



Three Rivers Walk To Emmaus and Chrysalis

RESTATED BY-LAWS

ARTICLE I – NAME

- A. The name of this organization shall be “The Three Rivers Walk to Emmaus and Chrysalis”, herein referred to as ***the community***, a not –for-profit organization under the laws of the Commonwealth of Pennsylvania.

ARTICLE II – NON-DISCRIMINATION POLICY

- A. All business of *the community* shall be conducted without regard to race, physical handicap, gender, color, religion, or age. The community is committed to a fair policy of representation on the Board of Directors, and among the membership, which shall not discriminate on the basis of race, physical handicap, gender, color, religion, or age.

ARTICLE III – OBJECTIVES

- A. The focus of Emmaus is God known as Jesus Christ and how that finds expression in the local church. The objective of *the community* is to inspire, challenge and equip local church members for Christian action – in their homes, churches, places of work, communities, and the world through the Walk to Emmaus experience.
- B. The goals or vision for the Walk to Emmaus and Chrysalis experience are:
- 1) To strengthen disciples and further develop Christian leaders by involving them in a short course in Christianity;



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- 2) To strengthen local congregations by encouraging the ~~participation~~ participants to return with a renewed understanding and commitment to piety, study, and action; and
- 3) To create a Christian environment by sending people out into the world to witness with renewed faith to the grace of Jesus Christ in all the places of their ordinary lives.

C. The community lives in a covenant relationship with:

- 1) God through Christ;
- 2) The Church; and
- 3) Is affiliated with the International Emmaus Movement, The Upper Room, Nashville, Tennessee, The United Methodist Church, and shall operate in accordance with its directives and guidelines.

ARTICLE IV – MEMBERSHIP

- A. MEMBERSHIP: All persons who have completed a weekend experience of the Walk to Emmaus and Chrysalis, sponsored by the community shall be members of *the community*. Persons who have completed an Upper Room sponsored weekend and all other comparable events may become members by participating in the activities of the community and by asking the secretary or registration coordinator of *the community* to include their names on the mailing list.
- B. RIGHTS OF MEMBERSHIP: Each member household will receive community newsletters by email or by paid subscription. All members age 18 and older are extended a vote in meetings of *the community* and may be elected as a Director and as an officer of the community as herein specified. Members may sponsor



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new pilgrims to attend weekends and may have the opportunity to serve in support of a weekend either as part of the team or as part of the community.

- C. ANNUAL MEETING: An annual meeting of *the community* shall be held ~~in September~~between the months of August and November of each year in conjunction with the monthly Gathering. The primary purpose of the annual meeting is to conduct the election of the Board of Directors and such other business as shall be properly brought before the meeting.
- D. GATHERING: Monthly meetings of the members of *the community* are held ~~on the second Friday of each month~~ at locations and times determined by the Board of Directors for the purpose of worship and fellowship. Business of the community may be conducted at the gathering at the discretion of the Community Lay Director or at the direction of the Board of Directors.
- E. ELECTION OF DIRECTORS: At the annual meeting of the members, the election of the Directors for the ensuing calendar year shall be concluded. A slate of names for Director, proposed by the nominating committee shall be distributed by *the community* newflash ~~by the end of June of each year~~at least 30 days prior to the annual meeting of the Community. Nominations will be accepted from the floor with prior consent of the person being nominated.
- F. QUORUM: The quorum for a meeting of *the community* is all those present.
- G. PROXY VOTING: There will be no proxy voting.



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ARTICLE V – BOARD OF DIRECTORS

- A. COMPOSITION OF BOARD: The Board of Directors shall consist of twelve (12) elected lay members, ~~the Chrystalis Director, three (3)~~four (4) elected clergy, ~~plus~~ (including the Community Spiritual Director) and any Ex-Officio members the sitting Board deems necessary. The Board of Directors shall consist of no more than five (5) persons from any one congregation at one time.
- B. NOMINATIONS AND ELECTIONS: With the approval of the Board of Directors, the Fourth Day Coordinator appoints a nominating committee of five (5) persons, three (3) of which are not current Board members who shall prepare the slate of nominations for distribution in the community newsletter/newsflash no later than June of each year. Nominations shall:
- 1) Include one (1) clergy and no more than four (4) laity for each class of Board members;
 - 2) Reflect the balance of gender represented in *the community*; strive for ecumenical representation; and include no more than three (3) persons from one congregation;
 - 3) Strive for clergy membership of the Board to include at least one (1) woman, one (1) one United Methodist, and one (1) non-United Methodist.



