

**LOUDOUN VALLEY EMMAUS**  
**BYLAWS**

**ARTICLE I. NAME AND LEGAL FORM**

The name of this Community shall be The Loudoun Valley Emmaus Community, hereinafter referred to as the Community. The approved rules and guidelines for the operation of the Community shall follow the Upper Room Emmaus documents that govern operation of the Community and conduct of Emmaus and Chrysalis Weekends. The Community is chartered as a not-for-profit entity by the Commonwealth of Virginia and will conduct all its activities in accordance with the laws and regulations stated in its charter.

**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 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 a Loudoun Valley Walk to Emmaus sponsored by the Upper Room Emmaus Community shall be members of the Community. This includes those persons who have completed a Chrysalis weekend and are over the age of 18.

Section 2. Persons who have completed a Walk to Emmaus or a Chrysalis Flight in other communities, Cursillo, or Tres Dias weekend may become members by participating in the activities of the Community and asking for the secretary or registrar of the Community to include their names on the mailing list.

## **ARTICLE IV. BOARD OF DIRECTORS**

### Section 1. Purpose

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

### Section 2. Composition

The Board will consist of 15 elected lay members, and two Community Spiritual Directors. The Community will seek to achieve approximately equal representation of male and female gender on the Board.

### Section 3. Terms of Office

- a. Laypersons on the Board shall be elected by the Community members for a three year term in three classes; each class shall have five members.
- b. Board members cannot succeed themselves in consecutive terms, a term being three years.
- c. Terms of office shall begin on January 1 and shall terminate on December 31, except for members who are appointed to replace members who resign from the Board. Appointed members will serve until the next regular Board election is held at which time they may stand for election. Spiritual Directors will be elected by the Board for terms running from July 1 to June 30 to align with the Methodist Church cycle for pastoral appointments.

### Section 4. Election of Board Members

- d. Board members are elected by the Community
- e. The nominating committee shall submit to the Board a slate of at least seven nominees to elect five Board members. The gender of nominees will be sufficient to maintain an approximate balance of men and women on the Board.
- f. The ballot shall be presented to the Community members no later than September each year. Information about candidates' experience in the Emmaus/Chrysalis activities will be provided in the newsletter.
- g. The election of Board members will be held at the October Gathering.
- h. The Ballot will be split between men and women with the intent of electing the two or three members of each gender as necessary to maintain gender balance on the Board. The candidates with the most votes will be elected to the Board notwithstanding whether they receive a majority of those voting.
- i. Deleted (A1).
- j. The Board may elect persons, upon nomination by the Chair, to fill a vacancy during a term year. At the next regular election, such persons are eligible for election to a full term.
- k. No more than three members of the Board will be from the same church.

### Section 5. Removal of Board Members

Board members may be removed when it is determined that their conduct or attendance is not consistent with the purpose and best interests of the Community. Prior to removal the Community Lay Director will meet with the member being considered for removal to determine if the basis for removal can be corrected or, if not, whether the member would prefer to resign

rather than face a removal vote. If the behavior/attendance issue cannot be resolved and the individual does not resign, a vote shall be taken to determine whether to retain the member on the Board. The member will be removed if a super-majority (60% or more) of the board votes for removal.

## **ARTICLE V. OFFICERS OF THE BOARD**

### Section 1. Officers

Officers shall be the Lay Director, Assistant Lay Director, Secretary, and Treasurer. In case of absences, the chair will be assumed in this order. Officers can accept responsibility for a work area in addition to an Officer position on the Board.

### Section 2. Election of Officers

**(A1)** Officers shall be elected annually by the Board of Directors at the December Board Meeting. Officers shall serve a one year term of office beginning with the January meeting. The Assistant Community Lay Director will be selected from the class that is completing the first year of his/her term. A Community member may only serve one one-year term as Community Lay Director.

### Section 3. Spiritual Directors

The Community will have two Spiritual Directors with overlapping two year terms. Candidates for Community Spiritual Director will be identified by the current Community Spiritual Directors in consultation with the Community Lay Director. The Spiritual Directors will be selected annually by the Board. Terms of office will begin on July 1. The Spiritual Director may be replaced during the term by 10 affirmative votes.

## **ARTICLE VI. MEETINGS**

Section 1. There shall be at least six meetings of the Board annually. The Board meetings will usually be held on the third Saturday prior to the Community Gathering.

Section 2. Ten members of the Board present at a duly called meeting shall constitute a Quorum.

