

**NATIONAL CAPITAL AREA EMMAUS, Inc.
BYLAWS**

ARTICLE I: NAME AND DEFINITION OF TERMS

Section 1. Name

The name of the organization shall be National Capital Area Emmaus, Inc., (hereinafter called National Capital Area Emmaus, NCA Emmaus, or NCAE).

Section 2. Definition of Terms

- a) Chrysalis. A spiritual life experience for youth, modeled on the NCAE movement and referred to as NCA Chrysalis or NCAC. NCA Chrysalis is organized and sponsored by the NCAE community. NCA Chrysalis members attend, and participate in, gatherings as full members of the NCAE community.
- b) Cursillo. Spanish for “short course” ~~Cursillo began as a lay-movement in the Catholic church. Cursillo is t~~The forerunner weekend experience upon which Emmaus is modeled. ~~The Catholic and Episcopal churches sponsor Cursillo movements.~~
- c) NCAE Weekend. A 72-hour spiritual experience designed to develop Christian leaders for the local church and to enrich the participants’ walk with the Lord.
- d) Fourth day. All the days following one’s three-day NCA Emmaus weekend.
- e) Rector/Rectora. The lay person appointed by the Board to organize, lead, and conduct an NCA Emmaus. ~~or NCA Chrysalis weekend~~
- f) Cadre. The leadership team responsible for planning and facilitating an NCA Emmaus weekend. The Cadre consists of the following positions:
 - 1) Rector/Rectora
 - 2) Assistant Rector/Rectora
 - 3) Head Cha
 - 4) Assistant Head Cha
 - 5) Old Buffalo
 - 6) Lead Spiritual Director
 - 7) Assistant Spiritual Director
 - 8) Music Director
 - 9) Assistance Music Director
 - 10) AV Cha (optional)
- g) Ultreya. A monthly ~~gathering meeting~~ of the NCA Emmaus and NCA Chrysalis communities, for ~~the purpose of gathering to~~ worship, ~~commune~~, fellowship, and communicating important community information. ~~conduct business.~~

- h) Spiritual Director. A Spiritual Director possesses the following ~~three~~ ~~four~~ qualifications:
- 1) Has received education in theology and pastoral care,
 - 2) Has been ordained by a church or is a licensed local pastor who has completed his or her formal course of study,
 - 3) Is engaged in the practice of spiritual disciplines, and comprehends the vision of NCA Emmaus. *(For Methodist ministers, these qualities are further explained in Kay Gray's Spiritual Directors handbook, pages 11-13, 1997 Edition.)*
- i) Assistant Spiritual Director. An Assistant Spiritual Director possesses the same qualifications as Spiritual Director, with the exception that he or she may not be authorized to serve the Sacrament of Holy Communion except in their specific ministries, such as in the case of a Deacon or local pastor.

ARTICLE II: PURPOSE

NCA Emmaus is an ecumenical lay movement which seeks to develop Christian disciples supported by structured Christian environments.

Section 1. Mission

- a) The focus of NCA Emmaus is God as known in Jesus Christ, and how that finds expression in the local church. The purpose of NCA Emmaus is to inspire, challenge, and equip local church members for Christian action in their homes, churches, and places of work. NCA Emmaus lifts up a way for a grace-filled life to be lived and shared with others.
- b) The movement works together with, and in support of, ~~denominational~~ Christian churches.
- c) It is made up of clergy and laity alike.
- d) It seeks to develop Christian leaders who will better serve their own local ~~denominational~~ churches.
- e) As an ecumenical movement, NCA Emmaus is based on historic Christian beliefs expressed in the common framework of evangelical Protestantism, yet welcomes and supports all people from all Christian faith expressions.

Section 2. Strategy

NCA Emmaus is based on the principle of prayerful planning and guided interaction to develop Christian leaders.

- a) NCA Emmaus trains Christian leaders for apostolic action/discipleship.

- 1) Persons who are recognized by the sponsor as leaders or potential leaders under the guidance of the Holy Spirit are considered for attendance at an NCA Emmaus weekend.
 - 2) These people leaders are supported in their development through attendance at an NCAE weekend and thereafter encouraged through serving in Fourth Day activities.
- b) Faith in, and commitment to, Jesus Christ are held as the keys to successful Christian leadership, as well as living the life of grace.

Section 3. Method

The NCA Emmaus employs the very elements it proposes for Christian life as its own methodology.

