

ARTICLE I: NAME

The name of this Community shall be Emmaus of the Midlands Community, hereinafter referred to as the Community.

ARTICLE II: OBJECT AND PURPOSE

Section 1. The object of this 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 2. The purpose of the Community is to provide support for and equipping of leaders to serve in the local church.

Section 3. This Community is affiliated with and operates under the auspices of the National Emmaus Movement, The Upper Room, Nashville, Tennessee.

Section 4. The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Internal Revenue code Section 501 Subdivision (e)(3), including for such purposes, the making of distributions to organizations that qualify as tax exempt organizations under the code.

Section 5. This corporation shall have and exercise all rights and powers conferred on corporations under the laws of the state of South Carolina, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purpose as set forth in paragraphs 1 and 2 of this Article II.

Section 6. No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 7. On liquidation or dissolution of the corporation, all properties and assets of the corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operating for charitable, educational or religious purposes as the Board of directors shall determine, and shall, at the time, qualify as a tax exempt organization under Internal Revenue Code 501 Subdivision (c)(3), or as the same may be amended.

Section 8. The annual meeting of the corporation shall be held at the regular meeting during the month of May, for the purpose of transacting such other business as may properly come before the meeting.

ARTICLE III: MEMBERS

Section 1. All persons who have completed a weekend experience of the Walk to Emmaus of the Midlands Community shall be members of the Community, and shall be referred to as members.

Section 2. Persons who have completed a Walk to Emmaus, Cursillo, Kairos, or similar movement modeled after the original three-day Cursillo movement may become members by participating in the activities of the Emmaus of the Midlands Community and asking the Secretary of the Community to add their names to the mailing list.

Section 3. Members may resign from the Community through written notice to the Secretary.

Section 4. The Secretary will furnish written confirmation of the membership to a person who has been a member and who moves to another locale, and wishes to become a member of another Emmaus Community.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Direction of the Community shall be vested in a Board of Directors.

Section 2. There shall be fifteen (15) elected voting members of the Board of Directors plus at large members without a vote from outlying gathering communities which do not support their own set of Walks. The elected members may be laity or clergy. At no time will there be more than three (3) clergy serving as elected board members with no more than one clergy board member elected to the board per election cycle, thereby ensuring the rotation of clergy board members on and off the board in the event that there are three elected board members serving simultaneously. Elected clergy may not serve as Community Spiritual Director or Assistant Community Spiritual Director while serving as elected board members. The Community Spiritual Director and the Assistant Community Spiritual Director shall serve on the Board of Directors without a vote. The Community Spiritual Director and the Assistant Spiritual Director will serve for one year and may serve for additional one-year terms. At large members may succeed themselves up to three years.

Section 3.

A. Directors shall be elected in three classes for three-year terms with the exception of at large members who will serve one year. A Nominations/Election Committee consisting of the five (5) off-going board members will be responsible for receiving nominations and handling all aspects of the election according to the following guidelines:

1. Nominations will be accepted beginning on August 1 with nominations closing September 30.
2. Each nominee, prior to consideration as a nominee, must sign a Statement of Commitment form verifying his/her willingness to serve as an elected member of the Board of Directors.
3. In the event that, at the close of nominations on September 30 there is not a minimum of ten (10) nominees with signed Statement of Commitment forms, the Nomination/Election Committee will secure the remainder of nominations prior to November 1.
4. The ballot, consisting of at least ten (10), who have signed the "Statement of Commitment" form is to be furnished to each Community member with the November newsletter. The ballot may be mailed in or submitted at a regular Community gathering, according to instructions printed on the ballot. The instructions printed on the ballot will designate a ballot return deadline which will be no later than the beginning of the January Community gathering each year.
5. The Nomination/Election Committee will attempt to establish a Ballot which is representative of the Emmaus of the Midlands Community as a whole.

Section 4. Officers shall be Chairperson, Vice-Chairperson, Secretary, and Treasurer; and in case of absences will chair the meetings of the Board of Directors in this order. Officers will accept responsibility of a work area in addition to an elected position on the board.

Section 5. Officers shall be elected annually by the Board of Directors at the April meeting for a one year term of office effective with the close of the April meeting. Officers may be elected to succeed themselves. Newly elected Board members may be elected as Officers of the Board.

