

# **BYLAWS OF THE ADELAIDE SOUTH AUSTRALIA WALK TO EMMAUS COMMUNITY – OCTOBER 2018**

**ARTICLE 1 - NAME** The registered name of this community shall be Adelaide South Australia Walk to Emmaus Community, but will also be known locally as the South Australian Walk to Emmaus, hereinafter referred to as ‘The Community’. Each Walk shall be referred to as the “Adelaide Men’s / Women’s Walk No. \_\_\_\_.

## **ARTICLE 2 - PURPOSE**

**Section 1** - The purpose of the community shall be to inspire, challenge and equip church Members for Christian action in their homes, churches, places of work, the world and community through the Emmaus experience.

**Section 2** - The Community is affiliated with – The International Emmaus program of the Upper Room — Nashville Tennessee and the Emmaus Australia National Secretariat. (EANS)

## **ARTICLE 3 - MEMBERSHIP**

**Section 1** - All persons who have completed a program recognised by the EANS sponsored by The Community shall be deemed to be members of the Community.

**Section 2** - Persons who have completed a program recognised by the EANS sponsored by other Emmaus Communities or any other recognized fourth day movement may also become members by participating in the activities of the Community and asking the Secretary of the Community to include their names in the database.

**Section 3** - For the purpose of formal notification regarding elections, the By Laws etc. “Community Members” shall be those people who are listed on the Community database and choose to be actively involved in the activities of The Community. One notice per household is deemed adequate.

## **ARTICLE 4 - BOARD OF DIRECTORS**

**Section 1** - Purpose Direction of the Community shall be vested in a Board of Directors.

**Section 2** - Board Composition:

- (1) The Board shall consist of a maximum of twelve (12) Lay members and a maximum of three (3) clergy members in addition to a Community Lay Director and a Community Spiritual Director.
- (2) In recognition of the Lay led focus of Emmaus the ratio of Lay to Clergy shall be no less than 4:1
- (3) The Board membership shall have no greater than 2/3 of one gender.

**Section 3 - Terms of Office.**

- (1) Each lay person on the Board shall either be elected by the Community members for a three (3) year term or be appointed by the Board to fill a casual vacancy of up to one year.
- (2) Approximately one third of the lay members of the Board shall retire annually at the conclusion of their elected or appointed term.
- (3) Board members may only serve a maximum of one term, notwithstanding that they may re-nominate or they may be appointed by the Board to fill a casual vacancy after a period of 2 or more years elapsed since their previous term on the Board. The CLD, with support of the Board may co-opt a member who's term is finished to remain on the Board for a period of up to 12 months to fill a casual vacancy.
- (4) Three unexplained absences from Board meetings in a calendar year shall constitute an automatic expiration of the term of the absent member. Reinstatement may occur following review for such absences by the Community Lay and Spiritual Directors
- (5) Terms of office shall begin December 1 and shall terminate November 30 with the exception of Board officers who shall continue until the December Meeting of the Board.

**Section 4 - Election of Board members**

- (1) Advice of an election shall be given and nominations for Board membership will be sought by notice in the Community Newsletter, or at a Community "Gathering" three weeks before the closing date for nominations.
- (2) Nominations for the Board must be made in writing to the Secretary of the Board; each nomination must be signed by the person being nominated and two other Community Members. Nominations may be emailed to the Secretary. Any member of the Community is eligible to stand for election to the Board  
  
In the event of less nominations being received than vacancies on the Board, an election does not need to be held. Instead, each nominee shall be confirmed as a member of the Board by receiving endorsements by three members of the community and one Board member.
- (3) It is desirable for Board members to come from a variety of different denominations, backgrounds and experiences. Where there is a perceived conflict of interest or shared relationships (e.g. multiple family members) the board may at the time of appointment of such members determine that only one of these members has voting rights. This determination will apply for the life of that Board e.g 12 months.
- (4) Community Members shall be advised of the nominations and the date and location of the election which may be at a Community Gathering. At least four weeks notice is required prior to the election. A member of the Board shall be appointed as the Chief Returning Officer for each election.
- (5) Voting shall be by
  - a). Written ballot at the nominated Community Gathering or
  - b). Mail to the Chief Returning Officer appointed by the Board before the date set for the election or
  - c). Email to the Chief Returning Officer appointed by the Board before the date set for the election.

