

## Richmond, Virginia Emmaus Community Bylaws

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### *Article I: Name*

This organization is the Upper Room Emmaus Community of Richmond, Virginia, hereinafter referred to as “the Community” or “the Richmond Emmaus Community.”

### *Article II: Purpose*

1. These Bylaws establish the policy and procedures by which the Richmond Emmaus Community will be governed.
2. The purpose of this Community is to inspire and equip Christian believers — regardless of denomination — for effective action in their homes, churches, places of work, and communities through the Walk to Emmaus experience. It is stressed that the Walk to Emmaus experience is not intended as a substitute for, or to compete with, the believer’s local church.
3. The Community is affiliated with the International Emmaus Program of The Upper Room Ministries, Nashville, Tennessee, hereinafter referred to as “The Upper Room.”
4. Notwithstanding any other provision of these Bylaws, the Community shall conduct its activities in accordance with Section 501(C)(3) of the Internal Revenue Code of 1986 or corresponding future provisions of the U.S. Internal Revenue law.

### *Article III: Membership*

1. Anyone who has completed a Walk to Emmaus (“Walk”) or a Chrysalis Flight sponsored by the Richmond Emmaus Community shall be considered a member of the Community.
2. Persons who completed a Walk to Emmaus, Chrysalis Flight, Cursillo or Tres Dias, or other such event recognized by The Upper Room elsewhere may join the Richmond Emmaus Community by (1) participating in its activities and (2) asking that their names be added to the Community membership rolls.

3. Unless changed and publicized in advance by the Board of Directors (“the Board”), Community Gatherings are held on the second Saturday of each month.
4. Each Community member will be entitled to cast one vote on business matters brought before the Community. Votes will be cast in person at Gatherings, or by electronic means when the Board determines this to be appropriate. Instructions for voting electronically will be provided to the Community via the Richmond Emmaus website.
5. *Richmond Chrysalis Community*: Consistent with The Upper Room *Handbook on Chrysalis*, the Richmond Chrysalis Community shall operate organizationally as a standing committee of the Richmond Emmaus Community. Further, the Board assumes responsibility for oversight of the operations of the Richmond Chrysalis Community.

**Article IV: Board of Directors**

1. Purpose. Governance of the Community is vested in its Board of Directors. As the local governing body, the Board agrees to conduct the three-phase Walk to Emmaus experience in accordance with The Upper Room *Handbook on Emmaus* (current edition, hereinafter referred to as “the *Handbook*”) and pertinent Upper Room manuals.
2. Composition.
  - a. The Richmond Emmaus Community Board shall consist of 12 lay members and 3 clergy members.
  - b. The immediate past Community Lay Director (CLD) will serve in an advisory, non-voting capacity for one year after serving as CLD.
3. Terms of Office.
  - a. Board members will be elected by the Community. Terms of office begin January 1 and expire December 31 of each calendar year.
  - b. Board members are elected for a term of three years. Four new lay members and one clergy member will be elected to the Board each year in a “class” to ensure continuity.
  - c. Board members may not succeed themselves in consecutive terms, but may stand for election after a waiting period of two years.
  - d. The Board Secretary and Treasurer will serve in their positions for one year, and may continue in those positions for a second consecutive year. In the spirit of progressive servanthood, incumbents will mentor their successors.