- a) Through love and acceptance, people are encouraged to reexamine their relationship with Jesus Christ.
- b) Through Christian support, men and women grow in understanding and application of what is fundamental to being a Christian.
- c) With growth through participation in reunion groups, Ultreyas, Teaming, and other Fourth Day activities, ministries become evident. Christians, now active and fully committed, become apostolic servants/disciples of Jesus Christ.

Section 4. Operating Principles

NCAE shall be guided by the following operating principles:

- a) NCAE shall be open to all Christian faiths and denominations.
- b) NCAE is designed for adult men and women, over the age of 21.
- c) An NCAE weekend will introduce an individual to mechanisms, methods, and techniques for living the Christian life.
- d) An NCA Emmaus weekend shall operate as follows:
 - 1) The weekend will be approximately a 72-hour experience.
 - 2) Weekend participants will consist of both team and pilgrims. Pilgrims are individuals who have never experienced an Emmaus, Cursillo, Chrysalis, Kairos or similar type of Fourth Day Community weekend. Team members are part of the NCA Emmaus community as defined in Article III. Approximately 24-28 team members and 30 pilgrims can ~~will~~ attend an NCA Emmaus weekend.

- 3) The leader of the NCA Emmaus weekend shall be the Rector/Rectora. Two of the team members shall be clergy, one will be designated Lead Spiritual Director and the other, Assistant Spiritual Director.
 - 4) The team and pilgrims shall be of the same gender, except for the possible exception of male Lead or Assistant Spiritual Director on a Female Weekend, or female Lead or Assistant Spiritual Director on a men's weekend.
 - 5) Manuals, referred to as the "R" (Rector/Rectora) manuals approved by the Board and provided to team members, will guide the activities of the NCAE weekend. This information should be shared with Cadre members as appropriate.
- e) The Fourth day is the continuing experience of NCA Emmaus—continued growth in piety, study, action, and discipleship.

ARTICLE III: THE NATIONAL CAPITAL AREA EMMAUS

Section 1. Membership

Those persons who have experienced an NCA Emmaus, Chrysalis, ~~Kairos~~, Cursillo, or other similar ~~Fourth Day~~ weekend and wish to strengthen their Christian walk in obedience to the Lord Jesus Christ are considered members of the National Capital Area Emmaus community. There are no membership dues or other qualifications for membership in this community. Persons who have not experienced an NCA Emmaus or similar weekend are welcome to fellowship at Ultreyas and other fourth day activities.

Section 2. NCA Emmaus Oversight - Annual Meeting

The annual business meeting shall form the basic accountability connection between the ~~NCAE~~ local community and the ~~National Capital Area Emmaus (NCAE)~~ Board of Directors. The annual meeting shall provide general community oversight of the ministry and organization of the NCAE community. This will include a review of the activities from the current year, planning for the next year and strategic planning for future years.

a) General Provisions

- 1) The annual business meeting shall be organized as set forth in these by-laws. It shall meet annually, at the discretion of the CLD and the Board of Directors.
- 2) The Chairperson of the NCAE Board of Directors, officially known as the Community Lay Director (CLD), shall fix the time and determine the place of the annual meeting. The annual meeting may be held at the time and place of an Ultreya; It should be held in the ~~F~~fall of the current year to allow the sitting CLD to report on the year's activities.

The November Ultreya is a logical choice due to the annual election of new Board members.

- 3) ~~The membership of T~~he annual business meeting shall be open to all members of the NCAE community.
- 4) The CLD shall preside at the annual meeting or may designate another member of the NCAE Board of Directors to preside.
- 5) The community members present and voting, at any duly announced meeting, shall constitute a quorum.
- 6) Special sessions may be called by the CLD after consultation with the NCAE Board of Directors, or by a simple majority of NCAE Board of Directors. The purpose of such a special session shall be stated in the call, and only such business shall be transacted as is in harmony with the purposes stated in the call.
- 7) Notice of time and place of the annual meeting or special session shall be given at least thirty (30) days in advance by two or more of the following: At the monthly Ultreya, at a ~~Team Reunion Event DDU~~, by email, ~~in the Fourth Day Journal publication~~, or on the NCAE Website.

