

Birmingham Emmaus Community, Inc

Bylaws

ARTICLE I. NAME

The name of this Community shall be the Birmingham Emmaus Community, Inc, hereafter referred to as the Community.

ARTICLE II. PURPOSE

Section 1. 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 the world Community through the Emmaus experience.

Section 2. The Community is committed to intentionally inviting all Christians to grow together as disciples of Jesus. We seek to model the body of Christ and serve as a bridge of reconciliation to Christians of all races, backgrounds, and faith traditions.

Section 3. The Community is affiliated with the International Emmaus Program of Upper Room Ministries, Nashville, Tennessee.

ARTICLE III. MEMBERSHIP

Section 1. All persons who have completed a weekend experience of the Walk to Emmaus sponsored by the Birmingham Emmaus Community shall automatically become members of the Community.

Section 2. Persons who have completed the Walk to Emmaus sponsored by an Upper Room Community, Tres Dios, Crusillo, or another three-day retreat weekend recognized by the Upper Room may become members of the Community by participating in the activities of the Community or by asking the Secretary of the Community to include their names on the Community mailing list.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. **Purpose**
The Board of Directors shall direct all affairs of the Community promoting the purpose of the community as set forth in Article II.

Section 2. **Composition**
The Board of Directors will consist of fifteen (15) elected members and the Community Spiritual Director. The fifteen (15) elected members will consist of 12 lay members. The other three (3) positions may consist of lay or clergy members. Each annual class of five (5) members will consist of at least four (4) lay members. The fifth member may be a lay or clergy member. Spouses shall not overlap Board terms.

Section 3. **Terms of Office**
a) Board members shall be elected by the Community for three (3)-year terms in three (3) classes, each class having five (5) members.

b) Board members cannot succeed themselves in consecutive terms, with the exception

a person completing a partial term that filled an open vacancy may be elected to a full term, a term being three (3) years.

c) Board terms of office shall begin January 1 and shall terminate December 31, except for officers, who shall serve until the election of new officers in January as provided in ARTICLE V.

Section 4. **Election of Board Members**

a) Board members are nominated and elected by the Community. A Nominating Committee shall be appointed by the Board to coordinate nominations (Article VIII, Section I). The nominating committee shall strive to include candidates from all races, backgrounds and faith traditions.

b) The nominating committee shall submit to the Board a slate of at least five (5) and no more than ten (10) nominees to elect five (5) Board members. At least four (4) nominees will be lay members. At least one (1) nominee will be a clergy member. If there are no clergy nominees for the class then there will be at least five (5) lay member nominees. The nominees shall not include spouses of current board members.

c) The slate of nominees shall be provided to the Community members, via electronic notification and announcements at Community Gatherings prior to the election.

d) Voting will occur via paper ballot or electronic ballot received no later than November 30th to the address or the means of delivery stated on the ballot without voter name or identification.

e) Election is by majority vote of ballots cast. If there are clergy candidates then the community will vote for four (4) lay members and one (1) clergy member. The four (4) lay candidates receiving the most votes and the top clergy candidate receiving the most votes will be elected. If the class does not include any clergy candidates then the top five (5) lay candidates receiving the most votes will be elected.

f) The immediate past chair of the Board shall serve on the Board one (1) additional year or the normal period of his/her term, whichever is longer. If the one (1) additional year is after the normal period of his/her term then they serve the Board in an exofficio position with no voting rights.

g) The Board may elect persons, upon nomination by the Chair, to fill a vacant term until the next regular election for the vacated term. Such persons are eligible for election to a full term by the Community at such regular election, but may not be appointed to serve consecutive partial terms.

h) Notification to the Community of a change in Board membership must occur within 30 days of Board appointment due to vacancy, using electronic notification, postal service, or telephone contact and announcement at Community gatherings

i) The incoming Board may at their discretion elect up to three (3) members of those

rotating off the incumbent board to serve in an advisory capacity for a period of one additional year. Said advisory board would be non-voting in business decisions.

ARTICLE V. OFFICERS OF THE BOARD

Section 1. **Officers**

Officers shall be the Chair (Community Lay Director), Vice Chair, Secretary, and Treasurer, and in case of absences will conduct the meetings in this order.

