
Section 5 – Weekends

Emmaus walks conducted under the responsibility of the Board shall be conducted in accordance with guidelines approved by the Board. At a minimum, the Board shall be responsible for:

- Approval of Weekend sites and schedules
- Weekend Lay Director selection
- Finances
- Overall supervision to ensure fidelity of activities with the theological and procedural principles.

The Board shall delegate actual on-site authority and responsibility for conduct of each Weekend to the Weekend Lay Directory by letter, in which guidelines shall be stated, and each team shall include at least one Board member, other than the Weekend Lay Director, acting as representative of the Board, regardless of team assignment. Deviations from guidelines shall be jointly agreed upon by the Weekend Lay Director, the Board representative and senior Spiritual Director. When consensus cannot be reached, guidelines shall prevail. Each Weekend Lay Director shall submit a written report to the Board summarizing the results of the team critiques, any deviations from guidelines, and recommendations for clarifications of guidelines where appropriate. Such reports shall be made available to successive Weekend Lay Directors. The selection of the Weekend Lay Director shall be contingent upon his/her agreement to abide by the stipulations of this Section and guidelines.

Article V – Parliamentary Procedures

The rules contained in the most current edition of **Robert’s Rules of Order** shall govern parliamentary procedure in all cases where they are not inconsistent with these by-laws or with Christian charity and love.

Article VI – Board of Directors

Section 1 – Powers and Duties

The Powers and duties of the Board of Directors shall be to:

- A. Provide overall policy direction on issues affecting the movement.
- B. Act as the principal spokesperson for Tidewater Emmaus on policy issues concerning the Upper Room Emmaus movement.
- C. Support and facilitate the activities of the community as it seeks to accomplish the purposes reflected in Article II.
- D. Coordinate with the Upper Room Emmaus movement as well as other local movements.
- E. Encourage and facilitate cooperation between the movement and local Christian churches.
- F. Provide training for Weekend Lay Directors which will be consistent with the intended purpose stated in Article IV, Section 5, Weekends.

Section 2 – Membership of the Board

The Board of Directors shall consist of twelve (12) laypersons. These laypersons will be active in their faith, Tidewater Emmaus, and their local church. A minimum of three clergy shall also have association with, and provide spiritual guidance to, the Board of Directors: one Community

Spiritual Director and two Assistant Community Spiritual Directors. Membership on the Board should be as equally divided between male and female as possible.

To be eligible to be elected to the Board, all individuals shall:

- Be active members of the Tidewater Emmaus community, including participation in Gatherings and in a Reunion Group
- Have served on at least one Emmaus team and attended a Cursillo or Emmaus Training session, such as Day of Deeper Understanding.

Section 3 – Term of Office

Ordained clergy from any Christian affiliation who have satisfied the same requirements are eligible to serve as a Spiritual Director on the board. Ordinarily, membership on the Board should not include both spouses of a family.

Board members shall be divided into three (3) classes with approximately equal membership in each class. Each class shall serve for a term of three (3) years, with the classes corresponding to the calendar year in which they complete their three year term. Typically, Board members shall serve only one term, and may become eligible for election to another term only after a period of one (1) year has elapsed. Board members elected to fill an unexpired term with less than fifteen months remaining, may be considered for a full term immediately. For additional guidance on the fulfillment of Board vacancies, see Article VI, Section 7.

Section 4 – Method of Election

No later than September 1 of each calendar year the Board shall begin to solicit nominations for Board membership. The community will receive notification that the Board is ready to receive Board nominations through the Tidewater Emmaus web site, Tidewater Emmaus Newsletter, and at Tidewater Emmaus Gatherings. The nomination form is available for download from the Tidewater Emmaus web site as well as from Board members. The Board nomination petition shall contain a statement by each nominee that they agree to have their name placed in the nomination and serve if elected. The nomination petition will also include verification that they are eligible for Board membership. The Community Lay Director will communicate the deadline by which Board nominations must be received in order to be considered for election at the November Gathering. The Board shall ensure that fair and equal communication representation is on the Board by actively pursuing nominations and continuously encouraging the Community to pray about the leadership of the Community.

