

**Bylaws**

**Of**

**Denton Area Emmaus Community, Inc**

**A Texas Non-Profit Corporation**

**May 15, 2025**

**Version 1.3 Approved**

Denton Area Emmaus By-Laws  
Version 1.3 Approved on May 15, 2025

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## Article 1

### Offices

1.01 Registered Office and Agent. The name of the corporation is the Denton Area Emmaus Community, Inc., a Texas non-profit corporation, (the "**Community**"). The registered office of the Community shall be at 5628 Pearce St, The Colony, TX 75056. The name of the registered agent at such address is David Christiansen. Anything in these Bylaws to the contrary notwithstanding, revision of the registered office or the registered agent of the Community in accordance with the provisions of the Texas Non-Profit Corporation Act shall automatically and without further action amend this Bylaw 1.01 to name such newly adopted office or registered agent.

1.02 Other Offices. The Community may have offices at other places both within and without the State of Texas as the Board of Directors may determine or as the business of the Community may require.

## Article 2

### Purposes

2.01 Purposes and Restrictions. The purposes for which this corporation is formed are:

(a) To inspire, challenge, and equip church members for Christian action, in their homes, churches, places of work, and the world through the Walk to Emmaus experience and other related programs developed by the Upper Room of the United Methodist Church.

(b) To operate solely and exclusively for educational, charitable, and other beneficent charitable activities.

(c) To receive, hold, use, administer, invest and reinvest monies, and other real and personal property, obtained by it as gifts, contributions, legacies, bequests, devises, grants or otherwise, upon terms agreed upon by the Community and the donors or contributors, and the income there from, solely and exclusively for educational, charitable, and other beneficent charitable activities and the administration thereof.

(d) To purchase, acquire, own and lease, either as lessor or lessee, improved or unimproved property, real, personal or mixed, for educational, charitable, and other beneficent charitable activities, subject to the restrictions and limitations herein set forth or as may be imposed by law.

(e) To maintain, administer, sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for educational, charitable, and other beneficent charitable purposes; provided, however, that no part of such income, principal or property shall be used, expended or contributed to any organization not organized and operated exclusively for educational,

charitable, and other beneficent charitable activities, or to any organization whose net earnings, or any part thereof inure to the benefit of any private shareholder or individual or any substantial part of the activity of which is the carrying on of propaganda, or otherwise attempting to influence legislation; it being understood that contributions for such purposes shall be only to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended (the "**Code**").

(f) To receive any property, real, personal, or mixed in trust, under the terms of any will, deed of trust, or other trust instrument for the purposes herein stated, or any of them (but for no other purposes), and in administering the same to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of the foregoing purposes, and if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or other securities of any corporation or corporations, domestic or foreign, but only for the purposes herein stated, or any of them.

(g) To make contracts, borrow money, contract debts and secure the payment or performance of its obligations, but only for the purposes herein stated, or any of them.

(h) To use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(i) To exercise all of the rights, privileges and powers which a non-profit corporation may now or hereafter have or exercise and which may be necessary or expedient with the administration of its affairs and the full realization of its purposes.

(j) To affiliate with the International Walk to Emmaus Program of the Upper Room, Nashville, Tennessee.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

2.02 Inurement of Benefits. No part of the net earnings of the Community shall inure to the benefit of any director of the Community, officer of the Community, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Community affecting one or more of its purposes), and no director or officer of the Community, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Community. No substantial part of the activities of the Community shall be the carrying on of propaganda, or otherwise attempting, to influence legislation, and the Community shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

### 2.03 Private Foundation Requirements.

(a) The Community shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Code, or corresponding provisions of any subsequent federal tax laws.

(b) The Community shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

(c) The Community shall not retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding provisions of any subsequent federal tax laws.

(d) The Community shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code, or corresponding provisions of any subsequent federal tax laws.

(e) The Community shall not make any taxable expenditure as defined in Section 4945(d) of the Code, or corresponding provisions of any subsequent federal tax laws.

2.04 Prohibited Purposes. Notwithstanding any other provision of these Articles of Incorporation, the Community shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

2.05 Dissolution. Upon dissolution of the Community or the winding up of its affairs, the assets of the Community shall be distributed exclusively to charitable, religious, scientific, testing for public safety, literary, or educational organizations which would then qualify under the provisions of Section 501(c)(3) of the Code.

## **Article 3**

### **Members**

3.01 Membership. The members of the Community (the "**Members**") shall include any person who has attended and completed a "Walk to Emmaus" Christian retreat sponsored by the Community. The Community's membership may also include individuals who have completed a "Walk to Emmaus" or other similar Christian retreat that is officially recognized by the Board, The Upper Room *Emmaus Ministries Community Manual* and/or the international office of the Upper Room Walk to Emmaus and who affirmatively elects to join the Community as a Member.