b) Powers and Duties

- 1) At the annual business meeting, the CLD, shall preside over the NCAE community, and its ministry, according to the policies and plans set forth in these by-laws. When the membership size, program scope, mission resources or other circumstances so require, the annual meeting may, in consultation with and upon the approval of two-thirds (2/3) those present and a majority of the NCAE Board of Directors, modify the organizational plans.
- 2) The primary ~~purpose responsibilities~~ of the annual business meeting shall be to review and evaluate the total mission and ministry of the NCAE Community, elect members to the NCAE Board of Directors in accordance with Article IV of these by-laws, receive reports from the Board of Directors, adopt objectives and goals recommended by the NCAE Board of Directors that are in keeping with the objectives of the community, and review a yearly budget.
- 3) The secretary of the NCAE Board of Directors shall serve as recording secretary of the annual meeting and shall keep an accurate record of the proceedings and shall be the custodian of all records and reports; and with the ~~CLD or designee presiding officer~~, shall sign the minutes. A copy of the minutes shall be provided for the NCAE Board of

Directors, and a permanent copy shall be retained for the community historical files.

- 4) If a Board member who has been elected at by the annual meeting is unable or unwilling to perform the duties reasonably expected of such a leader or officer, the CLD, or a majority of the NCAE Board of Directors, may call a special session of the NCAE Board of Directors to elect a person or persons to fill the vacancy(ies). The NCAE Board Nominating Committee, shall be responsible for submitting a list of candidates to fill the position. The vacancy(ies) shall be filled by a person(s) receiving a majority of votes by the NCAE Board.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. Powers and Duties

NCAE is led by a Board of Directors. The powers and duties of the Board of Directors shall be:

- a) To provide overall policy direction on issues affecting NCA Emmaus.
- b) To disseminate policy statements and information to the NCA Emmaus community.
- c) To support and facilitate the activities of NCA Emmaus as it seeks to accomplish the mission reflected in Article II.
- d) To encourage and facilitate cooperation between NCA Emmaus and local Christian churches.

Section 2. Membership of the Board of Directors

The National Capital Area Emmaus shall have a Board of Directors consisting of ten (10) laypersons and two (2) clergy. Board members shall be members of the National Capital Area Emmaus Community. Half of the laypersons on the Board shall be male and half shall be female. Prior to nomination and election, board members shall have served on at least two NCA Emmaus teams or combination of one Emmaus team and one Chyrnalis team. ~~and attended an NCA Emmaus Day of Deeper Understanding.~~

- a) Term of Office. NCA Emmaus Board members shall serve for a term of two (2) years, beginning 1 January after their election, except for those individuals who are selected to fill vacancies on the Board. Those Board members selected to fill a vacancy shall serve no more than 47 months ~~three (3) years~~. All who serve on the Board must remain off the Board at least two (2) years before being eligible for re-election. Half of the Board members shall be elected each year at the November Ultreya.
- b) Method of Election. A nominating committee of three (3) Board Members shall be appointed by the CLD each year. The nominating committee shall be responsible for the organizing and conducting the Board election at the November Ultreya and shall attempt to assure fair and equal community representation on the Board.

- c) The mechanics of the election process shall include the following:
- 1) The nominating committee, beginning in mid-summer ~~15 August~~ of each year, shall solicit and receive from community members nominations for board membership, both clergy and laity.
 - 2) Nominations shall be from persons who have agreed to have their names placed in nomination and agree that they meet minimum board membership requirements
 - 3) Nominations shall be submitted to the nominating committee no later than the September Ultreya ~~in order to be on the absentee ballot which appears in the newsletter.~~
 - 4) The NCAE Board shall examine the nominations and ascertain if the nominee meets the board membership requirements and if the nomination is valid based on the criteria in ~~the opening paragraph of this section. item 2 above.~~
 - 5) Valid nominees shall be placed on the ballot at the November Ultreya, which will be the time of election for new board members.
 - 6) The nominating committee may add to the slate other nominees who meet board membership requirements as the Committee deems appropriate and desirable to assure fair and equal representation of the community, including ecumenical, inclusive of geographical considerations, and to ensure a slate of quality nominees. If possible, the nominating committee should place in nomination, a list of nominees larger than the number of vacancies, with the possible exception of clergy vacancies.
 - 7) The nominating committee shall advertise the slate of nominees and the time of election at the October Ultreya, ~~and on the NCAE website, and by email. in the October and November Fourth Day Journals.~~
 - 8) Throughout the nomination and election process, the nominating committee shall not distinguish between candidates on the basis of manner of nomination.
 - 9) Once announced, the list of nominees can be altered only by nominations of qualified candidates from the floor at the November Ultreya. Candidates nominated from the floor must be present at the November Ultreya.
 - 10) The NCAE Board nominating committee shall not endorse any nominees for the Board, nor shall they advocate the defeat of any candidate.
 - 11) The election shall be conducted by written ballot. All members of the NCAE Emmaus community are eligible to vote at the November Ultreya.