Chair Duties:

The Chair shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically assigned by the Chair, the Chair shall preside at all meetings of the Board of Directors and, if this corporation has members, at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Vice Chair Duties:

The Vice Chair shall in the absence of the Chair, or in the event of his or her inability or refusal to act, perform all duties of the Chair, and when so acting shall have all the powers of, and be subject to all the restrictions on the Chair. The Vice Chair shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed by the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors

Treasurer Duties:

The Treasurer shall:

1. Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.
2. Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.
3. Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.
4. Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

5. Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.
6. Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.
7. Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.
8. In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

Secretary Duties:

The Secretary shall:

1. Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.
2. Keep at the principal office of the corporation or at such other place as the Board may determine, a book of minutes of all meetings of the Directors, and, if applicable, meetings of committees of Directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.
3. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.
4. Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation.
5. Keep at the principal office of the corporation a membership book containing the name and address of each and any members, if any, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ceased.
6. Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, on request therefor, the Bylaws, the membership book, and the minutes of the proceedings of the Directors of the corporation.
7. In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

- Section 2. **Election of Officers**
Board officers shall be elected for a one-year term of office by the Board of Directors in December of the preceding year for a one-year term to commence in January. Newly elected Board Members shall be invited to attend the December Board meeting, and will vote in the election of officers. Board members rotating off the Board will not vote for officers. Secretary and Treasurer Positions may serve consecutive one year terms, up to three (3) terms, if elected by the Board of Directors. Chair position should serve only one year to create opportunity for progressive servanthood.
- Section 3. **Spiritual Director**
The Spiritual Director of the Community shall be elected annually by the Board of Directors. The term of office shall begin January 1.
- Section 4. **Replacement Members**
Board officers and members may be replaced by a vote of ten (10) Board members. Replacements shall be appointed by the Board.
- Section 5. **Exculpation of Directors**
Pursuant to Section 10-11-1, et seq., Code of Alabama (1975), all non-compensated Officers of the corporation shall be immune from suit and not subject to civil liability arising from the conduct of the affairs of the corporation except when the act of omission of such officer, gives rise to a cause of action, amounts to willful or wanton misconduct or fraud, or gross negligence. For purposes of this Article V, the term "officer" shall include the corporation's Officers, Directors and Trustees, and the members of any other governing body of the corporation.
- Section 6. **Indemnification by Corporation of Directors and Officers**
The corporation shall indemnify an officer of this corporation who is or was a party to any proceeding by reason of the fact that he is or was such an officer or is or was serving at the request of the corporation as a Director, Trustee, Officer, employee or agent of another corporation, partnership, joint venture, trust employee benefit plan or other profit or non-profit enterprise against all liabilities and expenses incurred in the proceeding except such liabilities and expenses as are incurred because of his willful misconduct or knowing violation of the criminal law. Unless a determination has been made that indemnification is not permissible, the corporation shall make advances and reimbursements for expenses incurred by an officer of the corporation in a proceeding upon receipt of an undertaking from him to repay the same if it is ultimately determined that he is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the officer of the corporation and shall be accepted without reference to his ability to make repayment. The Board is hereby empowered to contract in advance to indemnify and advance the expenses of any officer of the corporation.

Section 7. **Insurance for Corporate Agents**

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws, or provisions of law.

Section 8. **Indemnification Continued**

In the event of a change in the composition of a majority of the Board after the date of the alleged act or omission with respect to which indemnification is claimed, any determination as to indemnification and advancement of expenses with respect to any claim for indemnification made pursuant to Section 16 of this Article V shall be made by special legal counsel agreed upon by the Board and the proposed indemnity. If the Board and the proposed indemnity are unable to agree upon such special legal counsel, the Board and the proposed indemnity each shall select a nominee, and the nominees shall select such special legal counsel.

ARTICLE VI. CONFLICT OF INTEREST POLICY

Section 1. **Purpose of Conflict of Interest Policy**

The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1)(A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. **Definitions**

a. Interested Person. Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. Financial Interest. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;
2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Section 3, paragraph B, a person who has a financial interest may have a conflict of interest only if the appropriate governing Board or committee decides that a conflict of interest exists.