Section 3. Special Board meetings may be called by the Community Lay Director or when requested in writing by 10 members of the Board.

Section 4. Decision made at Board meetings shall be based on a motion, a second, and a majority vote of those present. A quorum must be present for a vote to be valid.

Section 5. Minutes of all Board meetings must be recorded and approved by the Board. The Secretary is responsible for ensuring that a record of each meeting is officially filed in the Community records maintained by the Manuals and Records Chair. A copy of the minutes will be made available to any member of the Community upon request.

## **ARTICLE VII. COMMITTEES**

(A2) Section 1. The Community Lay Director shall nominate Board members to chair the following Committees:

- Nominations
- Gatherings
- Registration
- Agape
- Team Selection
- Communications
- Music
- Facility Support
- Community Training & Support
- Manuals & Records

Section 2. The Community Lay Director will be an ex-officio member of all committees with voice and vote.

Section 3. Each Committee will document the policies and procedures for their area of responsibility to ensure continuity as Committee chairs change over time. The policies and procedures of each Committee will be approved by majority vote of the Board. The chair of the Manuals/Records Committee will maintain a complete set of policies and procedures for the Community and pass the information on to his or her successor.

## **ARTICLE VIII. WALK TO EMMAUS**

Section 1. The Community shall follow the guidelines of The Upper Room Walk to Emmaus program in the presentation of the three-day (72 hours) Walk to Emmaus. The Chair of the Manuals and Records Committee will maintain the current version of the Upper Room manuals, handbooks, and other guidelines pertaining to the Emmaus and Chrysalis 3 day events. Such governing documents will be made available to Community members for review upon request.

Section 2. The Board shall have general oversight in all matters relating to the local Walk to Emmaus and may request periodic status requests from Weekend Lay Directors.

Section 3. The Board shall choose a Lay Director for each Community Walk to Emmaus weekend. The process for selecting Lay Directors will be as follows:

- The Community Lay Director will seek the advice of Lay Directors from the previous five men's and women's weekends and all previous Community Lay Directors (Advisory Committee). This will typically be accomplished at a meeting where a vote will be conducted to select candidates from those who meet the Weekend Lay Director qualification requirements.
- The results of the Advisory Committee vote will be presented to the Board who will then vote to select the Lay Directors for the upcoming weekends.
- The Community Lay Director will issue the invitations to the individuals selected as the Weekend Lay Directors and will advise the Board once the invitations have been accepted.
- Consistent with the mission of building Christian Leaders for service in local churches, Community Members will be limited to one opportunity to serve as a Loudoun Valley Emmaus Weekend Lay Director. In the event there are no current Community Members qualified to serve as Weekend Lay Director, the Board may select a person who has previously served as a Weekend Lay Director.

Section 4. The Spiritual Directors for each weekend will be nominated jointly by the Community Spiritual Directors and the Community Lay Director and will be approved by the Board.

## **ARTICLE IX. AMENDMENTS**

Section 1. Proposed amendments may be presented to the Board by any member of the Community one month in advance of consideration by the Board.

Section 2. If the amendments are voted in the affirmative by three-fourths vote of the Board, they will be circulated to the membership through the Community Newsletter, and if no petitions signed by at least twenty-five Community members objecting to the new amendments are received, the amendments will be considered adopted. Any objections must be received within 60 days of the mailing of the notification. If a properly prepared objection is received within 60 days of the mailing of the notification, the matter must be brought to the full Community for a vote at a regularly scheduled Gathering. The vote by the majority of the Community present and voting will be binding.

## **ARTICLE X. RATIFICATION**

The bylaws take effect immediately upon certification of the Board that a majority of the Community approves.

## **ARTICLE XI. BOARD RESPONSIBILITIES**

### General

Section 1. The Board must set a regular meeting date, provide an opportunity to discuss the status of each Board member's area of responsibility, and consider the need for a Community training day to help all members grow in their understanding of Emmaus leadership.

Section 2. The Community should conduct a Board training session soon after the election of the officers of the Board. This training will provide orientation for the Board members and will assist each Board member in the efficient handling of his/her responsibilities. The Board training should be held as an annual event following assumption of duties by the new Board members. A helpful guide for Board training is the book *The Board of Directors*.

Section 3. The Board should establish the minimum number of confirmed registrations to allow a weekend event to be conducted. The Upper Room Emmaus recommends that the minimum number of confirmed registrations is twenty. This number should be confirmed at least two weeks before the Walk date. The Board should consider the cost associated with cancelling a weekend vs. the cost of holding the weekend with less than twenty pilgrims since there are certain sunk costs associated with cancelling a reservation at the 4H Center.