3.02 Annual Meetings. An annual meeting of the Members of the Community will be

held during each calendar year on the date and at the time and place as designated by the Board of Directors and stated in the notice of the meeting or in a duly executed waiver of notice of such meeting. If the date chosen for a meeting is a legal holiday, then the meeting will be held on the following business day, at the time specified in the notice or waiver of notice of the meeting. At such meeting, the Members will elect directors and transact any other business that is properly brought before the meeting.

3.03 Special Meetings. A special meeting of the Members may be called at any time by the Chairperson acting on the authority of a majority of the Board of Directors, by Members having not less than one-tenth of the votes entitled to be cast at such meeting, or by such other officers or persons as may be provided in the Articles of Incorporation or these Bylaws. The date, time and place of the special meeting are to be designated by the person(s) calling the meeting and must be stated in the notice of the special meeting or in a duly executed waiver of notice of such meeting. Only the business stated or indicated in the notice of the special meeting may be conducted at the special meeting.

3.04 Place of Meetings. Meetings of Members will be held in the Denton County, Texas area unless another place is designated for meetings in the manner provided in Bylaws 3.01 and 3.02.

3.05 Notice. Except as otherwise provided by statute, written, email or printed notice stating the place, day and hour of each meeting of the Members and, in the case of a special meeting, the purpose(s) for which the meeting is called, must be sent, not less than ten nor more than sixty days before the date of the meeting. Notice of the next upcoming Board Meeting may also be provided by announcement or publication of the same at any meeting of the Board. The notice may be included in the Community's periodic newsletter to the members based on the Community's membership roster as of the record date, which is determined in accordance with Bylaw 3.09 below.

3.06. Quorum. With respect to any matter, a quorum is present at a meeting of Members if 40 or more Members entitled to vote as specified in these Bylaws on determining the affairs of the Community are represented at the meeting in person or by proxy (which includes any ballots received by mail in accordance with Bylaw 3.08), except as otherwise provided by statute. If a quorum is not present at any meeting of Members, the Members represented in person or by proxy at such meeting may adjourn the meeting until a time and to a place determined by a majority vote of the Members represented in person or by proxy at that meeting. The quorum required at such subsequent meeting shall be one-half the quorum required at the prior meeting if the subsequent meeting is held within sixty (60) days of such adjournment. If, however, the meeting of the Members is conducted and a quorum is not present in person or by proxy, then the Directors of the Community may act by a two-thirds (2/3) vote to accept and ratify the actions taken by these Members present.

3.07 Required Vote: Withdrawal of Quorum. Directors of the Community are to be elected by a plurality of the votes cast by the Members entitled to vote as specified in these Bylaws. Except as otherwise provided by statute, the Articles of Incorporation or these Bylaws, with respect to any matter other than the election of directors, the affirmative vote of a majority of the Members entitled to vote, as specified in these Bylaws, on that matter and represented in

person or by proxy at a meeting at which a quorum is present will be the act of the Members. Once a quorum is present at a meeting of Members, the Members represented in person or by proxy at the meeting may conduct such business as may be properly brought before the meeting until it is adjourned, and the subsequent withdrawal from the meeting of any Member or the refusal of any Member represented in person or by proxy to vote will not affect the presence of a quorum at the meeting.

3.08 Method of Voting: Proxies. Unless otherwise provided herein, every Member of record, as described in Bylaw 3.09 below, will be entitled, at every Member's meeting, to one vote on each matter submitted to a vote. Any meeting of Members, every Member having the right to vote may vote either in person or by a proxy (which includes a ballot card included in the notice of meeting, or emailed directly to the Community Lay Director prior to the meeting with a description of how to vote) properly executed in writing by the Member. Each such proxy must be returned to the Secretary of the Community before, or at the time of, the meeting. No proxy will be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. If no date is stated on a proxy, such proxy will be presumed to have been executed on the date of the meeting at which it is to be voted. Each proxy will be revocable unless the proxy form conspicuously states that the proxy is irrevocable and the proxy is coupled with an interest or is otherwise made irrevocable by law.

3.09 Closing of Records: Record Date.

(a) Class of Voting Membership. The Community shall have one class of voting membership. Each Member shall be entitled to one vote.

(b) Matters Other than Consents to Action. For the purpose of determining Members entitled to notice of, or to vote at, any meeting of Members or any adjournment thereof, the Board of Directors may fix in advance a date as the record date for any such determination of Members, such date in any case to be not more than sixty (60) days and not less than ten (10) days prior to the date on which the particular action requiring such determination of Members is to be taken. If no record date is fixed for the determination of Members entitled to notice of, or to vote at, a meeting of Members, the date of the meeting will be the record date for such determination of Members. When a determination of Members entitled to vote at any meeting of Members has been made as provided in Bylaw 3.08, such determination will apply to any adjournment thereof.