Section 3. **Conflict of Interest Avoidance Procedures**

a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.

b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

c. Procedures for Addressing the Conflict of Interest. An interested person may make a presentation at the Board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of and the vote on, the transaction or arrangement involving the possible conflict of interest.

The President of the Board or chairperson of the committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the Board of Directors or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or committee shall determine by a majority vote of the disinterested Directors whether the

transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether or not to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. **Records of Board and Board Committee Proceedings**

The minutes of meetings of the Board of Directors and all committees with Board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

ARTICLE VII. MEETINGS

Section 1. **Regular Meetings**

The Board shall meet monthly in regular meetings either in person or via internet on alternating months unless otherwise ordered by a quorum (as defined in Article VII, Section 1) vote of the Board in a regular meeting. All board members are strongly encouraged to attend meetings. If board members are not participating in meetings they should resign from the board to give opportunity for others to serve. Board members who do not participate in board meetings for a six (6) month period will be notified by the Chair that their position is terminated and they may be replaced per Article V of this document.

Section 2. **Quorum**

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

Section 3. **Special Meetings**
Special Board meetings may be called by the Chair or when requested in writing by a quorum.

Section 4. **Meeting Facilitation**
The Board may facilitate its meetings in any manner that it selects; however, if no method is selected the Board will use Roberts Rules of Order.

ARTICLE VIII. COMMITTEES

Section 1. A **Nominating Committee** shall prepare and present a slate of nominees for election to the Board as provided for in Article IV, Section 4b. The committee will consist of three or more members. The Vice Chair shall serve as the nominating committee chair and appoints members of the committee from the Board and/or Community.

Section 2. The Board of Directors shall name Board members to chair the following standing committees as needed: **Gatherings, Registration, Facility Coordination, Agape, Follow-up/Reunion, Kitchen Coordination, Literature/Supplies, Team Selection, Newsletter, Music/Entertainment, Candlelight/Sponsor's Hour, and Community Training.**

Section 3. A **Sponsorship Committee** may be appointed by the Board to review and determine the need for disbursement of moneys from the sponsorship fund. They shall bring their recommendations to the Board for final approval.

Section 4. An **Audit Committee** of two or more Board members shall be appointed by the Chair of the Board to annually review the financial records.

ARTICLE IX. WALK TO EMMAUS

Section 1. The Community shall strive to follow the guidelines of the Upper Room Walk to Emmaus program in the presentation of the three-day (72 hour) experience Walk to Emmaus.

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

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

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

Section 5. The Board shall establish a Team Selection Committee. The Team Selection Committee shall consist of a Board member who serves as chair, the Community Spiritual Director, and four (4) to six (6) members of the Emmaus Community who have broad awareness of the Community membership and a solid understanding of team needs. Community members are appointed by the Board chair.

ARTICLE X. AMENDMENTS

- Section 1. Proposed amendments may be presented to the Secretary of the Board in person or in writing by any member of the Community one (1) month in advance of consideration by the Board.
- Section 2. If the amendments are voted in the affirmative by a three-fourths (¾) vote of the Board, they shall be circulated to the membership through the Community newsletter by mail or electronically, 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 notification. If an objection petition is received, the Amendment will be considered void.
- Section 3. If the Board then wishes to submit the amendment to the entire Community for a vote, it may do so by notifying the Community one week in advance of a Community Gathering that a vote on a By Law amendment will take place. A majority or plurality of votes cast by the membership will decide the vote.

ARTICLE XI. RATIFICATION

The bylaws are ratified and take effect immediately upon three-fourths (¾) majority affirmative vote of the Board of Directors. The bylaws are then made available to the Community for review. Community members may offer amendments per Article X.

Date of Birmingham Emmaus Community Board Ratification: 6/9/2010

Date Community Notified: 6/10/2010

Members of the board:

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|-----------------------------|-----------------------------|
| Tim Rogers, Chairman | Karen Trippe, Vice Chairman |
| Margaret Shelton, Secretary | Virginia Gurley, Treasurer |
| Claudia Lewis, Member | Treasure Harris, Member |
| Joe Shelton, Member | Kyle Trippe, Member |
| Betty Jackson, Member | Gary Rouse, Member |
| Gene Parker, Member | Eric Stippler, Member |
| Tommie White, Member | Niki Thomas, Member |
| Kathy Domingue, Member | |