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C. TERMS OF OFFICE:

- 1) Directors shall be elected by *the Community* to a three (3) year term, with the exception of the Chrysalis Director who shall be the Chrysalis Community Lay Director pursuant to the Chrysalis By-Laws and Standard Operating Procedures. The Chrysalis Lay director will serve on the Emmaus board as coordinator of the Chrysalis Standing Committee. The Registration Coordinator will be elected to a six (6) year Ex-officio term.
- 2) Board members cannot succeed themselves in consecutive terms.
- 3) Terms of office shall begin January 1st, and shall terminate December 31st.
- 4) The immediate past ~~chair of the Board~~Community Lay Director and Community Spiritual Director shall serve on the Board one (1) additional year.

D. DIRECTOR VACANCIES: Any vacancies in the Board of Directors, occurring because of death, resignation, or removal, shall be elected by a majority vote of the remaining members of the Board of Directors, upon nomination by the Community Lay Director, and each person so elected shall be a Director for the remainder of the Term of Office. Such persons are eligible for election to a consecutive term of office provided that the vacant term was less than one year.

E. DIRECTOR RESIGNATIONS: A director may resign by providing a written notice to the Community Lay Director, or to the Community Spiritual Director, or the Board of Directors. Any director who misses three (3) consecutive regular meetings or attends less than two-thirds (2/3) of the meetings scheduled during any one calendar year without advance justification is considered to have resigned from the Board of Directors and will be notified by the Secretary.



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F. REMOVAL OF DIRECTORS: The entire Board of Directors or any individual Director may be removed from office by a majority vote of the members of *the community* at a special meeting. Written notice stating the purpose of the special meeting must be sent to all membership of *the community* postmarked at least seven (7) day in advance with the signatures of at least 25 members of *the community*. In case the Board or any one or more Directors be so removed, new Directors may be elected at the same meeting.

ARTICLE VI – DUTIES OF THE BOARD OF DIRECTORS

A. POWERS:

- 1) Direction of *the community* shall be vested in the Board of Directors having general oversight in all matters relating to *the community* following the guidelines of The Upper Room Walk to Emmaus program, as outlined in The Upper Room Handbook on Emmaus, and contained in such other publications as may be published by The Upper Room for the Emmaus Program.
- 2) The powers, property, and affairs of *the community* subject to the limitations contained in the general code, the articles of regulations, shall be exercised, controlled, and conducted by the Board of Directors, each of whom shall be members of *the community*. The Board of Directors may exercise these powers by organizing through the work of a standing committee, an ad hoc committee, or task force.



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B. EXECUTIVE COMMITTEE: The Executive Committee shall consist of the Community Lay Director, Assistant Community Lay Director, Secretary, Treasurer, and the Community Spiritual Director, each of whom shall be members of *the community* and known as “officers”.

- 1) The Community Spiritual Director shall be elected annually in December for the term beginning July-January 1, by the current Board of Directors. The Community Spiritual Director may be elected to serve three (3) consecutive one-year terms excluding all previous and future service on the Board (not more than 6 consecutive years on the Board).
- 2) The Community Lay Director, Assistant Lay Director, Secretary, and Treasurer shall be elected annually for the next calendar year by the incoming Board of Directors at the December transition meeting of the Board of Directors prior to the beginning of their Term of Office.
 - a) The Assistant Community Lay Director shall be elected from the Laity serving as Directors. He/she ~~shall~~ should be entering the second year of his/her three-year term and who shall become the Community Lay Director in his/her third year.
 - b) If the Assistant Community Lay Director is unable to serve as the Community Lay Director, a Community Lay Director shall be elected from the Laity serving as Directors who shall be entering the second or third year of their three-year term giving preference to those entering the third year.



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- c) The Secretary and Treasurer shall be elected from any of those serving as Directors in the next year and may be either Laity or Clergy.
- C. REGULAR MEETINGS: The Board of Directors shall schedule at least eight (8) meetings per year at fixed times and places by resolution and shall be made known to the community through the newsletter.
- D. SPECIAL MEETINGS: Special Meetings may be held upon the call of the Community Lay Director or Community Spiritual Director, or upon written request of four (4) directors provided at least forty-eight (48) hours prior notice stating the time, place, and purpose of the meeting is given to the directors.
- E. QUORUM: Ten (10) Members of the Board of Directors present at a duly called Regular or Special Meeting shall constitute a quorum. Board Members Elect may vote at the December meeting prior to the start of their term.
- F. VOTING PROCEDURES: The common signs for voting shall be by show of hands or voice vote, except that voting when requested shall be by secret written ballot. Except as otherwise provided by these By-Laws, all actions of the Board of Directors shall be decided by majority vote of voting members present. All fifteen (15) elected members and the Community Spiritual Director shall have the right to vote. An affirmative vote of 2/3 of the full board of Directors is required for the acquisition, purchase, sale, mortgage, and lease of other disposition of real estate.



