

WINDMILL EMMAUS COMMUNITY BY-LAWS

I. Article One: Name

The name of the Community shall be Windmill Emmaus Community, hereinafter referred to as the Community.

II. Article Two: Purpose

The primary purpose of the Community is to integrate the returning pilgrims from a "Three Day Weekend" into active participation in their local churches and the Community's activities. The Community organizes and fulfills many of the functions of Gatherings and Walks. Recruiting team members and pilgrims for the Walks sponsored by the Community is vital to the success of each Walk. The selection of Walk Lay Directors, Walk Spiritual Directors and Walk Board Representatives are some of the important duties of the Community Board of Directors. Desired dates and locations for Walks sponsored by the Community shall be chosen and arranged by the Community Board of Directors. The Emmaus movement is ecumenical by design.

III. Article Three: Affiliation

The Community is affiliated with the International Emmaus Program of The Upper Room Ministries. The Community's IRS 501(c)3 tax exempt status is obtained as a recognized ministry of the Beeville First United Methodist Church

IV. Article Four: Membership

Membership in the Community shall consist of any interested person who has completed a Walk to Emmaus, Cursillo, Via de Cristo, Tres Dias, Kairos, Chrysalis, or any other internationally recognized "Three Day Weekend" event and who expresses a desire to belong. Any person interested in the Walk to Emmaus program is welcome to attend, and participate in all activities during the regular meetings of the Community, whether such person has attended a Walk or not.

V. Article Five: Board of Directors

Section One: Purpose of the Board

Direction of the Community shall be vested in the Community's Board of Directors, hereinafter referred to as the Board. The Board shall have the authority to direct the operations of the Community, and the usual enabling functions of the Community. Enabling functions may include, but are not limited to Team Selection duties, control of Community Gatherings, selection of Team Leaders (both Clergy and lay), Team Members, and scheduling the location and time of regular meetings of the Community.

Section Two: Composition of the Board

A. Lay persons: Persons who have completed attendance at a recognized "Three Day Weekend" and who are active in local reunion groups are eligible for election to the Board.

B. Clergy: Clergy who are Elders or Deacons in The United Methodist Church or the equivalent of the same in the church with which they are affiliated are eligible for election to the Board as Spiritual Director, after they have served as a walk SD.

Section Three: Terms of Office for Lay Persons:

A term of office shall commence on January 1 and end on December 31. An elected Director shall serve one term of three (3) years, not succeeding him/herself, and shall on election be assigned to a "class" of all persons elected at that time. There shall be four persons in each class, and three classes for a total, including elected officers, of twelve persons. A person previously serving on the Board may be re-elected to the Board after at least one year from completion of the person's previous term. Ex Officio Board members, if any, shall serve as designated by the Board.

Section Four: Board Officers

A. Elected Lay Officers:

The Board shall elect from the lay membership of the Board, during the last Board meeting in the calendar year, the following lay officers to serve for a one-year term: **Lay Director, Assistant Lay Director, Secretary, Treasurer**

B. Appointed Lay Officers:

1. The Board Representative shall be appointed by the Lay Director with Board concurrence, for a three-year term. That appointed person may be appointed to succeed him/herself for one additional three-year term. Before appointment, the appointed person shall have served on a "Three Day Weekend" team, be active in a local reunion group, be an active member of the Community, and have served as a walk Lay Director

2. The Community Lay Director may appoint **other lay officers** at the direction of the Board when deemed necessary to carry out the functions of the Board.

C. Elected Clergy Officers:

The Board shall elect from the clergy membership of the Community a **Spiritual Director** to serve a one-year term, and that person may be elected to succeed him/herself. All other clergy members of the Community shall serve as **Assistant Spiritual Directors**.

Candidates for election to the Board shall be nominated before the August Gathering and presented to the membership at that August meeting. Election shall be held during the September Gathering in a manner acceptable to the Community.

Section Six: Duties of Officers:

A. The Lay Director shall

1. Be the chief administrative officer of the Community and the Board.
2. Call all meetings of the Board and preside over such meetings.
3. Be responsible and responsive to the Board for all administrative decisions made on behalf of the Board.
4. Perform such other duties as directed by the Board.