The election shall be determined by a majority of votes cast. Plurality voting system shall be used.

### **Section 5 - Officers**

Officers of the Board shall be, Chairperson, Secretary and Treasurer elected from within the Board.  
The Community Lay Director may be the Chairperson.

### **Section 6 - Election of Officers.**

Officers shall be elected annually by the Board of Directors for a one year term of office at the December meeting.

### **Section 7 - Community Lay and Spiritual Directors**

- (1) A Community Lay or Spiritual Director Elect shall, where possible, be appointed by the Board from the Board at least six months before taking office.
- (2) The Community Lay or Spiritual Director shall hold office from the 1<sup>st</sup> day of December after their appointment as Community Lay or Spiritual Director Elect for a maximum of two years and thereafter may continue as a member of the Board for one further year without re-election.
- (3) Where the Community Lay or Spiritual Director resigns from their office prior to their term of office being completed, the Board shall appoint a new Community Lay or Spiritual Director to take office immediately.
- (4) It is preferable that the new Lay Director Elect/ Community Lay Director shall be chosen from
  - a) Any current or past member of the Board who has had experience as the Lay Director on a Walk team
  - b). Any community member who has had previous experience as a member of the Board and has had experience as the Lay Director on a Walk team
  - c). Where the Board is unable to select a person based on the criteria above, a person may be chosen as the new Lay Director Elect / Community Lay Director who has had experience as an Assistant Lay Director on a Walk team and meets the criteria to be a future Lay Director.
- (5) It is preferable that the new Spiritual Director Elect /Community Spiritual Director shall be chosen from
  - a). Any current or past member of the Board who has had experience as the Spiritual Director on a Walk team
  - b). Any community member who has had previous experience as a member of the Board and has had experience as the Spiritual Director on a Walk team
  - c). Any community member who has had experience as the Spiritual Director on a Walk team.
  - d). Where the Board is unable to select a person based on the criteria above, a person may be chosen as the new Spiritual Director Elect / Community Spiritual Director who has had experience as an Assistant Spiritual Director on a Walk team and meets the criteria to be a future Spiritual Director.

### **Section 8 - Board Clergy Members**

All Clergy members of the Board shall be called and appointed by the Board. Clergy members shall be appointed for a period of up to three years.

**Section 9 - Replacement of Spiritual Director or Lay Director.**

The Spiritual Director or the Lay Director of the Community may be removed and replaced during the term of Office by 2/3 affirmative vote of the Board with the right of appeal to the Emmaus Australia National Board.

**Section 10 - Casual Board Lay Vacancies.**

The Board may appoint a Community member to fill any Lay vacancy on the Board provided that the Community member has not served on the Board within the last 2 years. Community members appointed to fill such vacancies shall be appointed for a period of up to 12 months, after which they may be nominated to stand for a vacancy at a Board election.

**Section 11- Meetings.**

The Board shall meet monthly in regular meetings unless otherwise ordered by a 2/3 vote of the Board at a regular meeting.

**Section 12 - Quorum.** One (1) more than half of the members of the Board of Directors including at least one clergy representative present at a duly called meeting shall constitute a meeting.

**ARTICLE 5 COMMITTEES**

**Section 1-** The Lay Director, with approval of the Board, may recommend Board members at his/her discretion to convene the committees and for any other Board representative roles as may be deemed to be necessary from time to time.

**Section 2 -** The Chairperson of the Board and the Lay and Spiritual Directors of the Community shall be ex officio members of all committees.