(c) Consents to Action. Unless a record date has previously been fixed or determined pursuant to this Bylaw, whenever action by Members is proposed to be taken by consent in writing without a meeting of Members, the Board of Directors may fix a record date for the purpose of determining Members entitled to consent to that action, which record date may not precede, and may not be more than ten (10) days after the date upon which the resolution fixing the record has been adopted by the Board of Directors. If no record date has been fixed by the Board of Directors and the prior action of the Board of Directors is not required by the Act, the record date for determining Members entitled to consent to action in writing without a meeting will be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Community by delivery to its registered office, registered agent, its registered

office, or an officer or agent of the Community having custody of the books in which proceedings of meetings of Members are recorded. Delivery to the Community's registered office must be addressed to the Chairperson. If no record date has been fixed by the Board of Directors and prior action of the Board of Directors is required by the Act, the record date for determining Members entitled to consent to action in writing without a meeting will be at the close of business on the date on which the Board of Directors adopts a resolution taking such prior action.

3.10 Officers Duties at Meetings. The Chairperson is to preside at all meetings of Members. The Secretary is to keep the records of each meeting of Members. In the absence or inability of either officer, such officer's duties are to be performed by the officer given the authority to act for the absent or non-acting officer under these Bylaws or by some person(s) appointed at the meeting.

3.11 Action Without Meeting. Except as otherwise provided by statute or by the Articles of Incorporation, any action required to be taken, or which may be taken, by statute or the Articles of Incorporation or these Bylaws, at any annual or special meeting of Members, may be taken without a meeting, without prior notice, and without a vote, if a consent(s) in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof. Every written consent signed in the manner provided for herein must bear the date of signature of each Member who signs the consent. Such consent shall have the same force and effect as a unanimous vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of the Community. The Board of Directors may designate a reasonable period from the record date as determined in Bylaw 3.09 above for the execution and return of a Member's consent. The signed consent(s) of Members must be placed in the minute books of the Community.

## Article 4

### Directors

4.01 Management. The business and affairs of the Community shall be managed by the Board of Directors who may exercise all such powers of the Community. The Board of Directors shall have general oversight in all matters relating to the Community's sponsorship of each "Walk to Emmaus." The Board shall represent as nearly as possible the various churches and geographic areas in the Community. The Board of Directors may approve guidelines for the on-going management of the Community to supplement these Bylaws. Notwithstanding any other guidelines or Bylaws, the Community shall follow the guidelines of The Upper Room's "Walk to Emmaus" program including, without limitation, The Upper Room *Emmaus Ministries Community Manual* in the management of the Community and in the formation and development of the Community's "Walk to Emmaus" programs.

#### 4.02 Election and Appointment of Members of the Board of Directors.

(a) Number; Qualification. The number of voting directors constituting the Board of Directors shall be fifteen (15) consisting of twelve (12) directors to be elected at-large, and three (3) directors are to be appointed by the Board, which are Clergy as defined in

4.04(d). The first Board of Directors will consist of the directors named in the Articles of Incorporation. Thereafter, the number of directors, which constitute the entire Board of Directors, may be changed by the Members at the annual meeting thereof or at a special meeting thereof called for that purpose. Except as otherwise required by statute, the Articles of Incorporation or these Bylaws and as detailed in Bylaw 4.02(b) below, the at-large directors will be elected by written ballot published in the Community Newsletter at least thirty (30) days prior to the annual meeting of Members. The ballot count shall be certified by the Community Spiritual Director, Chairperson and Secretary and ratified by the Members at the annual meeting.

(b) Organization of Board. The Board shall be organized and instituted as follows:

(1) Three classes which are elected at-large consisting of four members each, all of which shall be laypersons. Each said class shall serve a three-year term on the Board with one class rotating off the Board each year. Except as authorized by a  $\frac{3}{4}$  majority vote of the Board, no person shall serve more than three consecutive years as a voting member of the Board who has not been duly elected to the Board by ballot.

(2) The remaining three (3) Board members shall be clergy, appointed by a majority of the twelve (12) elected Board members at the first board meeting following the Annual Meeting and shall be voting members of said Board. One clergy is to be elected Spiritual Director of the Community and the other two (2) to be Assistant Spiritual Directors. All such clergy shall serve one-year terms with a maximum of three (3) consecutive years and shall be qualified as set forth in Bylaw 7.12.

(3) The Board in its discretion may appoint additional clergy or laypersons to serve on the Board in non-voting, ex-officio capacities.

(4) Terms of office shall begin January 1st and terminate December 31st of each year. Each director will hold office until his or her successor is elected and qualified or, if earlier, until his or her death, resignation, or removal from office. Acceptance of the office of director may be expressed orally or in writing.

(5) At-large candidates shall be nominated by a nominating committee appointed by the Board not later than October 31st each year. The nominating committee's recommendations shall be submitted back to the Board for approval on or before the 30<sup>th</sup> day of November. The Board may add or delete names by majority vote. The slate of at-large candidates approved by the Board shall be included on the written ballot referenced in Bylaw 4.02(a).

4.02 Change in Number. If the number of directors is changed by the Members, any newly created directorships or any decrease in directorships shall be so apportioned among the classes as to make all classes as nearly equal as possible; however, a decrease in the number of directors constituting the entire Board of Directors will not have the effect of shortening the term of any incumbent director. Any directorship to be filled by reason of an increase in the number of

directors may be filled by the Members at any annual or special Members' meeting called for that purpose.

