

**Bylaws of the
Northern Kentucky ~~Emmaus-Chrysalis~~ Community ~~Inc.~~**

Article I. Name

The name of this community is the Northern Kentucky Emmaus Community Inc. ~~operating doing business as Chrysalis~~, hereafter referred to as the Northern Kentucky ~~Emmaus-Chrysalis~~ Community (ECCC).

Article II. Purpose

Section 1) The ~~CEC~~ purpose of ECC is to inspire, challenge and equip *people of Christian faith who regularly attend a faith community* for Christian action, in their homes, churches, schools, places of work and the world community through the Emmaus/Chrysalis experience.

Section 2) The ECC is affiliated with the *International Walk to Emmaus and Chrysalis, a ministryies* of the Upper Room, Nashville, Tennessee.

Article III. Membership

Section 1) All persons who have completed a weekend experience of the Walk to Emmaus or Chrysalis flight sponsored by the ECCC shall be members of the Community.

Section 2) Persons who have completed a Walk to Emmaus, a Catholic, Presbyterian, or Episcopal Cursillo, a Lutheran Via de Christo, a Tres Dias, or similar three day (72-hour) walk experience may become members by participating in the activities of the ECCC and asking the secretary of the community to include their names on the mailing list.

Article IV. Board of Directors

Section 1) Purpose

Direction of the community is vested in a Board of Directors, hereafter referred to as the Board.

Section 2) Composition

The Board will consist of fifteen (15) elected lay members and up to three (3) elected clergy, including the ~~EC~~Chrysalis Community Spiritual Director. ~~The board will also contain at least one representative member from the current~~

Northern Kentucky ~~Chrysalis-Emmaus Community~~ Board. Other members may be added by the Board as necessary.

The Northern Kentucky Chrysalis Board of Directors will be a standing committee of the ~~ECCC~~Northern Kentucky Emmaus Community Board by direction of the Upper Room. While the Chrysalis Board of Directors is a standing committee, the ~~ECCC~~Emmaus Community Board also recognizes Chrysalis as an autonomous community with their own officers, organization, budget, finances, and management. The Chrysalis Board will report to the Emmaus Community Board on a regular basis.

Section 3) Terms of Office

Lay persons and clergy on the Board are elected by the Emmaus Community and ~~ECCC~~-members in three (3) year terms. Nomination procedures will be prescribed in writing as a standing rule by the Board. Election will be determined by a plurality of votes actually cast.

Board members will not succeed themselves in consecutive three (3) year terms.

Terms of office will begin ~~January-March 1st and terminate December 31~~February 28 or 29 depending on the year, except for officers who will serve until election of new officers in ~~January-March~~ as provided in section 5.

The Board consists of three (3) classes of five (5) lay persons and one (1) clergy, a new class being elected each year, and the older class rotating off. The number of positions on the board is based on the number of ongoing tasks for which responsibility must be taken to enable the ~~Emmaus Walks~~Chrysalis Flights and to support the community.

Section 4) Officers

Officers will be the Lay Director, Assistant Lay Director, Secretary, and Treasurer, and in the case of absences will chair the meeting in this order. The Assistant Lay Director must be eligible to serve an additional year on the Board and serve as Lay Director if elected to that post. Officers can accept responsibility of a work area in addition to an elected position on the Board.

Section 5) Election of Officers

Officers will be elected annually by the Board at the ~~January-March~~ meeting for a one-year term of office effective with the close of the ~~January-March~~ meeting.

Section 6) Voting Privileges

All elected members of the Board will have voting privileges. Appointed board members will have voting privileges as determined by the Board See Section 10

Section 7) Meetings

The Board *will* meet monthly in regular meeting unless otherwise ordered by a *two-thirds* (2/3) vote of the Board in a regular meeting.

Section 8) Quorum

One-half (1/2) of the members of the Board present at a duly called meeting *will* constitute a quorum.