Section 3. Officers of the Board

The officers of the Board shall be the Community Lay Director, Assistant Lay Director, and two (2) Spiritual Directors.

- a) Community Lay Director (CLD). The CLD shall be elected by the Board at a Board meeting in the fall of the year. The CLD shall be a lay member of the Board. An individual may not serve consecutive years as CLD ~~unless extenuating circumstances require CLD to serve two consecutive years~~. Those board members eligible for election as Lay Director are those individuals who are on the Board in December and who will also be on the Board the following year. The term of the CLD shall run from 1 January through 31 December. The CLD shall preside at Board meetings and shall be the spokesperson for the Board.
- b) Assistant Lay Director. The Lay Director shall appoint an Assistant Lay Director (ALD) from among lay members of the Board. The term of the Assistant Lay Director shall be 1 January through 31 December. The Assistant Lay Director shall perform the duties of the Lay Director in his/her absence.
- c) Spiritual Directors. Duly elected clergy members shall give spiritual direction to the Board. They shall advise Rectors/Rectoras or assist in the appointment of Spiritual Directors for individual teams. They are responsible for recruiting clergy to participate in monthly Ultreyas.

Section 4. Appointed and Ex Officio Positions

- a) The Community Lay Director, after consultation with and approval of the Board of Directors, shall ~~identify~~ ~~appoint~~ the following responsible persons as needed: Board Secretary, Treasurer, Music Director, ~~Newsletter Editor~~, Pilgrim/Team Application Chairperson, Community Palanca Chairperson, Manuals Coordinator, Historian, Rector/Rectora Selection Coordinator and other special committee heads as the Board may direct. ~~All persons in appointed positions serve at the pleasure of the Board of Directors. The term of office of these appointments shall be at the discretion of the Board.~~ Duties and responsibilities for appointed positions will be defined by the Board of Directors.
- b) Ex Officio members of the Board of Directors will include the Board Secretary, Treasurer, and Lay Director of the Chrysalis community (or his/her designated representative). Ex Officio members will not be included in calculating the quorum for meetings. Ex Officio members are non-voting representatives on the Board.

Section 5. Board Meetings

- a) Regular Meetings. There shall be at least ten (10) regular meetings of the Board annually. The time and place of the meetings shall be determined by the CLD at the start of his/her term of office. All board members shall be notified of changes to the time and place of regular meetings.

- b) Meeting Participation. Members of the Board may participate in board meetings by means of telephone, electronic or other communications technologies by which all board members participating may communicate with or simultaneously hear each other during the meeting.
- c) Special Meetings. Special meetings may be called with written or electronic notice by the Community Lay Director or by six (6) Board members.
- d) Closed Meetings. The Board may hold closed meetings if it is judged necessary in matters requiring privacy or special discretion.
- e) Quorum. Six (6) members of the Board of Directors present at a duly-called meeting shall constitute a quorum.
- f) Voting. Each authorized member of the Board shall have one (1) vote. No board member may act by proxy on any matter. A majority of those present and voting shall be required to pass any motion.
- g) Voting by E-Mail. E-Mail voting is permissible, provided that a copy of all correspondence is printed and made part of the minutes of such meeting, which would include the date, time, subject discussed and action taken, provided however, that a question presented for vote by e-mail shall be deferred until a further meeting of the Board if three (3) or more board members submit e-mail votes to “Defer the Question.” If on the first vote on any motion at least one (1) member of the Board submits an e-mail vote to “defer the Question” the Board shall be polled again and allowed to change their votes on the motion. All e-mail or telephone votes shall be reviewed and confirmed at the next regular meeting of the Board.
- h) Regular board meetings are open to all members of the Emmaus community. However, only board members are allowed to make motions and to vote. Persons in appointed positions in Emmaus who are not members of the Board can attend board meetings to report and to discuss matters of concern with the Board.