4.04 Eligibility. Eligibility requirements for Emmaus Board Members are as follows:

(a) They shall have attended an Emmaus Walk or other similar experience as referenced in Bylaw 3.01;

(b) They shall have participated in two (2) Emmaus Weekends, once as an Onsite Team Member (not Cook) and the second time as a Conference Room Team Member.

(c) They shall be actively involved in their local church, a Group Reunion and, where possible, other Emmaus activities.

(d) The clergy members shall be ordained elders or their denomination's equivalent, licensed local pastors assigned to a congregation, in good standing with his/her denomination, and currently engaged in Christian ministry, or retired in good standing, shall have actively participated in the Community and its activities, and shall meet the requirements of Bylaw 7.12;

(e) They must be willing to sponsor, support and conduct the Emmaus Walk as written in the Lay Director Manual and Spiritual Director's Manual of the Upper Room in Nashville; and

(f) They shall be willing to follow the Bylaws and guidelines of the Denton Area Emmaus Community Board of Directors and the Upper Room *Emmaus Ministries Community Manual*.

(g) Persons serving on an Emmaus Board of another community shall not be eligible for the Denton Area Emmaus Community Board.

4.05 Removal and Resignation. At any meeting of Members called expressly for that purpose, any director or the entire Board of Directors may be removed, with or without cause, by a vote of a majority of the Members then entitled to vote on the election of directors as specified in these Bylaws. In the event that any director is absent from three consecutive meetings, whether regular or specially called, that director will be called by the Chairperson to renew his or her commitment to attend all future meetings of the Board of Directors or to resign from membership on the Board of Directors. In addition, any member of the Board who has been appointed, whether as clergy, as an interim director to fill the unexpired term of a deceased, resigned, or removed director may be removed by a two-third (2/3) majority vote of the twelve (12) Directors who were elected at-large or who replaced an at-large Director pursuant to Section 4.06.

Any director may resign at any time. The resignations must be made in writing and will take effect at the time specified therein, or if no time is specified, at the time of its receipt by the Chairperson or the Secretary. The acceptance of a resignation will not be necessary to make it effective, unless expressly so provided in the resignation. Any director who does not, for any

reason whatsoever, stand for election at any meeting of members called for such purpose shall be conclusively deemed to have resigned, effective as of the date of such meeting, for all purposes, and the Community need not receive any written notice to evidence such resignation.

4.06 Vacancies. Any vacancy occurring in the Board of Directors may be filled by (a) the Members at any annual or special meeting of Members called for that purpose or (b) the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy will be elected to serve only for the unexpired term of his/her predecessor in office.

4.07 First Meeting. Each newly elected Board of Directors may hold its first organizational meeting, if a quorum is present, immediately after and at the same place as the annual meeting of Members. Notice of such meeting will not be necessary. If the first meeting is not held immediately after the annual meeting of Members, then the first meeting of the newly elected Board of Directors shall be at the next regularly scheduled meeting of the Board of Directors in the new term year pursuant to Bylaw 4.08.

4.08 Place of Meetings. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

4.09 Regular Meetings. The regular meetings of the Board of Directors shall be the third (3<sup>rd</sup>) Saturday of each month at 9:00 am at a place designated by the Board of Directors; provided, however, that the meetings may change as determined from time-to-time by resolution of the Board of Directors and communicated to all directors.

4.10 Special Meetings. Special meetings of the Board of Directors may be called by the Chairperson or by 2/3 of the directors on 3 days' notice to each director, either personally (including by telephone) or by mail, email, or facsimile. Except as otherwise expressly provided by statute or by the Articles of Incorporation or by these Bylaws, the business to be transacted at, or the purpose of, any special meeting shall be specified in a notice or waiver of notice.

4.11 Quorum: Majority Vote. At all meetings of the Board of Directors, a majority of the directors elected shall constitute a quorum for the transaction of business unless a greater number is required by statute or the Articles of Incorporation. The act of a majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise specifically provided by statute or by the Articles of Incorporation or by these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the directors present thereat may adjourn the meeting from time-to-time, without notice other than an announcement at the meeting, until a quorum is present.

4.12 Presumption of Assent. A director who is present at any meeting of the Board of Directors at which action on any corporate matter is taken will be presumed to have assented to the action unless his or her dissent is entered in the minutes of the meeting or unless he or she files his or her written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or forwards any dissent by certified mail to the Secretary at the Community's registered office immediately after, but in no event more than two (2) days after the adjournment of the meeting. Such right to dissent does not apply to a director who voted in

favor of such action.

4.13 Procedure. The Board of Directors shall keep regular minutes of its proceedings. The minutes shall be stored in electronic format (currently on USB drive) held by the Secretary. A backup copy of the USB will be kept by the Registered Agent and updated on an annual basis. (As an FYI, there is a paper trail of meeting minutes for 2000-2017. USB storage began in 2018.) All meeting minutes are held and stored by the Secretary. See Articles 7.08 & 8.01).

