional, that the Community Spiritual Director has served two years on the Board as an Assistant Spiritual Director. However, it is to be understood that an Assistant Spiritual Director does not (and should not expect) to progress to the position of Community Spiritual Director automatically. Any other clergy on the Board serve as Assistant Spiritual Directors.
- C. Spiritual Directors (including Assistant Spiritual Directors) serve as elected members of the Board and have full voting privileges.

Section 7: Election of Officers

- A. 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. Officers may be re-elected to the same positions. The Community Lay Director and the Treasurer are to be elected to 2-year terms that may be re-elected.
- B. It is desirable but optional that the Assistant Community Lay Director be a Board Member in their first or second year of the three-year term so that person could become Lay Director in the third year. However, it is understood that the Assistant Community Lay Director does not (and should not expect) to progress to the position of Community Lay Director automatically.

Section 8: Meetings

- A. The Board shall meet monthly in regular meetings unless otherwise ordered by a 2/3 vote of the entire Board. The Community Lay Director shall have the authority to cancel or change the date of the regular Board Meetings as necessary by obtaining approval from 1/2 of the Board. Notice of such cancellation shall be delivered to each member of the Board not less than twenty-four (24) hours before the time of the regularly scheduled meeting or changed date for the regular monthly meeting, whichever is earlier. Notice may be by telephone, hand delivery, and/or email. Notice may be shortened for emergency or unexpected conditions, such as inclement weather.
- B. Board meetings will be chaired by the Community Lay Director or the next ranking officer present (see Section 4a of this Article).
- C. Special Board Meetings may be called by the Community Lay Director or when requested in writing and signed by not less than 1/3 of the voting members of the Board. Notice of any special meeting shall be provided to each Board member at most sixty (60) days or less than ten (10) days before the date of such Special Board Meeting. Notice of the date and time of such shall be in writing and delivered by email, hand delivery, or other delivery service

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Section 9: Quorum and Voting

- A. A quorum comprises more than 1/2 of elected Board Members eligible to vote (*see b below*).
- B. Board members are entitled to one vote per person, except those members serving as co-chairs have only one vote. The immediate past Lay Director has a quorum vote. The Community Lay Director shall be seated as part of the quorum but only have a vote to break a tie.
- C. It shall take a majority of the Board members present at any regularly scheduled meeting, at any regular monthly meeting for which the date has been changed by Article IV, *Section 8a* or special meeting scheduled by Article IV, *Section 8c* at which there is a quorum present to approve or take any actions on behalf of the Board, unless Article IV, *Section 9* require a higher number.
- D. It shall take a majority of the entire Board to approve or take any of the following actions (e.g., seven votes from a 12-member Board) regardless of the number of members present:
 - 1. Open a new checking Account.
 - 2. Change the checking account.
 - 3. Purchase personal property of a value over **\$500.00**.
 - 4. Sell personal property of the Community of a value over \$500.00
- E. It shall take a super-majority vote of $\frac{3}{4}$ or more of the entire voting Board (e.g., nine votes from a 12-member Board) for the Board to approve or take any of the following actions:
 - 1. Purchase real estate.
 - 2. Sell real estate.
 - 3. Obtain a loan or enter into a promissory note to repay a loan.
 - 4. Pledge any property as security for a loan.
 - 5. Enter into a mortgage.
 - 6. It shall take a unanimous vote of the entire voting Board for the Board to approve or take any of the following actions:
 - a. Present a proposal for a vote by the Community to disband the Community. For Clarification purposes, the Board does not have the authority to disband the Community, only to present the matter to the entire Community for a vote by the Community.
 - b. Present a proposal for a vote by the Community to terminate the Community's affiliation with the International Emmaus Movement and The Upper Room, Nashville, Tennessee. For Clarification purposes, the Board does not have the authority to terminate the affiliation, only to present the matter to the entire Community for a vote by the Community.
 - 7. If there are two or more consecutive regularly scheduled meetings at which there is no quorum, the members present at the subsequent meeting shall be entitled to act and vote on any matter brought before the Board at such meeting as if a quorum were present.

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Section 10: Policies and Procedures

The Board may adopt policies and/or procedures, job descriptions, and other documents necessary to provide guidance and assure consistency in operations.

Section 11: Vacancies

- A. The Board may elect persons, **upon nomination by the Community Lay Director**, to fill vacancies until the end of that year. Such persons are eligible for election for the remaining years of that term.
- B. Persons elected to an unexpired three-year term are eligible to be nominated for election to and to serve a full term, as they will not violate Article IV, Section 3d.