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- G. CONSENT OF DIRECTORS WITHOUT MEETING: If all the Directors shall severally or collectively consent, in writing or in electronic form, to any action to be taken by the Board of Directors such action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- H. USE OF COMMUNICATION TECHNOLOGY: One or more persons may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications equipment by means which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.
- I. FINANCIAL OPERATION: The Fiscal Year of *the community* shall be the calendar year. The Board of Directors may adopt such system or method for the auditing and approving of the community's liabilities and for the payment of the same by check as the Board may from time to time see as proper. The Board of Directors is authorized to incur indebtedness for the current business of *the community* and to delegate this authority, by resolution of the Board, to a member or members of the Executive Committee.
- J. CONFLICT OF INTEREST: A conflict of interest arises when a Board member directly or indirectly stands to gain from a Board action. Where potential gains (i.e.; a transaction with a Board member's employer, funding involvement with other Community Nonprofit Agencies in which a board member is also involved, a board member performing legal services, etc.) could occur, that Board member should abstain from both the discussion of the action and the vote. The abstention shall be noted in the minutes.



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- K. COORDINATORS OF STANDING COMMITTEES: Each non-office member of the board shall be known as a ‘coordinator’. The Board of Directors shall revise and approve annually as needed job descriptions for the ~~eleven~~ elected ~~(11)~~ coordinators. The Chrysalis “coordinator” shall be an advocate between Emmaus and Chrysalis and coordinate the Chrysalis Community pursuant to the Chrysalis By-Laws and Standard Operating Procedures. The “coordinator” shall involve other members of the community as a standing committee in carrying out the work overseen by the coordinator.
- L. TEAM SELECTION: Every member of a Three Rivers Walk to Emmaus and Chrysalis team are required to be actively participating in the life of their local church, be active in some form of a small group accountability setting, and seeking to live a life of piety, study, and action.
- 1) The Board of Directors shall choose a Lay Director for each Community weekend following the model of progressive servanthood as found in the handbook. The Board of Directors may choose to have a sub-committee bring a final recommendation for the Board’s approval. Prior to serving as the Lay Director, the individual will be expected to serve as a Lay Director in Training on the a prior Emmaus weekend ~~prior~~, unless waived by a two-thirds vote of the Board of Directors.
 - 2) The Community Spiritual Director shall select the Spiritual Director for each Community weekend with the advice and consent of the Board of Directors following the guidelines of the Upper Room Emmaus manuals.



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3) The remaining members of the team shall be nominated by the Team Selection Committee and selected by the Lay Director through prayer for the weekend. The Team Selection Committee shall be comprised of the Community Lay Director, the Community Spiritual Director, the Registration Coordinator/Membership Secretary, the Lay Director, the Lay Director in Training, and Spiritual Director for the weekend, the Lay Director and Lay Director in Training from the previous Walk, and three (3) or four (4) other member of the Emmaus community (non-Board members). The Team Selection ~~and~~ shall be chaired by the Assistant Community Lay Director. Men's and Women's team selection may be done jointly. Information of past team experience shall be provided by the Registrar/Membership Secretary in advance.

M. ANNUAL TRANSITION OF BOARD RESPONSIBILITIES: Directors elected at the September Annual Meeting are invited to observe the Board of Directors in any meeting of the Board of Directors in October or November. The December meeting of the Board of Directors shall include outgoing, returning, and incoming directors. The last agenda item shall be the election of the Community Lay Director, the Assistant Community Lay Director, Secretary, and Treasurer ~~by secret ballot~~. This shall be followed by the assignment of the ~~eleven (11)~~ coordinators by whatever method the directors deem best. All new responsibilities become effective January 1st through December 31st of the following year.