4.14 Action Without Meetings. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a resolution setting forth the action to be taken is passed by a majority vote of the Board of Directors. Such consent shall have the same force and effect as a majority vote at a meeting and may be stated as such in any document or instrument filed with the Secretary of State. The resolution must be duly recorded in the meeting minutes of the Community.

## **Article 5**

### **Notice and Attendance Through Use of Electronic Equipment**

5.01 Method. Whenever by statute or the Articles of Incorporation or these Bylaws, notice is required to be given to any director, and no provision is made as to how the notice shall be given, it shall not be construed to mean personal notice, but any such notice may be given (a) in writing, email, by mail, postage prepaid, addressed to the director at the address appearing on the books of the Community, or (b) in any other method permitted by statute. Any notice required or permitted to be given by mail shall be deemed given at the time when it is deposited in the United States mail.

5.02 Waiver. Whenever by statute or the Articles of Incorporation or these Bylaws notice is required to be given to any director, a waiver thereof by email or in writing, signed by the person or persons entitled to such notice, whether before or after the time slated in such notice, shall be equivalent to the giving of such notice. Attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.03 Telephone and Similar Meetings. Directors and committee members may participate in and hold meeting by means of conference telephone, virtual meetings, egroups or similar communications equipment by means of which all persons participating in the meeting can hear each other or read comments. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

## Article 6

### Committees

6.01 Committees. The Board of Directors may, by resolution adopted by a majority of the Board of Directors, designate one or more standing or ad hoc committees, as deemed necessary. The Chairperson shall be an ex-officio member of all standing committees.

6.02 Number: Qualification: Term. Each committee will consist of one or more directors appointed by the Chairperson and adopted by a majority of the Board of Directors. The Board may designate one or more of its directors as alternate members(s) of any committee, who may, subject to any limitations imposed by the Board of Directors, replace absent or disqualified members at any meeting of that committee. The Board of Directors may also appoint any Member to serve on a board committee. The number of committee members may be increased or decreased by resolution adopted by a majority of the entire Board of Directors. Each committee member shall serve as such until the earliest of (a) the expiration of his or her term as director, (b) his or her resignation as a committee member or as a director or (c) his or her removal as a committee member or as a director.

6.03 Authority. Each committee, to the extent expressly provided in the resolution establishing such committee, will have and may exercise all of the authority assigned to it by the Board of Directors, including when assigned, the authority of the Board of Directors, except to the extent restricted by statute, the Articles of Incorporation or these Bylaws and except that no such committee shall have the authority of the Board of Directors in reference to filling vacancies in the Board of Directors or any such committee, electing or removing officers or members of any such committee, altering or repealing any resolution of the Board of Directors or disposing or selling all or substantially all of the Community's assets.

6.04 Committee Changes. The Board of Directors will have the power at any time to fill vacancies in, to change the membership of, and to discharge any committee.

6.05 Regular Meetings. Regular meetings of any committee may be held without notice at such time and place as may be designated by the committee and communicated to all its members.

6.06 Special Meetings. Special meetings of any committee may be held whenever called by chair of the committee and after delivering notice of such special meeting, including the time and place of such special meeting, to each committee member at least three (3) days before such special meeting. Neither the business to be transacted at, nor the purpose of any special meeting of any committee need be specified in the notice of waiver of notice of any special meeting.

6.07 Responsibility. The designation of any committee and the delegation of authority to it will not operate to relieve the Board of Directors or any director of any responsibility imposed upon the Board or any director by law.

**Article 7**  
**Officers and Agents**

7.01 Numbers; Qualification: Election: Term.

(a) The Community shall have:

(1) A Chairperson (which may also be designated Community Lay Director), a Vice Chairperson (which may also be designated Assistant Community Lay Director), a Secretary, a Treasurer, and a Community Spiritual Director, and

(2) Such other officers and assistant officers and agents as the Board of Directors may deem to be necessary.

(b) With the exception of Chairperson and Vice Chairperson, no other officer or agent need be a director or a resident of Texas.

(c) The Chairperson, Vice Chairperson, Secretary and Treasurer shall be elected by a majority of the Board of Directors at the first meeting of the Board of Directors in the new term year of Members, as described in Bylaw 4.06, to serve for one year, or whenever a vacancy exists. Officers and agents named in Bylaw 7.01(a)(2) may be elected by the Board at any meeting. The Community Spiritual Director of the Denton Area Emmaus Community shall be elected by a majority of the Board of Directors at the first meeting of the Board of Directors in the new term year of Members to serve for one year or whenever a vacancy exists. All Spiritual Directors and other clergy shall be qualified to serve pursuant to the criteria set forth in Bylaw 7.12.

(d) Unless otherwise specified by the Board at the time of election or appointment, or in these Bylaws, each officer and agent's term shall end December 31st.

He or she shall serve until the end of his or her term or, if earlier, his or her death, resignation or removal.