The Board shall review all nomination forms at a meeting prior to the November Gathering. For all nominated candidates the Board shall verify:

- The candidate is an active member in the community by either sponsoring, teaming (inside or outside), and/or attending Gatherings
- The candidate must be a member of a reunion group.

If the Board determines a candidate should not be considered for election, the Community Lay Director or Spiritual Director shall inform the candidate of the reasons why they could not be considered for election.

These same considerations will be given for a candidate who is nominated to fill an unexpired term on the Board.

Each member of the community present at the November Gathering shall be entitled to one (1) vote for each vacancy.

Ballots shall be distributed at the beginning of the November Gathering. All ballots shall be counted by at least two Board members during the course of the evening. The results of the election shall be announced during the November Gathering and in the December Newsletter.

In the event of a tie vote, only those nominees who received the same number of votes will be presented for a second vote. If there is still no clear winner, the vote will be taken at the next Gathering between those receiving the tie vote. Notice of this shall be publicized in the newsletter prior to the vote.

The Board shall maintain strict impartiality, neither publically endorsing nor opposing any candidates, unless a candidate does not meet eligibility requirements. Board members may nominate community members to run for the Board, but they may not attempt to influence the Community to vote for any specific candidate.

Section 5 – Resignations

A Board member shall have the right to resign.

Section 6 – Removal of Board Members

The Board may remove a member for cause at a regular or special Board meeting, provided that all Board members are mailed written notice ten (10) days in advance that such removal is to be considered. This meeting may be done in a specific location, or it may be a virtual meeting. The removal of a Board member requires a $\frac{3}{4}$ vote affirming the removal of said member. The office of any Board member who missed three consecutive meetings of the Board, or 50% of the meetings in a six month period, or who otherwise fails to perform his/her duties, may be declared vacant and the vacancy filled as herein provided.

Section 7 – Filling Vacancies

Refer to Chapter 11, Article IV, Section 4(g) of the Emmaus Handbook.

Section 8 – Compensation

Board members shall serve without compensation. Board members and officers may be reimbursed for expenses incurred in the conduct of official business provided the reimbursement is approved by the Board. Members should obtain Board approval prior to expenditure in excess of \$25.

Article VII – Officers of the Board

The Officers of the Board shall be the Lay Director, Assistant Lay Director, Secretary, Treasurer, and Spiritual Directors (three Spiritual Directors). The term of office shall run from January 1 through December 31.

- A. The Lay Director shall be elected by the Board at a meeting prior to the Fall walks (the September or October Board meeting). They will serve as the Lay Director for one year. In order to be considered for the Lay Director role, the candidate must be a current Board member, and must be near the completion of their first or second year on the Board. The Lay Director shall preside at Board meetings and shall represent the Board and the Community on all matters and fulfill the duties outlined in the job description attached to the By-Laws.
- B. An Assistant Lay Director shall be appointed by the Lay Director from the membership of the Board. The Assistant Lay Director will perform the duties of the Lay Director in his/her absence and additional duties as required.
- C. The Secretary (Records Director) shall be appointed by the Lay Director from the membership of the Board and shall fulfill the duties outlined in the position description attached to the By-Laws.
- D. The Treasurer (Finance Director) shall be appointed by the Lay Director from the membership of the Board and shall fulfill the duties outlined in the position description attached to the By-Laws.
- E. The clergy members of the Board shall serve as Spiritual Directors, giving spiritual direction to the Board and advising on the selection of clergy to serve on the Weekends.

Article VIII – Appointed Positions

Section 1 – Full Term Appointments

The Community Lay Director shall appoint the following:

- Director of Sponsorship & Registration
- Director of Finance
- Director of Records
- Director of Music
- Assistant Director of Music
- Director of Communications
- Director of Agape
- Director of Gatherings
- Director of Team Selection
- Director of Continuity (Training and Reunion Groups)
- Director of Weekends
- Director of Outreach

The term of office of these appointees shall be from January 1 – December 31. The incoming Lay Director will make these appointments after the November election of new Board members, and before the December Gathering. Board appointments will be announced at the December Gathering and in the January Newsletter.