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ARTICLE VII – DUTIES OF THE EXECUTIVE COMMITTEE

- A. **POWERS:** The Executive Committee shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board of Directors.
- B. **VACANCIES ON THE EXECUTIVE COMMITTEE:** When a member of the Executive Committee dies, resigns, or is removed, the Board of Directors may appoint a successor to serve for the duration of the calendar year by a majority vote. It is permissible for the successor to be the newly elected director.
- C. **RESIGNATION FROM THE EXECUTIVE COMMITTEE:** A member of the Executive Committee may resign from that position by providing a written notice to the Community Lay Director, or the Community Spiritual Director, or the Board of Directors. If the director is not resigning from the Board, he/she will be assigned another area of responsibility, which may not be of his/her own choosing.
- D. **REMOVAL FROM THE EXECUTIVE COMMITTEE:** Any member of the Executive Committee may be replaced during his/her term by 10 (ten) affirmative votes of the Board of Directors whenever, in its best judgment, the best interests of *the community* will be served. The removal of the Community Spiritual Director also requires the ratification by the International Spiritual Director of the Walk to Emmaus.



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E. DUTIES: The Board of Directors must approve any changes to the Specific specific duties of each member of the Executive Committee ~~shall be revised and approved annually by the Board of Directors~~ prior to the December transition meeting. The general duties shall include:

- 1) The Community Lay Director shall preside at all meetings of *the community* and Board of Directors enforcing the observance of all rules of order and the By-Laws of *the community* and shall be an Ex-officio member of each committee. The Community Lay Director in consultation with the Community Spiritual Director shall prepare the agenda for each meeting of the Board of Directors and *the community*.
- 2) The Assistant Community Lay Director, in the absence of the Community Lay Director, shall preside over meetings of *the community* and Board of Directors.
- 3) The Secretary shall keep or cause to be kept a proper record of all votes of *the community* and minutes of its transactions and minutes of all Directors' and community meetings in a book to be kept for that purpose. The Secretary shall keep an accurate list of all directors and shall preside over meetings of *the community* and Board of Directors in the absence of the Community Lay Director, the Assistant Community Lay Director, and the Community Spiritual Director.



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- 1) The Treasurer shall receive and have care and custody of all the moneys and funds belonging to *the community* and to deposit the same to the credit of *the community* in such bank or banks as the Board of Directors may designate and to perform such other duties usually pertaining to the office. The Treasurer shall preside over meetings of *the community* and Board of Directors in the absence of the Community Lay Director, the Assistant Community Lay Director, the Spiritual Director, and the Secretary.
- 2) The Community Spiritual Director shall give general oversight to the spiritual direction of *the community* and leadership to the clergy members of *the community* in caring for the spiritual direction of the life of *the community*. The Community Spiritual Director shall preside over meetings of *the community* and the Board of Directors in the absence of the Community Lay Director and the Assistant Community Lay Director.

ARTICLE VIII — AMENDMENTS/REVISIONS

- A. Proposed amendments or revisions may be presented to the Board by any member of the Board one (1) month in advance of consideration by the Board. If the amendments and revisions are voted in the affirmative by a three-fourths (3/4) vote, notification will be circulated to the membership by the newsletter/newsflash; and if no petitions signed by at least twenty-five (25) community members objecting to the new amendments and revisions are received within sixty (60) days of the mailing of the notification the amendments s and revisions will be accepted.



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If an objection petition is received, the amendment will be considered voided. If the Board then wishes to submit the amendment to the entire Community for a vote, it may do so. A majority of votes cast by the membership will decide the matter.

ARTICLE IX – SALE OR DISSOLUTION OF THE THREE RIVERS WALK TO EMMAUS COMMUNITY

- A. In the event of sale or dissolution of the Community, after all obligations are satisfied, the remainder of funds must be donated to a sister community that is in good standing with the International Emmaus Movement, The Upper Room, Nashville, Tennessee, The United Methodist Church, and shall operate in accordance with its directives and guidelines. Three Rivers Walk to Emmaus and Chrystalis (TRWE) will request the funds be directed to a struggling or start up community. The Community prohibits the use of any surplus funds for private inurement to any person.

ARTICLE X – RATIFICATION

- A. These Restated By-Laws are to take effect January 1, ~~2013~~2018, in the absence of a petition opposing ratification over the signatures of twenty-five (25) Community members and shall supersede the By-Laws of ~~March 31, 2007~~January 4, 2014.



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ARTICLE XI – SAFE SANCTUARY COMMUNITY

- A. The Three Rivers Chrysalis and Emmaus Community seeks to provide a safe and secure environment for the children, youth, and vulnerable adults who participate in our programs and activities. Therefore, it will be the policy of the Three Rivers Walk to Emmaus and Chrysalis Community to maintain and abide by a Safe Sanctuaries Policy. The TRWE Safe Sanctuary Policy should meet or exceed the standards of the United Methodist Church as directed by the Emmaus/Chrysalis offices of the Upper Room.

ARTICLE XII: 501 (c) (3)

This corporation is organized exclusively for religious purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on

- A. By a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
- B. By a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).