7.02 Removal. Any officer or agent elected or appointed by the Board of Directors may be removed, as set forth hereinabove, by the Board of Directors whenever in its judgment the best interests of the Community will be served thereby.

7.03 Vacancies. Any vacancy occurring in any office of the Community (by death, resignation, removal or otherwise) may be filled, as set forth hereinabove, by the Board of Directors.

7.04 Authority. Officers and agents shall have such authority and perform such duties in the management of the Community as are provided in these Bylaws or as may be determined by resolution of the Board of Directors not inconsistent with these Bylaws.

7.05 Compensation. The officers and agents shall not be entitled to compensation for their services, but officers and agents shall be entitled to reimbursement for any out-of-pocket expenses reasonably related to the business of the Community.

7.06 Chairperson. The Chairperson shall preside over all Board meetings. If the Chairperson is not present, the Vice Chairperson, Secretary or Treasurer may exercise this power in the order named. The Chairperson shall be the chief executive officer of the Community, shall preside as the chair of meetings of the Members, shall have general and active management of the business and affairs of the Community, and shall see that all orders and resolutions of the Board are carried into effect. The Chairperson shall perform such other duties and have such other authority and powers as the Board of Directors may from time-to-time prescribe.

7.07 Vice Chairperson. The Vice Chairperson shall attend all meetings of the Board of Directors and shall preside as the chair of such meetings if the Chairperson is not present. The Vice Chairperson shall have such authority and shall perform such duties as the Board of Directors may from time-to-time prescribe or as the Chairperson may from time-to-time delegate.

7.08 Secretary.

(a) The Secretary shall attend all meetings of the Board of Directors and document the minutes of all proceedings which will be stored on USB. Meetings may be recorded but will be deleted after minutes have been transcribed, sent out, and approved. See Articles 4.13 & 8.01).

(b) The Chairperson and/or Secretary shall give, or-cause to be given, notice of all meetings of the Board of Directors.

(c) The Secretary shall keep in safe custody the seal of the Community and, when authorized by the Board of Directors, affix the same to any instrument requiring it.

(d) The Secretary shall be under the supervision of the Chairperson and shall perform such other duties and have such other authority and powers as the Board of Directors may from time-to-time prescribe or as the Chairperson may from time-to-time delegate.

7.09 Assistant Secretary. The Assistant Secretary, if any, shall, in the absence or disability of the Secretary, perform the duties and have the authority and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Board of Directors may from time-to-time prescribe or as the Chairperson may from time-to-time delegate.

7.10 Treasurer.

(a) The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements of the Community, including the obligation to complete and file and/or to supervise the completion and filing

of any required reports, forms or other filings with any federal or state agency relating to the financial condition of the Community, and shall deposit all monies and other valuable effects in the name and to the credit of the Community in such depositories as may be designated by the Board of Directors.

(b) The Treasurer shall oversee the disbursement of funds of the Community as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the Chairperson and the Board of Directors, at the regular meetings of the Board or whenever they may require it, an account of all the Treasurer's transactions and of the financial condition of the Community.

(c) If required by the Board of Directors, the Treasurer shall give the Community a bond in such form, in such sum, and with such surety or sureties as shall be satisfactory to the Board for the faithful performance of the duties of the office and for the restoration to the Community, in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his or her possession or under his or her control belonging to the Community.

(d) The Treasurer shall perform such other duties and have such other authority and - powers as the Board of Directors may from time-to-time prescribe or as the Chairperson may from time-to-time delegate.

(e) The Treasurer should keep a copy of all files (spreadsheets), forms, documents, disbursements, vouchers, bank statements, correspondence on a USB drive. A copy of the USB drive should be given to the Registered Agent, and should be updated every six months.

7.11 Assistant Treasurer. The Assistant Treasurer, if any, shall, in the absence or disability of the Treasurer, perform the duties and have the authority and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Board of Directors may from time-to-time prescribe or the Chairperson may from time-to-time delegate.

7.12 Spiritual Director and Clergy. The Spiritual Director shall serve as the spiritual leader and provide spiritual counsel to the Denton Area Emmaus Community and attend all Board meetings. The Spiritual Director shall assist in the selecting and/or approving the Spiritual Directors for each Walk pursuant to the qualifications and guidelines set forth in The Upper Room *Emmaus Ministries Community Manual*. All clergy serving on the Board of Directors of the Denton Area Emmaus Community shall be in good standing with his/her denomination, currently engaged in full time Christian ministry, ordained an elder or his/her denomination's equivalent, have actively participated in the Denton Area Emmaus Community and its activities, and possess all qualifications necessary to satisfy the criteria for clergy established by The Upper Room *Emmaus Ministries Community Manual* as well as any additional criteria which may be established, from time-to-time, by the Board of Directors.

Notwithstanding the foregoing, the Board of Directors may appoint a retired member of the clergy who otherwise meets the criteria referenced in this Bylaw 7.12 to serve on the Board.

