

By-Laws of the Rainbow's End Emmaus Community, Inc.

Article I. Name

The name of this community shall be "The Rainbow's End Emmaus Community, Inc.", hereinafter referred to as the Community.

Article II. Objective and Affiliation

2.1 Objective- The Community shall be organized exclusively for religious purposes within the meaning of Section 501c(3) of the internal Revenue Code, and its objective shall be to unite, inspire, challenge and equip members for Christian action, as Disciples of Christ, in their homes, churches, places of work and communities through the Emmaus experience.

2.2 Affiliation- The Community is affiliated with the International Emmaus Program of Upper Room Ministries, Nashville, Tennessee.

Article III. Membership

3.1 Qualification- All persons who have completed a weekend experience of the Walk to Emmaus, Chrysalis, Cursillo, Journey, and Tres Dias, as sanctioned by the Upper Room Emmaus Ministries, shall be welcome to be members of the Community.

3.2 Becoming a Member- A person may become a member of the Rainbow's End Emmaus Community in accordance with the Standing Rules.

3.3 Meetings- The Community shall meet regularly, as set for in the Standing Rules, unless otherwise ordered by a majority vote of the Board members present in a regular meeting.

Article IV Leadership

The Walk to Emmaus is designed to inspire, equip and challenge church leaders. For this reason, all members who are placed in a position of Community leadership are expected to be active members of a Christian church as defined by the Upper Room Ministries as follows: *"A church would indicate a group of people who meet in a facility with signage in front of the facility indicating they were a denomination that is looking to grow in membership. This would be a church that meets on the Sabbath, and has regularly scheduled worship services and Sabbath school for all ages. The church is an institution that has officially been established with an ordained person who can truthfully sign an application as the pastor."* Leaders are also expected to be active members of the Community and of a reunion/accountability group. Leaders are expected to support and follow the Emmaus Handbook, the Letter of Agreement and the By-laws, Standing Rules and Policies and Procedures of the Community and to fulfill their leadership duties to the Community. Leaders must demonstrate an ability to yield to spiritual authority and accept feedback, and be sensitive to people who have different opinions. An unwillingness by a leader to fulfill these expectations will constitute self-withdrawal from leadership. Such leaders will be counseled and/or can be removed, after prayerful consideration, by action of a 3/4 majority of the Elected and Selected Board.

Article V. Board of Directors

- 5.1 Purpose**-The direction of the Community shall be vested in the Board of Directors, herein in known as the Board.
- 5.2 Composition**-The board shall consist of twelve (12) elected lay members, 2 selected Assistant Spiritual Directors (herein known as ASD s), the past CLD and the Rainbow's End Community Spiritual Director, herein known as the CSD. The aforementioned are all voting members of the Board.
- 5.3 Terms of Office**-
- A. All lay Board Members shall be elected by the Community members in three (3) year terms in three (3) classes each class having four (4) members. Election shall be determined by a plurality of votes actually cast.
 - B. Lay members of the Board cannot succeed themselves in consecutive terms.
 - C. Clergy members shall be selected by the Board to serve two (2) year terms in two (2) classes
 - D. Terms of office shall begin July 1 and shall terminate June 30.
- 5.4 Nominations and elections**-Board nominations and election procedures shall abide by the Standing Rules.
- 5.5 Officers**-Officers shall be the Community Lay Director, herein known as the CLD, the Assistant Community Lay Director, herein known as the ACLD, the Financial Officer, and the Secretary, and in case of absences, will chair the meetings in this order. The ACLD must be eligible to serve an additional year on the Board and serve as the CLD if elected to that post. Officers can accept responsibility of a Work Area in addition to an elected position on the Board.
- 5.6 Election of Officers**-Officers shall be elected annually by the Board at the July meeting for a one-year term of office effective immediately upon being elected.
- 5.7 Qualifications**-All Board members shall fulfill the qualifications for Community Leadership as set forth in Article IV.
- 5.8 Duties of Officers**-All members of the Board shall sign and abide by The Letter of Agreement with Upper Room Ministries. All other responsibilities and duties of the officers of the Board are set forth in the Standing Rules
- 5.9 Meetings**-The Board shall meet regularly as set forth in the Standing Rules unless otherwise ordered by a majority vote of the Board members present in a regular meeting.
- 5.10 Quorum**-A majority of the Elected and Selected Board shall constitute a quorum. The Board is 16 in number-12 elected members, 1 Past CLD, 1 CSD and 2 ASD s. A quorum will therefore be 9. The CLD shall vote only in the case of a tie.
- 5.11 Parliamentary Procedure**-The Board shall follow standard parliamentary procedure.
- A. The Past CLD is charged with directing such procedure.
 - B. Any proposal contrary to the Emmaus Handbook, to the Community's By-laws or Standing Rules

(excluding proposed amendments), or to a ruling made by the International Emmaus Program of Upper Room Ministries shall be considered out of order and shall not be considered.