ARTICLE V: Committees

Section 1: Establishing Committees

- A. The Board of Directors may create, merge, or disband standing committees as necessary. A Board member shall chair each Standing Committee. Standing Committees have recurring functions. Standing Committees may include (but are not limited to) Committees for Agape, Auxiliary, Data Manager, Emmaus Store, Gathering, Kitchen, Leadership Development, Music/Entertainment Coordinator, Newsletter, Nominations, Outreach, Prayer, Registration, Site Selection, Sponsor's Hour/Candlelight/Closing, Supply, Team Selection, and Chrysalis.
- B. The Board of Directors may create ad-hoc (special) committees to accomplish specific tasks in a specific time frame. The Board shall define those tasks and time frame in a written charge. When the Committee has completed its work or the time limit is finished, such an ad-hoc Committee automatically ceases to function. The Board can give time limit extensions, but if shown, they must be specified in writing.
- C. The Community Lay Director may create Executive Committees to deal with issues presented to the Board and recommend how they should be handled. The Committee can recommend steps the Board should take or that an item be referred to a standing committee. When the Committee has completed its work or the time limit is finished, the Committee automatically ceases to function.
- D. The Nominating Committee shall consist of the Assistant Community Lay Director, who serves as chairperson, one other Board Member chosen by the Lay Director, and at least two non-board Members from the Community selected by the Lay Director.
- E. The Community Lay Director will be an *ex officio* member without a vote of all committees.

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Section 2: Committee Chairs

The Board of Directors shall annually elect a Board member to chair each of its established committees. Committee Chairs may be re-elected to the same Committee.

Section 3: Duties of the Committees

The duties of the Standing Committees shall be defined in Job Descriptions, which are periodically updated upon the recommendation of the Committee Chair and approved by the Board. Duties of ad-hoc committees shall be defined in a charge given by the Board, which shall include a termination date. **The Community Lay Director shall determine the responsibilities of Executive Committees.** *No job description may conflict with Bryant and Gilmore's The Upper Room Handbook on Emmaus (Nashville, TN, The Upper Room, 2nd Edition 2001).* Job descriptions shall be provided to the Board Members at the January retreat and shall be available to the Community upon request.

Section 4: Chrysalis Committee

The Flight of Hope Chrysalis Community Board is a permanent standing committee of the Lansing Area Emmaus Community Board of Directors. Chrysalis is the primary outreach of Emmaus, and the communities will work in ministry partnership, yet they will operate as separate programs. The Chrysalis Standing Committee will adopt operating policies and procedures that are in concert with the bylaws of the Emmaus board and agreement with the yearly Upper Room Letter of Agreement. The Emmaus board ratifies the Chrysalis operating policies and procedures and empowers and supports the Chrysalis Standing Committee to operate as the governance agency for Chrysalis. The Emmaus board and Chrysalis Standing Committee will provide each other mutual support, working together on commonalities and honoring differences. ***The Emmaus board will have a representative/liaison (with voice and vote) to the Chrysalis Committee. The Chrysalis chair will serve as an ex-officio member (with voice and vote) of the Emmaus board and report on Chrysalis's activity to the Emmaus board.*** The Chrysalis Treasurer will submit a year-end financial report to the Emmaus Treasurer to be included in the Lansing Emmaus annual tax forms filed with the IRS.

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ARTICLE VI: Walk to Emmaus

Section 1: The Community shall follow the guidelines of the International Emmaus Movement in forming the three-day (72-hour) experience known as "Walk to Emmaus."

Section 2: The Board shall have full authority in all matters relating to the Lansing Area Emmaus Community, Walks to Emmaus.

Section 3: The Board shall choose the Lay Director for each Walk following the "Policy for Selection of Lay Directors."

Section 4: The Community Spiritual Director shall select all Spiritual Directors for each Walk to Emmaus with the approval of the Board.

ARTICLE VII: Amendments

Any member of the Community may present proposed amendments to the Bylaws or proposed Bylaws to the Board but must do so at least one month before consideration of the amendment by the Board. For the amendment to be adopted, it must receive an affirmative vote at a meeting by a simple majority of the entire Board, then a simple majority vote supported by the ballots received from the Community. Community members may vote by email addressed to the Secretary or Data Manager. Each member may vote once, regardless of the method used to vote.

ARTICLE VIII Ratification

These Bylaws are to take effect immediately upon certification by the Board that the Community has approved them by a simple majority of the mail ballots returned before the deadline.

DEFINITIONS

Class: A group of board members who are elected every third year. The Board consists of three classes, each class of which numbers, as near as possible, 1/3 of the total number of board positions.

Just Cause: An action or non-action determined by the Board to be detrimental to the Emmaus Community.

Elect: To select for some office by voting.

Ex-officio: Not elected, but serving in the office. It does **not** mean "non-voting" per Robert's Rules. This restriction must be stated if this person is to be a non-voter.

Majority: More than half.

Plurality: The number of votes the leading candidate obtains over their nearest rival.

This would be a majority or more than half in a two-way race.

In a three-way race, this would be the person who receives the most votes, but that person **may not** have a majority (or more than half).

Term: A three-year period to which the Community elects a person.

Mail: Email or Electronic Text

Meetings: Include Virtual or In Person

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REFERENCES:

Bryant, Stephen D. 1989. The Upper Room Handbook on Emmaus. Upper Room Books, Nashville, TN. 177 pp.

Fredericksburg Emmaus. http://fredwalk.org/bylaws_pre2016.asp

By-Laws. <https://www.findlayemmaus.org/by-laws/>