4. Election of Board Members.

- a. A Nominating Committee will be selected by the Board, by simple majority vote, for a one-year term commencing January 1 and ending December 31 of each year. Therefore, selection of the Nominating Committee will be one of the first acts of the new Board.
- b. The Nominating Committee will be composed of (1) a lay Board member, who will function as chairperson; (2) a Spiritual Director who is an active member of the Community; and (3) three persons, not currently on the Board, who have been active members of the Community for at least one year.
- c. Starting January 1, the Nominating Committee will solicit written nominations from the Community for lay and clergy members of the Board. No nominations will be accepted after July 31, unless the Board grants an extension of the deadline.
- d. The Nominating Committee will ensure fair and equal community representation, taking into account factors such as race, gender, age, denominational affiliation, active service in the Community, and geographic distribution. However, a nominee must have previously served as a Conference Room (or “Talk Room”) Team member on at least one Walk to Emmaus or Chrysalis Flight sponsored by the Richmond Emmaus Community.
- e. Each January, a notice will be placed on the Richmond Emmaus website listing the qualifications for Board members, the deadline for nominations, and the person to whom nominations are to be delivered.
- f. The Nominating Committee will:
  - (1) Contact each nominee to confirm her/his willingness and eligibility to serve as a member of the Board; then,
  - (2) Submit a slate of candidates to the Board at its August meeting. This slate must be equal to or greater than the number of upcoming Board vacancies.
  - (3) After the Board’s approval of the slate by simple majority vote, the Nominating Committee will read all candidates into nomination at the October Gathering. The slate of nominees will be posted to the Community website immediately thereafter.
- g. The slate of nominees will be voted upon by the Community members present at the November Gathering:
  - (1) If the number of nominees equals the number of vacancies, the nominees will be ratified by voice vote.
  - (2) If the number of nominees exceeds the number of vacancies, candidates will be elected by a simple majority of written ballots cast by members present.
  - (3) Election results will be posted on the Community website immediately thereafter.

- h. Newly-elected Board members will be invited to attend the December Board meeting, at which time they will “join” the Board and be furnished with Handbooks and other materials by the outgoing Board class members.
- i. The Board will select Community members, by simple majority vote, to serve the unexpired terms of Board members whose positions are vacated. Handbooks and other materials from the vacating Board members will be furnished to their replacements. The provisions of Section 3. c are waived in such cases, and such members may be elected to a 3-year class immediately following their interim terms.

5. Board Meetings.

- a. *Robert’s Rules of Order* (current edition) will govern the conduct of meetings of the Community, its Board of Directors, and Committees.
- b. A quorum is defined as two-thirds of the voting members of the Board (i.e., 10 members). A quorum must be present at any scheduled or specially-called meeting to conduct Board business.
- c. The Board will hold regular monthly meetings, unless otherwise voted by a quorum of the Board during a regularly called meeting (typically, these are conducted on Saturday afternoons before scheduled Gatherings).
- d. Special Board meetings may be called by the CLD or when requested in writing by a quorum of Board members.

6. Duties and Qualifications of Board Members.

- a. *General Responsibilities.* By consenting to serve on the Board, a Board Member agrees and commits to:
  - (1) Serving the Board and the Community through diligent participation in Board activities and prayer.
  - (2) Honoring the “Walk to Emmaus Covenant” between the Community and The Upper Room, which is renewed annually and signed by all members of the Board.
  - (3) Being willing to chair one of the Board’s Standing Committees, and to perform such additional duties, as may be assigned by the CLD or by vote of the Board.
- b. *Attendance.*
  - (1) Lay Board members should attend Board meetings regularly, and should not miss more than two consecutive meetings or three unexcused meetings per year. Attendance at every Board meeting is strongly encouraged.

- (2) Clergy Board members should attend Board meetings regularly, and should not miss more than two consecutive meetings. It is recognized that pastoral duties will take priority, but clergy members' attendance at every Board meeting is strongly encouraged.

c. *Special Responsibilities / Requirements.*

- (1) The Community Spiritual Director shall ensure that clergy Board members meet the criteria stated in the most recent editions of Upper Room manuals referenced in the "Walk to Emmaus Covenant" signed by each Board member each year.
- (2) *Leadership Training.* It is desirable that Board members attend Leadership Training conducted by The Upper Room prior to or within six months of election to the Board. In any case, such training must be completed before the member's term expires — failure to do so will disqualify that person from future service on the Board. This will be explained to the prospective candidate before his or her name is put forward for consideration.