**Article 8**  
**General Provisions.**

8.01 Books and Records. The Community shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Board of Directors and its Members. The Secretary & Treasurer should keep copies of all files to a USB drive, and updated as required. Additionally, the RA should have a copy of the USB drive for offsite backup and should be updated no less than every six months. See Articles 4.13 & 7.08).

8.02 Annual Statement. The Board of Directors shall present at each annual meeting of the Members a full and clear statement of the business and condition of the Community, including a reasonably detailed balance sheet and income statement.

8.03 Checks and Notes. All checks or demands for money and notes of the Community shall be signed by such officer or officers or such other person or persons as the Board of Director may from time-to-time designate.

8.04 Fiscal Year. The fiscal year of the Community shall end December 31.

8.05 Seal. The Community seal (of which there may be one or more) shall contain the name of the Community and the name of the state of incorporation. The seal may be used by impressing it or reproducing a facsimile of it, or otherwise.

8.06 Indemnification: Insurance.

(a) Definitions. For purposes of this Bylaw 8.06:

(1) "Corporation" includes any domestic or foreign predecessor entity of the Community in a merger, consolidation, or other transaction in which the liabilities of the predecessor are transferred to the Community by operation of law and in any other transaction in which the Community assumes the liabilities of the predecessor but does not specifically exclude liabilities that are the subject matter of this Bylaw 8.06.

(2) "Director" means any person who is or was a Director of the Community and any person who, while a Director of the Community, is or was serving at the request of the Community as a Director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(3) "Expenses" include court costs and attorney's fees.

(4) "Official Capacity" means:

(A) When used with respect to a director, the office of Director in the Community, and

(B) When used with respect to a person other than a Director, the elective or appointive office in the Community held by the officer or the employment, or agency relationship undertaken by the employee or agent in behalf of the Community, but

(C) In both paragraphs (a) and (b) does not include service for any other foreign or domestic corporation or any partnership, joint venture, sole proprietorship, trust, employee benefit plan, or other enterprise.

(5) "Proceeding" means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, arbitrative, or investigative, any appeal in such an action, suit, or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding.

(b) Standard for Indemnification. The Community shall indemnify a person, who was, is, or is threatened to be made a named defendant or respondent in a proceeding because the person is or was a Director or officer only if it is determined in accordance with Bylaw 8.06(b) that the person:

(1) Conducted himself in good faith;

(2) Reasonably believed:

(A) In the case of conduct in his official capacity as a Director or officer of the Community, that his conduct was in the Community's best interests; and

(B) In all other cases, that his conduct was at least not opposed to the Community's best interests; and

(3) In the case of any criminal proceeding, had no reasonable cause to believe his conduct was unlawful.

(c) Prohibited Indemnification. A Director or officer may not be indemnified under Bylaw 8.06(b) for obligations resulting from a proceeding:

(1) In which the person is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity; or

(2) In which the person is found liable to the Community.

(d) Effect of Termination of Proceeding. The termination of a proceeding by

judgment, order, settlement, or conviction, or on a plea of nolo contendere or its equivalent is not of itself determinative that the person did not meet the requirements set forth in Bylaw 8.06(b).

(e) Extent of Indemnification. A person shall be indemnified under Bylaw 8.06(b) against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses actually incurred by the person in connection with the proceeding; but if the proceeding was brought by or in behalf of the Community, the indemnification is limited to reasonable expenses actually incurred by the person in connection with the proceeding.

(f) Determination of Indemnification. A determination of indemnification under Bylaw 8.06(b) must be made as follows:

(1) By a majority vote of a quorum consisting of Directors who at the time of the vote are not named defendants or respondents in the proceeding;

(2) If such a quorum cannot be obtained, by a majority vote of a committee of the Board of Directors, designated to act in the matter by a majority vote of all Directors, consisting solely of two or more Directors who at the time of the vote are not named defendants or respondents in the proceeding;

(3) By special legal counsel selected by the Board of Directors or a committee of the Board by vote as set forth in Bylaw 8.06(f)(1) or (2), or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all Directors

(g) Determination as to Reasonableness. Determination as to reasonableness of expenses must be made in the same manner as the determination that indemnification is permissible, except that if the determination that indemnification is permissible is made by special legal counsel, determination as to reasonableness of expenses must be made in the manner specified by Bylaw 8.06(f)(3) for the selection of special legal counsel.

(h) Successful Defense of Proceeding. Notwithstanding any other provision of this Bylaw 8.06, the Community shall indemnify a Director or officer against reasonable expenses incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was a Director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

(i) Court Order in Suit for Indemnification. If in a suit for the indemnification required by Bylaw 8.06(h), a court of competent jurisdiction determines that the director or officer is entitled to indemnification under Bylaw 8.06(h), the court shall order indemnification and shall award to the director or officer the expenses incurred in securing the indemnification.