Additional committees may be established by the Board as required. Committee chairpersons shall be appointed by the Lay Director from both Board and community at large with preference given to Board members for chair or co-chair positions.

Section 2 – Short Term Appointments

The Lay Director shall appoint an auditor who shall audit the financial records of Tidewater Emmaus, which have been maintained by the Treasurer, prior to those records being turned over from one treasurer to the next.

Article IX – Board Meetings

Section 1 – Regular Meetings

There shall be at least six (6) meetings of the Board annually. Time and place shall be set by the Lay Director with the advice and consent of the Board. Virtual meetings are also considered when travel to a single location is not conducive when a Board meeting is necessary. Except in emergencies, changes to time/place shall be announced at least one month in advance, with written notice given to all Board members.

Section 2 – Special Meetings

Special meetings, other than regular Board meetings rescheduled due to inclement weather, may be called by the Lay Director, and/or shall be called upon written request of at least four (4) Board members. These meetings shall be held at least ten (10) days after notice is given by phone to each Board member.

Section 3 – Quorum

At least two-thirds of the lay members of the Board must be present in order to have a quorum. Quorum is required for voting on any matter presented before the Board. The Board may meet without quorum but may not vote on any matters that require decision by majority vote.

Section 4 – Voting

Each member of the Board present at a meeting (where quorum is met) shall have one vote, and there shall be no voting by proxy. The decision of the majority of those present and voting shall be the decision of the Board of Directors of the Tidewater Emmaus Community.

Article X – Indemnification

The Upper Room Emmaus of Tidewater shall indemnify and save harmless any and each and every officer, Board member or former officer or Board member against any and all liability, loss, damages, cost or expenses which may be incurred, suffered or be required to be paid by reason of being or having been an officer or Board member except in relation to matters as to

which such officer or Board member shall be adjudged in any action, suit or proceeding, to be liable for gross negligence, willful misconduct, or criminal misconduct, in the performance of duty. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified hereby may be entitled under any agreement, by vote of the Board of Directors, statutes or otherwise.

Article XI – Adoption and Amendment to By-Laws

These By-Laws will become the By-Laws of the Upper room Emmaus of Tidewater, and shall govern its operation, procedure and activities after their adoption by the Tidewater Emmaus community. The form and content of the By-Laws shall be approved by two-thirds (2/3) of the Board. The By-Laws shall be formally presented to the community in writing at a monthly Gathering as announced in the Newsletter. Copies of the proposed By-Laws shall be made available to the community, and the members of the community shall be advised in the monthly Newsletter that they are available. Upon request, a copy shall be mailed to any member of the community. The By-Laws shall be considered at the monthly Gathering when they are first presented, shall be discussed and subjected to revision for two monthly Gatherings thereafter, and shall be proposed for adoption by the community at the monthly Gathering which is held four (4) months after they are first presented. The monthly Newsletter shall inform the community of the pending By-Laws, any revisions or amendments which are proposed, and the date when the By-Laws will be adopted. Revisions or amendments to the proposed By-Laws shall be reviewed by the Board for its recommendations to be presented to the community with the proposed revisions and amendments. Revisions and amendments will become incorporated into the Proposed By-Laws when approved by the Board, or by two-thirds (2/3) of the members of the community present at any of the three Gatherings considering the proposed By-Laws. Two-thirds (2/3) of the members present and voting at the Gathering when the By-Laws are presented for adoption shall be required to vote in favor of the adoption of the By-laws for them to be adopted. No further revisions or amendments may be introduced at the Gathering when the By-Laws are presented for adoption, although further revisions or amendments may be proposed as amendments to be adopted after the By-Laws are adopted.

Article XII – Standing Committees

The Board shall appoint standing committees as necessary. At the time of establishing the standing committee the Board will determine the length of time or number of meetings to which the committee shall commit. At the conclusion of the committee appointment, the Board shall determine if the committee has achieved its goals and should therefore dissolve or if it is appropriate for the committee to continue for another term. Standing committees include the Team Selection Committee, Outreach and Growth Committee, and Chrysalis. Other committees will be established on an as-needed basis.