### Community Lay Director's Responsibilities

The Community Lay Director shall:

- Chair Board Meetings
- Orchestrate the activities of the Community, with the help and support of the Community Spiritual Directors
- Represent a mature understanding of the Walk to Emmaus and all the processes associated with planning and conducting a weekend, a Gathering, and preparation of the Community and Board through training
- Ensure that the activities of the Community are high quality and a positive influence in the life of the Christian community
- Resolve problems that may arise during the planning and conduct of any Walk to Emmaus activity that seriously threatens the integrity of the activity according to Community and Upper Room standards. The Community Lay Director should consult with the Community Spiritual Directors and the Board, if feasible, before taking action to address problem situations. The Community Lay Director should never unilaterally or arbitrarily interfere with the appointed leadership of a Walk or with their efforts to carry out their assigned responsibilities. Any corrective action that is necessary should be accomplished in a spirit of Christian love.

## The Community Spiritual Director Responsibilities

Loudoun Valley Emmaus has two Community Spiritual Directors who are elected from clergy active in the Community by the Board for two-year overlapping terms. The Community Spiritual Directors serve as voting members of the Board. Community Spiritual Directors are responsible for:

- Serving as spiritual leaders of the Community and helping the Board stay centered on Jesus Christ, focused on the Emmaus Movement, and aware of God's presence in the decision making process. The Spiritual Directors have a special responsibility to pay attention to the spiritual atmosphere and health of the Emmaus Community and the theological soundness of the Walks, and the quality of the fruit borne by Emmaus in churches, homes and Community in light of the intended goals of Emmaus.
- Meeting with every clergyperson who goes through the Walk to determine the clergyperson's perspectives of the Walk, background interest in the Walk and how he or she might serve Emmaus Community, including possible service as a Weekend Assistant Spiritual Director and potential Weekend Spiritual Director.
- Recommending to the Board who are qualified and will serve well as Weekend Spiritual Directors, although the Board is not limited to his or her recommendations.
- The Community Spiritual Director should keep up with clergy participation in Walks and cultivate clergy leadership in the Loudoun Valley Emmaus Community.
- The Community Spiritual Directors should maintain a list of all qualified clergy within the Emmaus Community.
- Participating in the Team Selection Committee process of selecting team members for upcoming Walks.
- Orienting and preparing the upcoming Weekend Spiritual Directors for their role in team formation and the Emmaus Weekend as needed. The Community Spiritual Directors may be expected to present an overview of the Emmaus Weekend, the standards by which the Walk is conducted, and the spirit of the team's participation during the first team meeting or team orientation meeting. This establishes continuity from one team to the next in the way teams approach the Walk.
- Presenting the Emmaus Cross to the Weekend Lay Director at the closing of each Walk on behalf of the Community.
- Leading the Holy Communion service at closing of each Walk. When the Community Spiritual Director is not available for the closing, he or she will ensure that an appropriate clergyperson, such as the Weekend Spiritual Director, leads Holy Communion.
- Representing Emmaus at its best among clergy colleagues and church leaders and encouraging their participation on Walks, teams, and as leaders in the Emmaus Community. The Community Spiritual Director should share with clergy colleagues the Walk experience and the value of the Emmaus Movement to the church. The Community Spiritual Director should offer to sponsor or arrange for a sponsor for his or her colleagues.
- Carrying out his or her responsibilities in a spirit of teamwork with the Board.

## **ARTICLE XII. CHRYSALIS**

### **Section 1. Relationship to the Emmaus Board**

Chrysalis shall be a standing committee of the Loudoun Valley Emmaus Community. The Chrysalis Community Lay Director shall serve as an ex officio member of the Emmaus Board with voice and vote.

- This voting privilege may be delegated in the event the Chrysalis Community Lay Director is unable to attend an Emmaus Board meeting. The Emmaus Community Lay Director must receive notice of this delegation prior to the Emmaus Board meeting from the Chrysalis Community Lay Director.
- The Chrysalis Board will appoint two additional representatives with voice, to the Emmaus Board meetings to foster the working partnership and mutual understanding between Loudoun Valley Emmaus and Chrysalis.
- A member of the Emmaus Board will serve as member, with voice and vote, to the Chrysalis Board. This voting privilege may be delegated in the event this member is unable to attend a Chrysalis Board meeting. The Chrysalis Community Lay Director must receive notice of this delegation prior to the Chrysalis Board meeting from the Emmaus Community Lay Director.
- The Emmaus Board will appoint two additional representatives with voice to the Chrysalis Board meetings to foster the working partnership and mutual understanding between Loudoun Valley Emmaus and Chrysalis.
- The annual Letter of Agreement between the Loudoun Valley Chrysalis Community and the International Upper Room Emmaus/Chrysalis Office will be signed by the Chrysalis Board and the Emmaus Community Lay Director.