7. Removal or Resignation of Board Members.

- a. A Board member may be removed for cause by a quorum vote of the Board; however, that member shall be given an opportunity, before that vote is taken, to present his or her case to the Board.
- b. If a Board member resigns, it is requested that he/she provide advance written notice to the CLD.

8. Financial Matters.

- a. *Compensation:* Board members will serve without compensation. However, members may be reimbursed for expenses incurred in the conduct of official Board business, provided the expense is approved by the Board.
- b. *Dissolution:* No part of the funds of the Community will be used for the benefit of, or be distributable to, its members, directors or other private persons should the Community dissolve. The Community may, however, pay reasonable fees for services provided to the Community.

9. Indemnification.

- a. The Richmond Emmaus Community will 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 be paid 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 any action, suit or pro-

ceeding to be liable for gross negligence or willful misconduct in the performance of duty.

- b. Such indemnification will 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.

10. Collateral Assignments.

a. Registrar.

- (1) The Registrar serves as chair of the Pilgrim Selection Committee (see Appendix I, Section 9); is responsible for documenting and coordinating all activities related to Pilgrim attendance at Walks; and works closely with the Treasurer to monitor the collection of Pilgrim and Sponsor fees for Walks.
- (2) The Registrar may be any active member of the Community, and shall be elected for a one-year term from Jan 1- Dec 31 by simple majority vote of the Board.

b. Parliamentarian.

- (1) The Parliamentarian will ensure that deliberations at Board meetings are conducted in accordance with *Robert's Rules of Order*; that all votes taken are fair and reflect adequate deliberation; and specifically that dissenting opinions are freely heard in debate.
- (2) The Parliamentarian shall be appointed by the CLD.

***Article V: Officers of the Board***

- 1. Election of Officers. Officers are elected annually, by those members of the Board of Directors who will serve in the following year, at the December Board meeting. Officers will serve a one-year term effective January 1 of the new year.

2. Titles and Duties of Officers.

a. Community Lay Director (CLD).

- (1) The CLD will serve as the Board's chairperson, presiding at Board meetings and providing "the voice of the Board" to the Community.
- (2) Absent compelling circumstances, the CLD will be the immediate past ACLD.
- (3) The CLD will be a lay member of the Board in the second or third year of his/her term.
- (4) A CLD will have served, at a minimum, as an Assistant Weekend Lay Director (AWLD)<sup>1</sup> on a previous Walk or Flight.
- (5) The CLD may appoint one or more special committees or individuals as needed and/or as listed in Article VI below.

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<sup>1</sup> For purposes of these Bylaws, the term "AWLD" refers only to the specific Richmond Community cadre position. See Appendix I, Section 6.

- b. Assistant Community Lay Director (ACLD).
- (1) The ACLD must be eligible to serve on the Board in the following year and serve as the CLD if elected to that post.
  - (2) The ACLD will substitute for the CLD in his/her absence at Board meetings.
  - (3) The ACLD will handle other duties of the CLD, when necessary or as directed by the CLD.
  - (4) An ACLD shall have served, at a minimum, as an AWLD on a previous Walk or Flight.
- c. Secretary.
- (1) The Secretary will take minutes of all Board meetings and distribute them to Board members in a timely manner.
  - (2) The Secretary will handle correspondence duties for the Board as necessary.
- d. Treasurer.
- (1) The Treasurer will handle the finances of the Community and will keep the Board informed of the financial condition and bank balance of the Community.
  - (2) The Treasurer will submit a financial report at each Board meeting.
  - (3) The Treasurer will provide a year-end accounting of the financial activity of the Community to the Board for purposes of audit.
  - (4) The Treasurer will ensure that an audit of the books is completed within 60 days of the completion of their tenure to ensure fiscal integrity. The audit will be completed by an individual or organization authorized by simple majority vote of the Board. The audit report will be presented to the Board and maintained by the Secretary and/or Historian.
  - (5) The Treasurer will order all Walk to Emmaus materials needed from The Upper Room.
- e. Community Spiritual Director (CSD).
- (1) The CSD will —
    - Direct the observance of Holy Communion in the Community at the monthly Gatherings, Weekend Sponsors' Hour, Weekend Candlelight Ceremonies, Weekend Closing Celebrations and any other Community events, unless other arrangements have been made and agreed to by the CLD.
    - Ensure that at least one qualified clergy member is present at all Community functions
  - (2) The Board will select the CSD, by simple majority vote, from clergy members of the Community who are fully qualified according to Upper Room standards.
  - (3) The CSD will serve a term of 1 year, and need not be a member of the Board.