Section 9) *Community* Spiritual Director

The *Community* Spiritual Director *will* be appointed by the Board of Directors annually. Term of office *will* begin ~~January~~ March 1st. The *Community* Spiritual Director may be replaced during the term by *three-fourths* (3/4) of the members' affirmative votes plus ratification by the International Spiritual Director of ~~the~~ Walk to Emmaus Chrysalis, who shall not be a voting member of the Board for purposes of removing the *Community* Spiritual Director.

Section 10) *Immediate Past Community Lay Director*

The immediate past *Community* Lay Director *will* serve on the Board one (1) additional year or the normal term of ~~panel~~ the board, whichever is longer, as an ex officio and ~~non~~-voting member ~~unless their term has not yet expired~~.

Section 11) Special Meetings

Special Board meetings may be called by the Lay Director upon *his/her* own initiative or when requested in writing by *one-half* (1/2) of the members of the Board.

Section 12) Vacancies on the Board

The Board may elect persons, upon nomination by the Lay Director to fill vacancies until the next regular election. Such persons are eligible for election by the Emmaus and ECCC at the next regular election. *The term of the vacancy will be filled by the candidate before being eligible for a full term.*

Article V. Committees

The Board *will* name Board members to chair the following standing committees:
1. Team Selection (This committee to be chaired by the Assistant Lay Director)
2. Nominations (this committee to be chaired by the Assistant Lay Director)

- ~~2-3.~~ HHHistory (this committee to be chaired by the Secretary)
 - 34. Prayer
 - 5. Music and Worship(Adult)
 - 46. Music and Worship (Youth)
 - ~~5. Team Selection~~
 - 67. Sponsorship/OutreachRegistration
 - ~~7. Registration~~
 - 88. Agape
 - ~~99.-~~ Supplies
 - 100. Facilities
 - 111. Food and Kitchen Coordinator
 - 122. Literature
 - ~~133. Fourth Day/Reunion Groups~~Next Steps High School
 - 14. Next Steps College
 - ~~154.-~~ Communications
 - 16. Audit
 - ~~15. Chrysalis (a standing committee represented by one member of the current No. KY Chrysalis Board)~~
- Other committees as necessary appointed by the Board

Article VI. Walk to EmmausChrysalis

Section 1) The ~~EC~~Chrysalis Community follows the guidelines of the Upper Room *International* ~~Chrysalis Walk to Emmaus~~ in the formation of the three-day (72 hour) experience "~~Walk to Emmaus~~Chrysalis Flight".

Section 2) The Board *will* have general oversight in all matters relating to the local ~~Walk to Emmaus~~Chrysalis community.

Section 3) The Board *will* choose a Lay Director for each Community ~~Walk to Emmaus~~Chrysalis weekend Flight who *will* serve under the authority of the Board.

Section 4) The Board *will* choose a Spiritual Director for each Community ~~Walk Flight~~ after consultation with the Community Spiritual Director.

Article VII. Amendments

Proposed amendments *will* be presented to the Board by any member of the Board one (1) month in advance for consideration by the Board. If the amendments are voted in the affirmative by a three-fourths (3/4) vote, they will be circulated to the membership by the *Emmaus Community* Newsletter. If no petitions signed by at least twenty-five (25) community members objecting to the new amendments are received, the amendments will be considered adopted. Any objections must be received by the Board Secretary within *thirty (30)* days of the notification. If an objection petition is received the amendment will be considered voided. If the

Board then wishes to submit the amendment to the entire Emmaus and Chrysalis community for a vote it may do so. A majority or plurality of votes cast by the membership will decide the matter.

Article VIII. Ratification

The Bylaws are to take effect immediately upon certification of the Board that *no petitions of objection were received in the thirty (30) day time period allowed, or that a majority of the ballot of the Emmaus and Chrysalis Community approves them.*

Article IX. Non Profit Status Provisions

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Article X. Dissolution of the Corporation

Upon the dissolution of the corporation, assets of the EC shall become the property of The Upper Room Ministries of Nashville, TN Northern Kentucky Emmaus Community and shall be used to further the work of Walk to Emmaus International or any local The Northern Kentucky Emmaus Community. Should this arrangement not be possible, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal mailing address of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.