

This is a DRAFT the proposed revised Bylaws for the Lansing Area Emmaus (LAE) Community as reviewed by the current Board. NOTE - All changes and or additions are underlined. All deletions have a line through the text. As a part of the LAE Community please review this document and contact a Board Member with questions and/or comments.

LANSING AREA EMMAUS COMMUNITYBYLAWS

ARTICLE I: Name

Section 1:

The name of this community shall be the "Lansing Area Emmaus Community," which is hereinafter referred to as the Community.

ARTICLE II: Purpose

Section 1:

The objective of the Community is to inspire, challenge, and equip church members for Christian action in their home, 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.

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 members of the Community by participating in the activities of the Community and asking the Secretary or Data Manager of the Community to include their names on the mailing list.

ARTICLE IV: Board of Directors

Section 1: Purpose

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

Section 2: Composition of the Board

The Board shall consist of no fewer than 10 nor more than 25 members of which no more than 21 may be lay persons elected by the Community and 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 who will be elected by the Board. One of the clergy will serve as the Community Spiritual Director and the other clergy will serve as Assistant Community Spiritual Directors.

Section 3: Terms of Office

- a. Lay persons shall be elected by the Community annually in three classes, each class of which serves a three-year term, on a rotating basis as prescribed in Section 5c below.
- b. Clergy are elected by the Board 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, clergy 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.
- d. Board members cannot be elected to consecutive three (3) year terms.

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Deleted: The Board will conduct the Emmaus Program in accordance with the terms of the annual Letter of Agreement with the Upper Room Emmaus Office. The Upper Room is a Division of the General Board of Discipleship of the United Methodist Church.

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- 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 cause by a 2/3 vote of the elected Board members eligible to vote.

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Section 4: Officers

Officers shall be the Community Lay Director, Assistant Community Lay Director, Secretary, and Treasurer.

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 key dates for selection of nominees, mailing of ballots, and return of ballots. A majority or plurality of the voting membership shall determine 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, shall published in the newsletter not less than annually, and shall be 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 lay persons 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 become open at the end of the year. 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. Ballots shall be mailed *to all members, at the last-known 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.
- f. New board members ~~shall~~ be invited to attend the November and December board meeting as ex-officio and non-voting members of the Board. Election results will be announced at the next Community gathering.
- g. New board members will take office on January 1. *There shall be a retreat for all Board Members, to include selection of officers, subcommittee chairs, and job descriptions, which shall be conducted prior to the first meeting of the Board.*

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Section 6: Election of Spiritual Directors

- a. Spiritual Directors will be elected by the Board at the January meeting from the pool of clergy willing to serve, as previously determined by the Board.
- 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 not mandatory, that the Community Spiritual Director have previously 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 automatically *progress* to the position of Community Spiritual Director. Any other clergy on the Board serve as Assistant Spiritual Directors.
- c. Spiritual Directors serve as elected members of the Board and have full voting privileges.

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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.
- b. It is desirable but not mandatory that the Assistant Community Lay Director be a Board Member who is in their first or second year of the three-year term so that person could become Lay Director in the third year of the term. However, it is to be understood that the Assistant Community Lay Director does not (and should not expect) to automatically progress to the position of Community Lay Director.

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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 prior to the time of the regularly scheduled meeting or changed date for the regular monthly meeting, whichever is earlier. Notice may be by telephone, facsimile transmission, 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 not more than sixty (60) days nor less than ten (10) days prior to the date of such Special Board Meeting. Notice of the date and time of such shall be in writing, and delivered by first class mail, facsimile transmission, email, hand delivery, or other delivery service requiring a signature and providing a proof of receipt.

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Section 9: Quorum and Voting

- a. A quorum consists of 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 (who serves in a non-voting ex-officio capacity) has no vote, unless such immediate past Lay Director is serving in this capacity during the third year of the Board Member's elected term of office. The Community Lay Director shall not have a vote, except 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 in accordance with §8a or special meeting scheduled in accordance with Article IV, §8c at which there is a quorum present to approve or take any actions on behalf of the Board, unless a higher number is required by Article IV, §9.
- d. It shall take a majority of the entire Board to approve or take any of the following actions (e.g. 7 votes from a 12 member Board) regardless of the number of members present:
 - a. Open a new checking Account.
 - b. Change the checking account.
 - c. Purchase personal property of a value in excess of \$500.00.
 - d. Sell personal property of the community of a value in excess of \$500.00
- e. It shall take a super majority vote of ¾ or more of the entire voting Board (e.g. 9 votes from a 12 member Board) in order for the Board to approve or take any of the following actions:

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- a. Purchase real estate.
- b. Sell real estate.
- c. Obtain a loan or enter into a promissory note for the repayment of a loan.
- d. Pledge any property as security for a loan.
- e. Enter into a mortgage.
- f. It shall take a unanimous vote of the entire voting Board in order for the Board to approve or take any of the following actions:
 - a. Present a proposal for vote by the Community to disband the Community. For Clarification purposes, the Board does not have authority to disband the community, only to present the matter to the entire community for vote by the community.
 - b. Present a proposal for vote by the Community to terminate the Community's affiliation of the Community with the International Emmaus Movement, and The Upper Room, Nashville, Tennessee. For Clarification purposes, the Board does not have authority to terminate the affiliation, only to present the matter to the entire community for vote by the community.

Section 10: Policies and Procedures

The Board may adopt policies and/or procedures, job descriptions, and other documents it deems necessary in order 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 be in violation of Article IV, §3d.

ARTICLE V: Committees

Section 1: Establishing Committees

- a. The Board of Directors may create, merge, or disband standing committees, as it deems 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: Auxiliary, Book Table, Data Manager, Fourth Day, Kitchen Coordinator, Mail room, Monthly Gathering, Music Coordinator, Newsletter, Nominations, Prayer Vigil, Registration, Set Up/Clean Up, Site Selection, Sponsor's Hour/Candlelight/ Closing, Supply Coordinator, Team Selection, and World Wide Agape.
- 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 ad-hoc* Committee automatically ceases to function. Time limit extensions can be given by the board, but if given, *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 can recommend 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 chosen by the Lay Director.
- e. The Community Lay Director will be an *ex officio* member without 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 the committees it establishes. Committee Chairs may be re-elected to the same committee.

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Section 3: Duties of the Committees

The duties of the Standing Committees shall be defined in Job Descriptions, which are periodically updated upon 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 define duties of Executive Committees. *No job description may conflict with Bryant and Gilmore, 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.*

ARTICLE VI: Walk to Emmaus

Section 1:

The Community shall follow the guidelines of the International Emmaus Movement in the formation of 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.

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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 prior to consideration of the amendment by the Board. For the amendment to be adopted it must receive an affirmative vote, at a regularly scheduled 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 mail, or by email, addressed to either the Secretary or Data Manager. No member may vote more than once, regardless of the method used to vote.*

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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.

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Deleted: If these bylaws are approved by the Community and certified by the board prior to the 1999 elections, any provisions of these bylaws shall not nullify the results of the 1999 election.

REFERENCES

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

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.

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

Elect: To select for some office by voting.

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Ex-officio: Not elected, but serving by virtue of the office. Does **not** mean “non-voting” per Roberts Rules. If this person is to be a non-voter, this restriction **must** be stated.

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Majority: More than half.

Plurality: The number of votes that the leading candidate obtains over his/her nearest rival.

In a two-way race, this would be a majority, or more than half.

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.

Approved by Board:

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