5.12 Spiritual Director-The Spiritual Director of the Community shall be selected by the Board as set forth in the Standing Rules. The term of office shall begin July 1. The responsibilities of the Spiritual Director are set forth in the Standing Rules. The Spiritual Director may be replaced during the term by ten (10) affirmative votes of the Board as set forth in the Standing Rules. The CSD may serve one or two but not more than two consecutive terms.

5.13 Past Chairperson-The immediate past CLD shall serve on the Board as a voting member one (1) additional year or the normal term of panel, whichever is longer.

5.14 Special Meetings-Special meetings of the Board may be called by the CLD upon his/her own initiative or when requested in writing by five (5) members of the Board.

5.15 Vacancies on the Board-The Board may elect persons, upon nomination by the CLD, to fill vacancies until the next regular election. Such persons are eligible for election by the Community at the next regular election.

5.16 Replacement of Board Members and/or Officers-Any Board member or officer may be removed by

7.2 Ex Officio Board Members

- A. Members-The Registrar, Treasurer, Newsletter Editor, Webmaster, Outside Servant Coordinator and any other community member designated by a majority vote of the Board, a quorum being present, will be Ex Officio members of the Board.
- B. Registrar-The Registrar will be appointed by the Board for a term of three (3) years or more, but no more than five (5) years. The Registrar will report to the Board through the Registrar Liaison, will serve at the discretion of the Board and may be removed from the position by a majority vote of the Board as set forth in the Standing Rules. The Registrar shall be the chair of the Community Registration committee as set forth in the Standing Rules. The Registrar shall be bonded.
- C. Treasurer-When the Financial Officer does not serve as Treasurer, a Treasurer will be appointed by the Board for a term of three (3) years or more but no more than five (5) years. The Treasurer shall report to the Board through the Financial Officer, will serve at the discretion of the Board and may be removed from the position by a majority vote of the Board as set forth in the Standing Rules. The financial accounting for the Community and co-signing of checks shall rest with the Treasurer and therefore the Treasurer shall be bonded.
- D. Communications-The Newsletter Editor will be appointed by the Board for a term of three (3) years or more, but no more than five (5) years. The Webmaster shall be appointed by the Board for an indeterminate length of service. Neither the Newsletter Editor or the Webmaster shall make any postings without prior approval from the Board. The Newsletter Editor and the Webmaster will report to the Board through the Communications Liaison, will serve at the discretion of the Board, and may be removed from the position by a majority vote of the Board as set forth in the Standing Rules.
- E. Outside Servant Coordinator-The Outside Coordinator will be appointed by the Board for a term of no more than three (3) years. The Outside Coordinator will report to the Board through the Outside Liaison, will serve at the discretion of the Board, and may be removed from the position by a majority vote of the Board as set forth in the Standing Rules. The Outside Coordinator will be the chair of the Outside Servants and may serve as a Board member.

7.3 Community Committees and Trainers

- A. Community Committees-Registration, Candlelight, Trailer Supply and Literature, Outside Servants, Sponsorship Trainer, Babe Chick Trainer, LD/Board Representative Trainer, and Team Selection and any other committees or trainers deemed necessary by the Board.
- B. Chairs and trainers-will be appointed by the Board for a term of no more than three (3) years. They will report to the Board through their respective Board liaisons, shall serve at the discretion of the Board, and may be removed from the position by a majority vote of the Board as set forth in the Standing Rules. They may serve as a Board member.

7.4 Ad Hoc Committees

- A. The Board shall appoint Ad Hoc committees as the need arises. The Chair of said committees shall be an Ex Officio member of the Board for the duration of the appointment of the committee.
- B. Audit Committee-the Board shall appoint an Audit Committee, each year, from the membership of

the Community to be responsible for an annual financial audit of the Community and to insure that the Community is in compliance with all relevant tax laws and regulations. Neither the Financial Officer nor the Treasurer may serve on the Audit Committee.