***Article VI: Committee Chairs and Community Appointments***

1. *Appointments.* The CLD, with approval by simple majority vote of the Board, will appoint persons who have expressed a commitment to undertake the responsibilities of the below-listed positions.
  - a. The term of office for the appointments and chairpersons listed below shall be from January 1 to December 31 of each calendar year.
  - b. Those appointed to fill vacant committee chair positions will serve the remainder of the term for that year, and may be reappointed if desired.
2. *Agape Coordinator.* Coordinates placemat preparation, the making of agape bags and cross lanyards, and general and personal agape for each Walk; delivers agape materials to the Head Servant prior to the Walk.
3. *Community Music Director.* Oversees worship through music for all Community functions.
4. *Community Outside Support Team Liaison.* Responsible for training all members of the Outside Support Team prior to a Walk. Works with the Outside Support Team Leader to prepare servants to support the Conference Room Team in the conduct of the Walk (including dining room setup and clean-up, and Candlelight). Also serves as primary contact for the Outside Head Servant during the weekend to handle emergency requirements.
5. *Community Resource Liaison.* Promotes the Richmond Emmaus experience by visiting and/or contacting Community members, and through communication with local churches and other Emmaus communities.
6. *Community Chapel Servant.* Coordinates and provides all elements necessary for Communion at Gatherings and other Community events, excluding the Walks and Flights themselves.
7. *Fourth-Day Support.* Maintains master copies of the documents to be put in Fourth-Day Packets; coordinates with the Head Servant for each Walk to ensure these items are delivered prior to the Walk.
8. *Community Speaker Support.* Coordinates and schedules Devotional readers and Fourth-Day speakers for Gatherings.
9. *Community Facility Support.* Responsible for equipment setup, cleanup and take-down after Gatherings and other Community events.
10. *Community Food Support.* Responsible for food and/or snack setup and clean-up after Gatherings and other Community events.
11. *Historian.* Keeps a “scrapbook” of materials from Gatherings and other Community functions, Community news items, pictures of Weekend pilgrims, and lists of pilgrims from each Walk.

12. *Public Relations* (including Website / Newsletter / Database). Responsible for preparing, editing and publishing an electronic Community newsletter via the Richmond Emmaus Community website; coordinating special Community mailings; and maintaining the Community database.
13. *Reunion Group Liaison*. Maintains a list of reunion groups, including meeting times, members, and meeting places, to assist sponsors in finding suitable reunion groups for their pilgrims. Actively promotes Reunion Group participation to all Community members.
14. *Chair of Team Selection Committee*. A lay member of the Board shall be appointed to serve as chairperson of the Team Selection Committee (see Appendix I, Section 8).