Section 6. Removal of Officers

A board member may be removed for cause by an affirmative vote of nine (9) members of the Board; that board member must be given written notice at least thirty (30) days prior to the Board meeting when the vote is to be taken.

Section 7. Filling Vacancies

If any vacancy shall arise on the Board, the Board may fill the vacancy by election of the Board. If vacancies occur in an appointed position, they shall be filled as indicated in Section 4. Persons appointed to fill vacancies shall serve the remainder of the vacant term and may be ~~subsequently be elected~~ **reappointed**.

Section 8. Compensation

Board members shall serve without compensation. However, members may be reimbursed for expenses incurred in the conduct of official board business, provided the expenses are approved by the Board.

ARTICLE V: ~~PARLEAMENTARY~~ 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 bylaws and any special rules of order NCA Emmaus may adopt.

ARTICLE VI: AMENDMENTS TO BYLAWS

Proposed amendments must be presented to the Board one (1) month in advance and approved by eight (8) board members for presentation to the Community. Proposed amendments presented to the Community will be voted on at a regular Ultreya or called meeting of the membership no sooner than one (1) month after being advertised at a Ultreya-, **in an email, and on the NCAE website and in the newsletter.** A two-thirds (2/3) majority of those voting shall be required to adopt an amendment.

ARTICLE VII: INDEMNIFICATION

National Capital Area Emmaus, Inc. shall indemnify and save harmless any and each and every officer, director, or former officer or director against any and all liability, loss, damages, costs, or expenses which may be incurred, suffered or be required to pay by reason of being or having been an officer or director, except in relation to matters as to which such officer or director shall be adjudged in action, suit, or proceeding, to be liable for gross negligence or willful 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 VIII: STANDING AND SPECIAL COMMITTEES

Section 1. Standing Committees

- ~~a) Application Coordinator(s). This person reviews pilgrim applications received for attendance at a weekend and selects those who will be accepted. The Pilgrim/Team Application Chairperson heads this committee.~~
- b) Rector/Rectora Selection Coordinator. This coordinator should be a past Rector/Rectora of an NCAE weekend, who will prepare a list of not less than eight eligible candidates (four women and four men, all of whom have served as either an Assistant Rector/Rectora, Head

Cha or Music Director on a previous weekend). This list will be submitted to the Board of Directors not later than 1 March in the year preceding the weekend in which these candidates may be called. The Board of Directors, by majority vote, will approve or disapprove recommended candidates to serve as Rectors/Rectoras for the coming year.

Section 2. Special Committees

The Board of Directors may create various special committees and appoint coordinators for these committees as circumstances require.

ARTICLE IX: FINANCIAL ADMINISTRATION

Section 1. Fiscal Year

The fiscal year of the National Capital Area Emmaus shall be 1 January through 31 December. This may be changed by resolution of the Board of Directors.

Section 2. Checks, Drafts, Etc

All checks, **electronic payments**, orders for payment of money, **invoices**, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers, or agent or agents (**appointed treasurer**), of the National Capital Area Emmaus and in such manner as shall from time to time be determined by resolution of the Board of Directors, or of any committee to which such authority has been delegated by the Board of Directors.

Section 3. Deposits and Accounts

All funds of the National Capital Area Emmaus, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories which are insured by an agency of the Federal government as the Board of Directors or any committee to which such authority has been delegated by the Board of Directors may select, or as may be selected by the Lay Director or by any other officer or officers, agent or agents (**appointed treasurer**, of the National Capital Area Emmaus to whom such power may be delegated by the board. For the purpose of deposit and for the purpose of collection for these accounts, checks, drafts, and other orders of the Community may be endorsed, assigned, and delivered on behalf of the Community by any officer or agent (**appointed treasurer**) of the National Capital Area Emmaus.

Section 4. Investments

The funds of the National Capital Area Emmaus may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, **real**, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors in its sole discretion may deem desirable, without regard to the limitations, if any, now imposed or which may hereafter be

imposed by law regarding such investments, and which are permitted to organizations exempt from Federal income taxation under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE X: BOOKS AND RECORDS

Correct books of account of the activities and transactions of the National Capital Area Emmaus shall be kept by the Historian and Board Secretary. These records shall include a minute book, which shall contain a copy of the Certificate of Incorporation, a copy of these Bylaws, and all minutes of meetings of the Board of Directors.