**Section 3 -** Other recognised Emmaus Programs (When viable as determined by the Emmaus Board)

Each program shall be managed by a standing committee of the local community Board of Emmaus

All additional programs are to remain permanent standing committee/s of the Board of Emmaus.

Any Steering Committee shall consist of a maximum of twelve (12) Lay members and a maximum of three (3) clergy members in addition to a Community Lay Director and a Community Spiritual Director. Lay to Clergy representation to the Board shall be no less than 4:1

Like the Emmaus Board there should be a mix of denominations represented and a similar number of male and female members.

The Program's Lay Director or equivalent (if appointed) shall be an ex officio member of the Emmaus Board

These programs shall operate in accordance with the relevant Handbook/s and shall have by-laws that are complementary to the Local and National Emmaus by-laws

## **ARTICLE 6 - WALK TO EMMAUS**

**Section 1** - The Community shall follow the Guidelines of the Upper Room Walk to Emmaus program in the formation of the three day (72 hour) experience “Walk to Emmaus” using the guidelines as per the Upper Room Handbook on Emmaus.

**Section 2** - The Emmaus Board shall have general oversight in all matters relating to The Community.

**Section 3** - The Board shall choose a Lay Director and up to four (4) Assistant Lay Directors for each Community Walk to Emmaus Weekend.

**Section 4** - The Spiritual Director for each Community Walk to Emmaus shall be appointed by the Board after recommendation from the Community Spiritual Director.

**Section 5** - The Weekend Lay Director and Spiritual Director are responsible to the Board as leaders of the Walk.

**Section 6** - The Board Representative for each Walk is to be appointed by the Board. It is preferable that the person has had experience as a Lay Director of a Walk and also that they are a current member of the Board or have had previous experience as a member of the Board.

## **ARTICLE 7 - AMENDMENTS**

Proposed amendments to the By Laws shall be presented to the Board by any member of the Community, fourteen (14) days in advance for consideration by the Board. If the amendments are voted in the affirmative by a three fourths (3/4) vote they shall then be circulated to the membership by Community Newsletter and if no petitions signed by twenty five (25) Community Members objecting to the new amendments are received — the amendments will be considered adopted. Any objections must be received within twenty one (21) days of mailing of the notification.

If an objection petition is received the amendment will be considered void.

If the Board then wishes to submit the amendment to the Community for a vote it may do so. A majority of votes cast by the membership will decide the matter.

Notification to the Community Members of the amendment will be by Community Newsletter with a closing date for the vote to be notified on the ballot paper.

Any requests for amendment(s) by 25 or more Community Members not agreed to by the Board shall be put to The Community at a Community Gathering. A majority of votes cast by the membership will decide the matter.

## **ARTICLE 8 - RATIFICATION**

The By Laws shall take effect immediately upon certification by the Board

- When no objection has been received from Community Members or
- Any amendment put to a vote by the Community has been passed by a simple majority.

## **ARTICLE 9 - PUBLICATION**

The By Laws are to be available to members on the Community internet site. Copies shall be made available to members upon their request. Notice shall also be given in the Community Newsletter following the acceptance of the By Laws by the Board.

## **ARTICLE 10 - NON PROFIT**

The assets and income of the Community shall be applied solely in furtherance of its above mentioned purpose and no portion shall be distributed directly or indirectly to the members of the Community except as bona fide compensation for services rendered or expenses incurred on behalf of the Community.

## **ARTICLE 11 - WINDING UP OF COMMUNITY**

- (1) In the event of the Community being dissolved, the amount of funds which remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to the Emmaus Australia National Board (EANB) in trust for five years pending a restart of the community or to an alternative Emmaus community preferably in Australia.
- (2) The process of winding up in consultation with the EANB the Board shall make every effort to involve and consult with the Community members with regard to the decision and to the allocation of surplus funds at the time of dissolution.