

**HIGH PLAINS EMMAUS COMMUNITY, INC.
SECOND RESTATED AND AMENDED BYLAWS**

ARTICLE I — NAME AND OFFICES

- Section A. The name of the community shall be the **HIGH PLAINS EMMAUS COMMUNITY, INC.**, hereinafter referred to as the "Community".
- Section B. The principal office of the Corporation in the State of New Mexico shall be located in the City of Clovis, Curry County, New Mexico. The Corporation may have such other offices, either within or without the State of New Mexico, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.
- Section C. The Corporation shall have and continuously maintain in the State of New Mexico a registered office, and a registered agent whose office is identical with such registered offices, as required by the New Mexico Non-Profit Corporation Act. The registered office may be, but not need be, identical with the principal office of the Corporation in the State of New Mexico, and the address of the registered office may be changed from time to time by the Board of Directors.

ARTICLE II — PURPOSE

- Section A. The "Community" is formed exclusively for religious purposes with the following objectives:
1. To hold "Walks to Emmaus" that will inspire, challenge and equip those attending to have a closer walk with our Lord and Savior, Jesus Christ, each day.
 2. To develop, inspire, challenge, and equip Christians for Christian action in their homes, churches, and communities through the Emmaus experience .
 3. To provide a community through which this initial commitment and experience can be maintained, strengthened, and enhanced.

Example: New Horizon Emmaus Community
Littlefield, Texas

ARTICLE III — JURISDICTION

Section A. The "Community" is affiliated with the International Emmaus Movement, as defined in our Letter of Agreement with The Upper Room, a division of the General Board of Discipleship, The United Methodist Church, Nashville, Tennessee. It shall, in an area of Northeastern New Mexico and Northwest Texas, strive to involve all of those people who participated in a "Walk to Emmaus" in the life and work of the "Community".

ARTICLE IV — MEMBERSHIP

Section A. All persons who have completed a "Walk to Emmaus" or Chrysalis in the "Community" may become a member of the "Community".

Section B. Persons who have completed a "Walk to Emmaus" or a Chrysalis weekend while residing in another geographic area or who have completed a Cursillo, A Tres Dias, Kairos or other similar weekend may become members of the "Community" by requesting that the "Community" Secretary include their names on the "Community" mailing list.

ARTICLE V — BOARD OF DIRECTORS

Section A. Direction of the "Community" shall be vested in the elected Lay Director, the elected Spiritual Director, and in the members of the elected Board of Directors by classes, along with the past Lay Director and the past Spiritual Director, hereinafter referred to as the "Board".

Section B. The Steering Committee shall, in a timely manner, accept the report for the nominating committee, for election by the community body, the first "Board", consisting of three (3) classes. Each class shall consist of five (5) persons, four (4) lay persons and one (1) clergy, as defined in Article V Section D.

Section C. The newly elected Board shall establish rotation of the classes by a drawing held to determine which class shall have a one (1) year term, which class shall have a two (2) year term, and which class shall have a three (3) year term. The class which shall be determined to have a one year term would be eligible for renomination and reelection for a new three year term at the end of the first year or annual term.

- Section D. New members of the "Board" shall be elected by the Emmaus community at its November monthly gathering and election shall be determined by a majority or plurality of votes actually cast. Members of the "Board" shall be elected in classes consisting of five (5) persons, four (4) lay persons, one (1) clergy, to serve a three (3) year term.
- Section E. The "Board" may elect persons to fill any unexpired terms until the next regular election. Those filling more than half of an unexpired term may not succeed themselves in another three (3) year term. Each full term of office shall begin January 1 and end December 31.
- Section F. The Lay Director and Spiritual Director shall remain on the "Board" as immediate Past Lay and Past Spiritual Directors for one (1) year, with full voice and vote.
- Section G. "Board" members cannot succeed themselves in consecutive three (3) year terms as elected members of the Board, as described in Sections A and D of Article V. A period of two (2) years must pass before they may be re-elected.
- Section H. A Board member missing three (3) consecutive meetings will be considered having vacated their board position and may be replaced in accordance with Section E of Article V.
- Section I. The "Board" shall convene at least monthly.
- Section J. A majority of the number of Board of Directors stated in the Articles of Incorporation shall constitute a quorum for the transaction of business by the Board of Directors. Voting by proxy will not be allowed at meetings of the Board of Directors. Directors may only vote in person. The affairs of the Corporation will be managed by its Board of Directors. Any action required by law to be taken at a meeting of the Board of Directors, may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Directors.
- Section K. All checks, drafts, orders for payment of money in the name of the Corporation shall be signed by such officer or officers and in such a manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instrument shall be signed by the Treasurer and countersigned by the President of the Corporation.