Section 6. The Board shall meet on a monthly basis in regular meetings unless otherwise ordered by the Chairperson. All board meetings will be conducted according to a recent edition of *Robert's Rules of Order*, which shall serve as a decision guide for matters not addressed by either the National Emmaus Movement handbook or the Emmaus of the Midlands By-Laws.

Section 7. Eight (8) voting members of the Board of Directors present at a duly called meeting shall constitute a quorum.

Section 8. The Spiritual Director and Assistant Spiritual Director of the Community shall be elected by the Board of Directors at the April meeting. The term of office shall begin May 1. The Spiritual Director and the Assistant Spiritual Director of the Community may be elected to succeed himself/herself according to ARTICLE IV, Section 2. Elected Board members are not eligible to serve as Community Spiritual Director or Community Assistant Spiritual Director.

Section 9. The immediate past Chairperson of the Board will serve for one year as a non-voting, ex officio member of the Board in the event that he/she serves the last twelve months of his/her elected term as Chairperson of the Board.

Section 10. Special Board meetings may be called by the Chairperson or when requested in writing by eight (8) members of the Board.

Section 11. Vacancies on the Board will be filled with the person who received the next highest number of votes in the past election without being elected to the Board. The person filling the vacancy will serve the remainder of the resigning director's term. If the remainder of the term is for twelve months or less that person filling the vacancy shall be eligible for nomination to the next ballot, otherwise that person filling the vacancy shall be ineligible for nomination.

ARTICLE VI: WALK TO EMMAUS

Section 1. The Community shall follow the Letter of Agreement of the National Emmaus Movement in the formation of the 3-day (72 hour) "Walk to Emmaus" experience. The Letter of Agreement is attached hereto.

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

Section 3. A Lay Director in Training shall be selected in sufficient time to observe the total process for the Walk preceding the Walk on which he/she will serve as Lay Director.

Section 4. The Lay Director in Training for the Walk to Emmaus shall be a person who has served in a variety of background support functions, served as a conference room team member at least four times, including at least one time as an Assistant Lay Director, and given at least three talks. No gift will be given to/by the Lay Director of Emmaus Walks by/to Team members. The hand cross used in the Chapel during a Walk will be given to the Lay Director at the Closing by the Spiritual Director for the Walk to Emmaus. The Lay Director may not succeed himself/herself in consecutive Walks.

Section 5. The Board of Directors shall choose a Spiritual Director for each Emmaus of the Midlands Community Walk to Emmaus from nominations submitted by the Community Spiritual Director, Assistant Community Spiritual Director, Board Members, and Lay Director of respective Walk. The Spiritual Director for

the Spring Walks shall be selected during the August Board meeting and the Spiritual Director for the Fall Walks shall be selected during the April Board meeting.

Section 6. The Board Members will elect a Team Board Representative not later than three (3) months prior to the Walk.

Section 7. The Assistant Lay Directors will be selected by the team Lay Director, team Spiritual Director, Community Board Chairperson, Community Spiritual Director, and the immediate past Lay Director, subject to Board approval.

Section 8. Team Lay Director, Assistant Lay Directors, Team Spiritual Director, Community Spiritual Director, Community Board Chairperson, and immediate past Lay Director will select the team. A team roster shall be submitted to the Board of Directors six (6) weeks prior to the first team meeting.

Section 9. An evaluation of each Walk to Emmaus will be held at the next regular Board meeting following the women's Walk. The evaluation will be led by the Team Board Representatives using guidelines developed by the Board of Directors.

Section 10. Candidates for the Walk to Emmaus must be at least eighteen (18) years of age and be sponsored by an active member of an Emmaus Community, or similar community as described in ARTICLE III, Section 2.

ARTICLE VIII: AMENDMENTS

Proposed amendments must be presented to the total Board membership one month in advance and voted in the affirmative by 3/4 vote of the Board Members present, then circulated to the general community for vote. Adoption requires simple majority of ballots returned. Ballots must be returned within thirty days of circulation. Ballots may be mailed or returned at a regular Community gathering within the thirty day period.