B. The Assistant Lay Director shall:

1. Preside at Board meetings in the absence of and/or at the pleasure of the Lay Director.
2. Ensure that there is a Fourth Day Speaker for each Gathering.
3. Perform such other duties as directed by the Board.

C. The Secretary shall:

1. Record and distribute written or printed copies of the minutes of Board meetings.
2. Preside at Board meetings in the absence of the Lay Director and Assistant Lay Director.
3. Perform such other duties as directed by the Board.

D. The Treasurer shall:

1. Submit a financial report at each regular meeting of the Board.
2. Preside at Board meetings in the absence of all other officers.
3. Perform such other duties as directed by the Board.
4. Conduct all financial business of the Community and present a yearly financial report and audit as deemed necessary by the Board.
5. Submit monthly financial reports to Beeville FUMC.

E. The Spiritual Director shall:

1. Be the theological and spiritual leader of the Board.
2. Perform Spiritual Director duties at the Community Gatherings
3. Have veto power over any suggested Walk Spiritual Director.
4. Maintain the spiritual intent and integrity of The Upper Room Walk to Emmaus.

F. Assistant Spiritual Directors shall:

1. Maintain the spiritual intent and integrity of The Upper Room Walk to Emmaus.
2. Perform duties as Gathering Spiritual Director if requested by the Spiritual Director, or in the Spiritual Director's absence.

G. The Community Board Representative shall:

1. Present ideas, suggestions, and recommendations to the Board
2. Report on any ideas, suggestions and recommendations from the representatives from other Emmaus Communities.
3. Provide training for the Walk Lay Directors and their leadership teams.
4. Keep Board informed of Upper Room trainings, policy changes, and any information that will impact the Board or Walks.
5. Coordinate with Walk site on desired dates and facilities for all Walks to be sponsored by the Community.
6. Serve as chairman of the Team Selection Committee.

Section Seven: Vacancies on the Board: A vacancy on the Board may occur if a Board Member misses 3 meetings. The absences would be discussed by the Board taking into consideration the reason for the absences before making a decision to replace the Board Member.

At a regular or called meeting of the Board, vacancies may be filled in the following manner:

A. Elected Lay Officers: The members of the Board may elect a lay member of the Board to fulfill the duties of an elected officer if such becomes vacant. Nominations may be made from the floor, and the Board shall vote on nominated members at the next Board meeting following the occurrence of the vacancy. A simple majority will be sufficient for election.

B. Appointed Lay Officer: If the Community Board Representative or any other appointed lay officer becomes unable or unwilling to serve the full class term, the Board Chair, with Board concurrence, shall appoint a qualified person to fill that unexpired term.

C. Clergy: If a clergy member becomes unable or unwilling to serve the full term of office, the Spiritual Director shall appoint a qualified Clergy member of the Community to fill the unexpired term.

Section Eight: Meetings:

A. Board meeting will be held at a designated time before the regular Community Gathering, at the same place as the scheduled Community Gathering, and at such other times as may be needed by means of a "called meeting."

B. Notwithstanding anything to the contrary herein, any meeting of the Board or of any committee may be held partially or completely by any reasonable electronic means, including by phone call, email, Zoom or similar programs. At the discretion of the Lay Director, any member of the Board that is unable to attend a meeting in person may attend by telephone or other electronic means as approved by the Lay Director.

Section Nine: Called Meetings:

The Lay Director may call a meeting of the Board if urgency exists, and/or by the written request of seven members of the Board. A notice of five (5) days is required between the request and the convening of the called meeting.

Section Ten: Quorum:

A quorum is necessary before any business is transacted at a regular or called meeting of the Board. A quorum for a regular meeting shall consist of seven members, including the Board Chair. A quorum for a called meeting shall consist of seven members.

VI. Article Six: Committees:

Section One: Standing Committees:

A. Team Selection Committee:

The Team Selection Committee shall be chaired by the Community Board Representative. The Community's current Spiritual Director, Walk Lay Director and Walk Board Representative shall be members of this Committee. Other members of the Community shall be appointed as needed to this Committee by the Board with the concurrence of the Board. Current members of the Community Board are not to serve on the Team Selection Committee.