- Section L. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or in such depositories as the Board of Directors may select.
- Section M. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the Corporation.
- Section N. Wherever any notice is required to be given under the New Mexico Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the By-Laws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the getting of such notice.

ARTICLE VI — QUALIFICATIONS FOR THE "BOARD"

- Section A. Each member shall have served in some capacity on a Walk to Emmaus or shall agree to serve within the year of election.
- Section B. Each member shall be an active member in a local church; and a Reunion Group or such a group that is comparable in its purpose of helping one maintain his or her spiritual journey; and the Emmaus Community.
- Section C. The members of the "Board", including ex-officio shall never consist of more than one (1) member from any family serving at one time. Every effort shall be made to maintain the greatest possible diversity among board members.

ARTICLE VII — DUTIES OF THE "BOARD"

- Section A. The Community Lay Director is to be the chief administrative officer, and the Community Spiritual Director is to be the chief spiritual advisor. Regular meetings of the Board of Directors may be held without notice, and will usually be held on the first (1st) Tuesday evening of each month. Any special meetings of the Board of Directors may be held upon telephonic notice to members of the Board of Directors. Places for meetings of the Board of Directors is left to the discretion of the Chairman of the Board. Any such meetings shall be valid without call or notice, and at such meetings, any corporate action may be taken.

- Section B. The "Board" shall, at the January "Board" elect for a one (1) year term meeting Lay Director, Spiritual Director, Assistant Lay Director, Assistant Spiritual Director and Secretary from the "Board". In addition the "Board" shall elect a Treasurer, and Registrar(s), as well as other officers and committee chairs as needed. If these are elected from other than the "Board", they shall participate on the "Board" with full voice, but without vote..
- Section C. Committee Chairman shall submit proposes committee member names to the "Board" for approval.
- Section D. The "Board" shall set the dates and places, and shall select the Lay Director and the Spiritual Director for each Emmaus Walk from the recommendations of the Team Selection Committee. After a Lay Director is selected he will be consulted by the "Board" about the selection of Spiritual Director.
- Section E. The Community Lay Director will serve ex-officio on all committees.
- Section F. The "Board" shall at the January "Board" meeting elect a team selection committee to serve one (1) year, which shall consist of co-chairperson (one (1) man and one (1) woman), the "Community" Spiritual Director and two (2) members at large.
1. The Team Selection Committee shall develop and present for "Board" approval, team selection guidelines, in accordance with Chapter Four (4) of the Emmaus Handbook and the needs of the local community. Periodical review of the guidelines will be necessary to insure that they continue to meet the needs of the local community. All changes shall require "Board" approval and should always be moving toward the standards of the spirit of the Emmaus Handbook.
 2. The Team Selection Committee shall make recommendations to the "Board" on who is qualified to serve as Lay Directors and Spiritual Directors for future walks.
 3. The Team Selection Committee shall, in consultation with the Walk Lay Director and Walk Spiritual Director, develop a list of possible team members for the Walk Lay Director to select from.

Section G. Lay Director in consultation with the "Board" shall, at the August meeting, appoint from the "Board" three (3) members and from the "Community", two (2) members to serve as the Nominations Committee.

1. The Nominations Committee shall, at the September meeting of the "Board", submit for consideration of the "Board" nominations for (1) class of board members that consist of a minimum of one (1) more person than is being elected, two (2) Clergy and five (5) Lay persons in accordance with Section D of Article V. The "Board" shall prayerfully consider said nominations prior to the "Board" vote at the October board meeting. The Nominations Chairperson, after "Board" approval, shall submit said nominations to the Community at the October community gathering. Community elections will be held at the November community gathering in accordance with Section F of Article V. Nominations may be submitted from the members of the Community for election to the "Board" from the floor at the time of election with considerations given to Article VI "Qualifications For The Board".