7.5 Duties-The duties, responsibilities, and terms of Ex Officio Board Members, Community Committees, Ad Hoc Committees and Chairs are set forth in the Standing Rules and Policies and Procedures.

7.6 Ex Officio-The CLD shall be an ex officio member of all committees.

Article VIII. “Walk to Emmaus”

8.1 Guidelines-The Community shall follow the guidelines of the Upper Room Walk to Emmaus program in the formation of the three-day (72) hour experience “Walk to Emmaus” or similar Emmaus experiences.

8.2 Oversight- The Board of Directors shall have general oversight in all matters relating to the “Walk to Emmaus” Community.

8.3 Lay Director-The Board of Directors shall choose a Lay Director for each Community “Walk to Emmaus” weekend or similar Emmaus experiences in accordance with the Standing Rules.

8.4 Spiritual Director- The Community Spiritual Director, with consultation from the Board of Directors, shall select the Spiritual Directors for each Community “Walk to Emmaus” or similar Emmaus experience.

8.5 Board Representative-The Board shall select a Board Representative for each Walk to Emmaus or similar Emmaus experience who must either be a member or a past member of the Board or have been a Past Walk LD. The Board Representative must have completed Board Representative training prior no more than two years prior to the date of the first team meeting.

8.6 Church membership-Because Emmaus is not intended to make disciples, but rather to strengthen those who are already disciples, persons accepted for a Walk are expected to be active members/participants of a Christian church as defined by Upper Room Ministries.

Article IX. Amendments to By-laws

9.1 Changes and Additions-Proposed amendments may be presented to the Board by any member of the Board or Community one (1) month in advance of consideration by the Board.

9.2 Adoption-Amendments will be approved by a three-fourths (3/4) majority of the Board with previous notice. Approved amendments will be circulated to the membership via the Community Newsletter or web site. If no objection petition is received, the amendment(s) will become part of the By-laws.

9.3 Objections

A. Should an amendment fail to be approved by the Board, an objecting petition signed by at least

twenty-five (25) community members must be received by the CLD within sixty (60) days of the Board's vote. Otherwise, the disapproval will stand.

B. Approved amendments will become part of the By-laws unless an objection petition, signed by at least twenty-five Community members, is received by the CLD. Petitions must be received within sixty (60) days of the mailing or posting of the Board approved amendment.

C. If an objection petition is received, the amendment(s) will be considered voided.

D. If the Board then wishes to submit the amendment(s) to the entire Community for a vote, it may do so. The re-submission will be posted and/or mailed to the members. A plurality of votes cast by the membership at the next Community meeting after the posting/ mailing will decide the matter.

Article X. Standing Rules and Policies and Procedures

10.1 The Board shall adopt Standing Rules to ensure the fair and equitable interpretation and enforcement of the By-laws of the Rainbow's End Emmaus Community.

10.2 The Board shall adopt Policies and Procedures that will be guidelines for varied aspects of the Community. They are to be used with discretion, understanding, and management in the spirit in which they are written. These Policies and Procedures shall be developed with the assistance of the Ex Officio members and the Committee chairs.

10.3 Amendments to the Standing Rules may be made by a two-thirds vote of the Board without previous notice or by a majority vote with previous notice. Community objections may be made with an *objecting petition* as delineated in 9.3 of these By-laws.

10.4 Changes in Policies and Procedures may be made as set forth in the Standing Rules.

Article XI. Net Earnings

No part of the Net Earnings of the Community shall inure to the benefit of, or be distributable to its members, trustees, directors, officers or other private persons, except that the Community shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of Section 501 (c)(3) purposes. No substantial part of the activities of the Community shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Community shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these articles, the Community shall not carry on any other activities not permitted to be carried out by a corporation exempt from Federal income tax under Section (c)(3) of the Internal Revenue Code (or corresponding section of any future Federal code).

Article XII. Ratification

These amendments to the By-laws dated March 2, 1999, are hereby ratified in accordance with Article IX of these By-laws.

Article XIII. Dissolution

Upon the dissolution of the Community, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Community, dispose of all of the assets of the Community exclusively for the purposes of the Community in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Section 501c(3) of the internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court having such jurisdiction in Ector County, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

Dated: July 9, 2005

Russell Kimble, Community Lay Director