***Article VII: Conducting the Walk to Emmaus***

1. The Community will generally follow the guidelines of The Upper Room program in its presentation of the 72-hour Walk to Emmaus experience. Community-specific guidelines are provided in Appendix I to these Bylaws.
2. The Board will have complete oversight of the Richmond Community Walk to Emmaus experience, including selection of lay / clergy team members and alternates for specific Walks.
3. The Weekend Lay Director for a Richmond Community Walk is selected by the Board by simple majority vote, based on recommendations from the WLD Selection Committee.
4. Weekend Spiritual Directors (SDs) for a Richmond Community Walk must meet the qualifications specified in the *Handbook* and current guidance from The Upper Room. Spiritual Directors are recommended by the CSD and selected by the Board by simple majority vote.
5. Team Members for a Walk to Emmaus are proposed by a Team Selection Committee working with the WLD, and ratified by simple majority vote of the Board. (See Appendix I, Section 1 for qualification requirements, and Section 8 regarding the team selection process.)

***Article VIII: Amendments to Bylaws***

1. Proposed amendments to these Bylaws may be presented to the Board by any member of the Community, at least 30 days in advance of consideration by the Board.
  - a. If an amendment receives an affirmative vote by a quorum of Board members, it will be posted on the Richmond Emmaus website for at least 30 days, to afford Community members time to respond.
  - b. The proposed amendment(s) will then be read to the Community at the next Gathering, at which time a voice vote will be taken on the matter:
    - (1) A simple majority vote of the Community Members present, either by voice vote or a hand count of ballots taken, is required for the amendment to be adopted.

- (2) If the will of the Community cannot be clearly discerned by voice vote, written ballots will be distributed and tallied immediately to decide the matter.
2. Ratification. These Bylaws and all amendments thereto will take effect immediately upon approval by the Community.

## ***Appendix I: Guidance for Richmond Community Walks***

1. Qualifications for ALL Team Members. An Emmaus team member —
  - a. Will have previously attended a Walk to Emmaus, a Cursillo, a Tres Dias, or Chrysalis Flight weekend presented in an Emmaus Community recognized by The Upper Room.
  - b. Will have attended Fourth Day<sup>2</sup> training after participating in that event.
  - c. Will be actively involved in Community activities and participating in a Reunion or Accountability Group.
  - d. Will be an active participant in his / her local church.
  - e. Will be willing to accept whatever assignment is given by the WLD and/or HSD.
  
2. Additional Qualifications for Weekend Lay Director (WLD). A Weekend Lay Director —
  - a. Will have served progressively as an Assistant Table Leader, Table Leader, and in at least two of the following three roles: Speaker Support, Head Servant, and Assistant Weekend Lay Director. (In addition, prior service in some capacity on an Outside Team shall be a requirement for all WLD candidates.)
  - b. Will have participated in at least two previous Walks presented by the Richmond Emmaus Community.
  - c. Will be actively involved in Community activities and participating in a Reunion or Accountability Group.
  - d. Will be an active participant in his / her local church.
  - e. Will have demonstrated the required spiritual maturity and leadership skills described in Chapter 5 of the *Handbook*.
  - f. Will agree to conduct the Walk in accordance with The Upper Room's *Lay Director* and *Spiritual Director Manuals* and the Board's Covenant with The Upper Room.
  
3. Additional Qualifications for Head Spiritual Director (HSD). The Head Spiritual Director —
  - a. Will be recognized as clergy by his / her denomination or church, and will be serving in professional ministry or retired in good standing.
  - b. Will be able and authorized to administer the elements of Holy Communion.

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<sup>2</sup> This may also be known as a "Day of Deeper Understanding."