ARTICLE VII - REQUIREMENTS FOR LAY AND SPIRITUAL DIRECTOR FOR THE EMMAUS WALKS

Section A. Walk Lay Director

1. They shall have attended a Walk to Emmaus and be active members in a local church and support the Emmaus lifestyle of living a life in grace through piety, study and action.
2. They shall be an active participant in a Reunion Group and the local Emmaus Community.
3. They shall have served on at least four (4) teams on previous walks to Emmaus. They shall have served as table leader or assistant table leader at least once and shall also have served as assistant Lay Director at least once.
4. They shall have given at least two (2) different talks on previous Walks to Emmaus.

5. They shall be willing to conduct Emmaus weekends as set out in the Lay Director's manual, available from the Upper Room in Nashville, and under the authority of the "Board".

Section B. Walk Spiritual Director

1. They shall have attended a Walk to Emmaus and be active members in a local church or conference and support the Emmaus lifestyle of living a life in grace through piety, study and action.
2. They shall be recognized as clergy in the eyes of the church, shall be authorized by his or her denomination to administer Holy Communion in the setting of the Walk, and should have completed the theological and pastoral education required of clergy persons in their denomination.
3. They shall have participated in at least two (2) previous Walks to Emmaus as an Assistant Spiritual Director.
4. They shall be willing to conduct the Emmaus weekend as set out in the Spiritual Director's manual, available from the Upper Room in Nashville, and under the authority of the "Board".
5. **They shall meet all qualifications and guidelines as set the "Clergy Qualifications" issued by the Upper Room.**

ARTICLE IX - REQUIREMENTS FOR WALK TO EMMAUS TEAM MEMBERS

Section A. They shall include the following:

1. They shall have attended a Walk to Emmaus, Chrysalis, Tres Dias, Kairos, Teens Encounter Christ, or Happenings weekend and be at least twenty-one (21) years of age.
2. They shall be an active member of a local church, active in a Reunion Group and the Emmaus community and support the Emmaus lifestyle of living a life in grace through piety, study and action.
3. They shall possess a servant's heart and be willing to accept whatever responsibility for the success of the Walk that is assigned by the Lay or Spiritual Director.

Section B. The team shall be made up of the following persons:

One (1) Lay Director, one (1) Spiritual Director, one (1) Board Representative serving on the current board, three (3) Assistant Lay Directors (no fewer than three (3)), four (4) Assistant Spiritual Directors (no fewer than three (3)), one (1) Table Leader per table, one (1) Assistant Table Leader per table, one (1) head angel to coordinate all outside servant teams, **two to three (2-3) musicians**, no fewer than one (1). **A team shall be allowed to have up to 3 members on the music team with the consent of the Team Selection Committee.**

Additionally the Lay Director may have as many outside servant persons as desired for agape distribution, prayer, etc. But they are not to be considered part of the team and are not to have any pilgrim contact.

ARTICLE X - RULES OF ORDER

Section A. Robert's Rules of Order, the latest edition, shall be recognized as the authority governing the meetings of the Community, the "Board" and all committees, in all instances wherein its provisions do not conflict with these Bylaws or the Emmaus Handbook.

ARTICLE XI - AMENDMENTS

Section A. Proposed amendments may be presented to the "Board" by any member of the "Board" one (1) month prior to consideration by the "Board". If amendments are voted in the affirmative by a three-fourths (3/4) vote they will be circulated to the membership by the Community Newsletter and if no petitions signed by at least twenty-five (25) community members objecting to the amendments are received, the amendments will be considered adopted. Any objections must be received within thirty (30) days of the mailing 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 Community for a vote it may do so. A majority or plurality of votes cast by the membership will decide the matter.

ARTICLE XII - RATIFICATION

Section A. These Bylaws are to take effect immediately upon certification of the Steering Committee that a simple majority of the Community present at a regularly scheduled monthly community gathering approves them.

ARTICLE XII—UPPER ROOM BYLAWS

Section A. **In the event, that these Bylaws may conflict with applicable Bylaws of the Upper Room, then the Upper Room Bylaws shall supersede these Bylaws.**

The above and foregoing Second Restated and Amended Bylaws of **HIGH PLAINS EMMAUS COMMUNITY, INC.** were unanimously adopted by all the Directors present at the organizational meeting of the Directors held at _____ on the ____ day of _____, 2007.

HIGH PLAINS EMMAUS COMMUNITY, INC.

By: _____
President