B. Emergency Committee

An emergency committee consisting of five members may be called into existence in the event that an action must be taken when there is not enough time to have a called board meeting or when all board members cannot be reached before the action must be taken. To convene an emergency committee, two of the following board members must agree that an emergency action must be taken: Community Lay Director, Assistant Community Lay Director, Community Board Representative. These two members will decide on three other members to help with the decision. The five members of the committee need not remain constant. If the action is financial, the Treasurer should be a committee member. If the action involves a clergy, the Community Spiritual Director should be a member. If the action involves a current or upcoming walk, either the walk lay director or walk board rep should be a committee member. Other members will be selected based on availability of current board members at the time. Action taken will be decided by a majority vote (3). The committee will provide a written report to the

Windmill Emmaus Community Board at the next scheduled meeting following any emergency committee action.

C. Other Committees

Other Standing Committees may be established as deemed needed by the Board. Such Committees may include Gatherings, Registration, Transportation, Facility Set-up and Break down, Agape Acts, Community Reunion/Follow-up, Kitchen, Literature/Clothing, Newsletter, Prison Ministry (Kairos), Music/Entertainment, and Sponsors Hour/Candlelight/Closing. Chairpersons of Standing Committees shall be appointed by the Board Chair from current members of the Board.

Section Two: Special Committees:

The Lay Director of the Community may establish special and/or Ad Hoc committees to facilitate the work of the Board. The Chairperson and members of Committees shall be appointed by the Lay Director as necessary with the concurrence of the Board.

VII. Article Seven: The Walk to Emmaus:

The Board shall operate under the current the *Upper Room Emmaus Handbook* as written by the International Director of The Walk to Emmaus, and any such other publications as shall from time to time be established by either of those organizations.

VIII. Article Eight: Standing Rules of Order and Special Rules:

Robert's Rules of Order shall be the controlling rules for procedures. Standing Rules may be set for the Community by Board action as needed. Special Rules shall be established as necessary by the Board to cover occasions that are not covered by other rules.

IX. Article Nine: Amendments:

Section One: Origin of Proposed Amendments:

Proposed amendments to these By-Laws shall be presented in writing to the Board by any member of the Community. At the meeting when a proposed amendment is presented, it shall be read aloud but may not be discussed or acted upon.

Section Two: Board Action on Proposed Amendments:

At the next meeting of the board, discussion is encouraged and action, including voting on the proposed amendment, is permitted. If the proposed amendment is complex, a called meeting should be considered so that the Board will be able to devote the necessary time to discussion.

Section Three: Approval of Proposed Amendments:

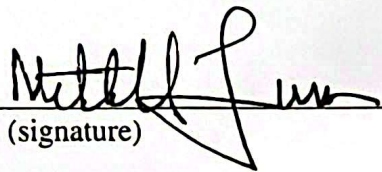
A three-fourths affirmative vote of members present at the Board meeting is required for a proposed amendment to be recommended to the Community. If a proposed amendment is recommended by the Board for approval, after notice is given to the membership at a Gathering, the Community shall vote at the next Gathering. A simple majority shall be required for approval. This vote may be made by voice or by show of hands, but if any member of the Community requests a written vote, such written vote shall be taken.

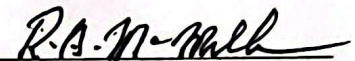
Section Four: Effective date:

An amendment shall become effective immediately upon the announcement of the affirmative vote by the Lay Director, unless an effective date is contained in the amendment and directs otherwise.

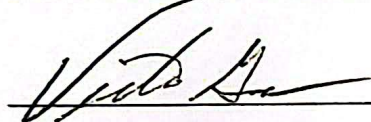
Adopted, certified and ratified by the Board of Directors of the Windmill Emmaus Community on the:

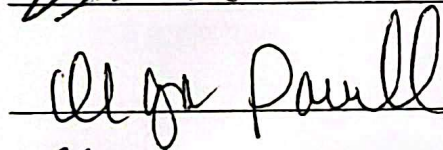
19th day of September, 2024

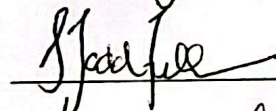
Lay Director: 
(signature)

Spiritual Director: 
(signature)

SIGNATURES OF BOARD MEMBERS







Jamara Crisp

Judy Luna

Bonnie Schendel

Susan M. Warner