- c. Must have attended The Upper Room's Clergy Training.
  - d. Will have served at least once through a complete Walk to Emmaus or Chrysalis Flight as an Assistant Spiritual Director (ASD).
  - e. Will have given at least two of the five clergy talks other than "The Means of Grace."
4. Additional Qualifications for Assistant Spiritual Director (ASD). The Assistant Spiritual Director —
- a. Will be recognized as clergy by his / her denomination or church, and will be serving in professional ministry or retired in good standing.
  - b. Must have attended The Upper Room's Clergy Training.
5. Board Representative (BR).
- a. A representative from the Board will be designated by the CLD to support the Conference Room Team for each Walk, in accordance with Chapter 5 of the *Handbook*.
  - b. The Board Representative will have prior experience as an AWLD or WLD, and should be a current member of the Board. If no current members of the Board are so qualified, the Board will seek an eligible candidate from past Board members in the Community; such candidate shall be approved by simple majority vote of the Board.
  - c. NOTE: Once the Walk has begun, if a Weekend Lay Director is unable to fulfill any part of his or her duties to lead the Walk, the Board Representative will assume the WLD's duties for that period of time.
6. Conference Room Team Cadre.
- a. The Conference Room Team Cadre consists of the Weekend Lay Director, Assistant Weekend Lay Director, Head Servant, Speaker Support Servant, Head Spiritual Director, and Weekend Music Director.
  - b. Other members of a Conference Room Team may participate in Cadre meetings as invited by the WLD or HSD.
7. WLD Selection.
- a. The Weekend Lay Director Selection Committee evaluates candidates to be WLDs. The Committee is composed of the following:
    - (1) The CLD, who will serve as chair;
    - (2) The ACLD;
    - (3) A Board Clergy member;

- (4) The two immediate past Weekend Lay Directors; and
    - (5) Two at-large members from the Community, who will be recommended by the CLD and subsequently approved by simple majority vote of the Board.
  - b. The Committee will evaluate WLD candidates for future Walks based on the qualifications stated in Section 2 of this Appendix, and will canvass candidates to confirm their availability and willingness to serve before nominating them to the Board.
  - c. Candidates will be selected by simple majority vote of the Board.
8. Team Selection.
- a. All Teaming applications shall be forwarded to the Team Selection Committee (TSC), which will consist of:
    - (1) A Board lay member who serves as Committee chair;
    - (2) An active clergy member of the Community [the Committee Chair shall first ask the CSD to serve in this capacity; if the CSD is unable to do so, then the Chair shall contact a clergy Board member. If none are able to serve, then the Chair shall contact a clergy member of the Community]; and
    - (3) Three active members of the Community with prior teaming experience.
  - b. The TSC chair will propose Community members for Board approval by simple majority vote. Committee members shall serve for a term of three years, in a “class” rotation similar to that of Board members.
  - c. The Team Selection Committee will work with the WLD and HSD to select the particular team members for a Walk. Names of candidates will be taken from submitted applications first; then from Community membership records, prayer charts, and records of Progressive Servanthood and participation in Emmaus training programs.
  - d. The Team Selection Committee, in consultation with the WLD and HSD, will make assignments for specific talks.
  - e. The TSC will send the list of proposed team members to all members of the Board, whether or not they themselves are candidates to team on a particular Walk. [NOTE: The principle of confidentiality must be of particular concern to all Board members until the TSC has finalized its recommendations.]
9. Pilgrim Selection.
- a. All Pilgrim applications shall be forwarded to the Pilgrim Selection Committee, which will consist of:
    - (1) The Registrar, who will chair the committee;

- (2) An active clergy member of the Community [the Committee Chair shall first ask the CSD to serve in this capacity; if the CSD is unable to do so, then the Chair shall contact a clergy Board member; if none are able to serve, then the Chair shall contact a clergy member of the Community]; and
  - (3) Three active members of the Community.
- b. The Registrar will propose Community members for Board approval by simple majority vote. Committee members shall serve for a term of three years, in a “class” rotation similar to that of Board members.
  - c. The Pilgrim Selection Committee reviews applications for attendance at a particular Walk, in consultation with the WLD, and selects those who will be invited to attend.
  - d. The Registrar will communicate the Pilgrim Selection Committee’s decisions to the Board, and will follow up with anyone remaining on the waiting list after Pilgrims have been selected for a particular Walk.

***Appendix II: Document Comparison by Article***

**Handbook Model**

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(Article IV, Sec. 5) Board Meetings  
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Article VIII. Amendments  
(Article VIII, Sec. 2) Ratification

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