### **Section 2. The Loudoun Valley Chrysalis Community**

The name of the Chrysalis Community shall be the Loudoun Valley Chrysalis Community. The Chrysalis Lay Director will preside over all Chrysalis Board activities. The term of office for the Chrysalis Lay Director is from September 1 to August 31 of each calendar year. The Loudoun Valley Chrysalis Community shall operate under the umbrella of the Loudoun Valley Emmaus Community liability insurance policies and its status as an Internal Revenue Code Section 501(c)(3) organization.

### **Section 3. General Oversight**

Watchful and responsible care of all matters relating to the Chrysalis Community shall flow from the Chrysalis Board of Directors made up of youth and adult members organized and operated in accordance with the Upper Room Handbook on Chrysalis and Chrysalis Manuals. The Loudoun Valley Chrysalis Operating Procedures are approved by the Emmaus Board and signed by the Emmaus Community Lay Director and attested by the Emmaus Secretary.

#### Section 4. Child Protection Policy

All individuals who participate in Chrysalis activities will be subject to child protective services rules established by the Commonwealth of Virginia and the Virginia Conference of the United Methodist Church if the UMC rules go beyond those required by the Commonwealth of Virginia.

#### Section 5: Financial Management

Chrysalis funds shall be maintained in a separate account managed by the Chrysalis treasurer. The Chrysalis treasurer shall submit an annual financial report to the Emmaus Treasurer so that a total report of Community funds can be submitted to the Internal Revenue Service (IRS). The Emmaus Treasurer will present an assessment of Chrysalis finances to the Emmaus Board following receipt of the annual Chrysalis financial report. Chrysalis financial information will be incorporated into the Emmaus 990 that is filed with the IRS.

**Summary of Amendments**

<u>#</u>	<u>General Description</u>	<u>Date Approved</u>
1	Community Lay Director Eligibility Requirements	October 21, 2006
2	Committee Designations	November 17, 2007

## Amendment 1 to the Loudoun Valley Emmaus By-Laws

In accordance with the provisions of Article IX, Amendment 1 was brought before the Board of Directors at the regularly scheduled meeting on October 21, 2006 and was unanimously passed. The proposed changes were posted to the Loudoun Valley Emmaus website and published in the newsletter. No community objections were received, so this Amendment 1 is considered adopted.

1. Delete Article IV, Section 4g.
2. Change Article V, Section 2

From: Officers shall be elected annually by the Board of Directors at the December Board Meeting. Officers shall serve a one year term of office beginning with the January meeting. The Community Lay Director and Assistant Community Lay Director will be selected from the class that is completing the first year of his/her term.

To: Officers shall be elected annually by the Board of Directors at the December Board Meeting. Officers shall serve a one year term of office beginning with the January meeting. The Assistant Community Lay Director will be selected from the class that is completing the first year of his/her term. A Community member may only serve one one-year term as Community Lay Director.

## Amendment 2 to the Loudoun Valley Emmaus By-Laws

In accordance with the provisions of Article IX, Amendment 2 was brought before the Board of Directors at the regularly scheduled meeting on November 17, 2007 and was unanimously passed. The proposed changes were announced at the November and December Gatherings and were published to the Loudoun Valley Emmaus newsletter in December and January. No community objections were received, so this Amendment 2 is considered adopted.

### 1. Change Article VI, Section 1

From: The Community Lay Director shall nominate Board members to chair the following Committees:

- Nominating
- Gatherings
- Registration (Registrar)
- Agape
- Reunion Groups
- Team Selection
- Newsletter
- Music
- Weekend Support
- Community Training
- Manuals/Records
- Pilgrim Selection
- Banner Coordinator

To: The Community Lay Director shall nominate Board members to chair the following Committees:

- Nominations
- Gatherings
- Registration
- Agape
- Team Selection
- Communications
- Music
- Facility Support
- Community Training & Support
- Manuals & Records