(j) Court Determination of Indemnification. If, upon application of a Director or officer, a court of competent jurisdiction determines, after giving any notice the court

determines necessary, that the Director or officer is fairly and reasonably entitled to indemnification in view of all the relevant circumstances, whether or not he has met the requirements set forth in Bylaw 8.06(b) or has been adjudged liable in the circumstances described by Bylaw 8.06(c), the court may order the indemnification that the court determines is proper and equitable. The court shall limit indemnification to reasonable expenses if the proceeding is brought by or in behalf of the Community or if the director or officer is found liable on the basis that personal benefit was improperly received by him, whether or not the benefit resulted from an action taken in the person's official capacity.

(k) Advancement of Expenses. Reasonable expenses incurred by a Director or officer who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the Community in advance of the final disposition of the proceeding after:

(1) The Community receives a written affirmation by the Director or officer of his good faith belief that he has met the standard of conduct necessary for indemnification under this Bylaw 8.06 and a written undertaking by or on behalf of the Director or officer to repay), the amount paid or reimbursed if it is ultimately determined that he has not met those requirements; and

(2) A determination that the facts then known to those making the determination would not preclude indemnification under this Bylaw 8.06.

(l) Obligation For Repayment of Advancement. The written undertaking required by Bylaw 8.06(k) must be an unlimited general obligation of the Director or officer but need not be secured. It may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payments under Bylaw 8.06(k) must be made in the manner specified by Bylaw 8.06(f) for determining that indemnification is permissible.

(m) Expenses of Witnesses. The Community shall pay or reimburse expenses incurred by a Director or officer in connection with his appearance as a witness or other participation in a proceeding at a time when he is not a named defendant or respondent in the proceeding.

(n) Indemnification of Other Persons. The Community may indemnify and advance expenses to other persons who are not or were not Directors or officers of the Community, to the same extent that it shall indemnify and advance expenses to Directors and officers under this Bylaw 8.06, upon authorization as provided in Bylaw 8.06(f). Nothing in this Bylaw 8.06 shall limit the power of the Community to indemnify any person as otherwise permitted by law.

(o) Insurance. The Community may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Community or who is or was serving at the request of the Community as a Director, officer, partner, venturer, proprietor, director, employee, agent, or similar functionary of another foreign

or domestic corporation, partnership, joint venture, sole proprietorship, trust, other enterprise, or employee benefit plan, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the Community would have the power to indemnify him against that liability under this Bylaw 8.06.

8.07 Resignation. Any officer or agent may resign by giving written notice to the Chairperson or the Secretary. The resignation shall take effect at the time specified therein or immediately if no time is specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

8.08 Amendment and Ratification of Bylaws.

(a) Proposed amendments may be presented to the board by any member of the Community one (1) month in advance of consideration of the board.

(b) If the amendments are voted in the affirmative by three-fourths (3/4) vote of the board, they will be circulated to the membership through the Community newsletter, email, or website, and if no petitions signed by at least twenty (20) community members objecting to the new amendments are received, the amendments will be considered adopted. Any objections must be received within thirty (30) days of the mailing/posting of the notification. If an objection petition is received, the amendment will be considered void.

(c) If the board then wishes to resubmit 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.

(d) The Bylaws take effect immediately upon certification of the board that a majority of the ballot of the Community approves them.

8.09 Construction. If any portion of these Bylaws shall be invalid or inoperative, then, so far as it is reasonable and possible:

(a) The remainder of these Bylaws shall be considered valid and operative, and

(b) Effect shall be given to the intent manifested by the portion held invalid or inoperative.

8.10 Table of Contents: Headings. The table of contents and headings used in these Bylaws have been inserted for convenience only and do not constitute matter to be construed in interpretation.

8.11 Relation to Articles of Incorporation These Bylaws are subject to, and governed by, the Articles of Incorporation.

8.12 Version History.

<b>Version</b>	<b>Date</b>	<b>Person</b>	<b>Description of Change</b>
1.0	Jan 2003		Original document
1.1	Feb 2007	Pam Taylor	<ol style="list-style-type: none"> <li>1.Changes throughout to change term from July 1 – June 30 to align with fiscal year January 1 – December 31</li> <li>2.Change meeting day from 1<sup>st</sup> Monday to 2<sup>nd</sup> Tuesday</li> <li>3.Various corrections for typos</li> <li>4.Change Amendment process to align with Upper Room manual</li> <li>5.Added Version History</li> <li>6.Replaced Headings with formatted “Bylaw” headings and replaced Table of Contents with automated TOC based on “Bylaw Headings” for ease of maintenance.</li> </ol>
1.2	Jan 2025	Chris McGowan	<ol style="list-style-type: none"> <li>1.Changed Article 4.04(b) to allow board membership if the candidate has served once as a member of the onsite team and a second time as a member of the conference room team.</li> </ol>
1.3	Mar 2025	Denise McCauley	<ol style="list-style-type: none"> <li>1.Updated Article 1.01 to changed registered office and agent to David Christiansen.</li> <li>2.Changed Article 3.06 quorum of community members 40 for voting purposes.</li> <li>3.Changed Article 4.02(b5) at-large appointments by October. Recommendations by November.</li> <li>4.Changed meeting date/time from 2<sup>nd</sup> Tues at 7 pm to 3<sup>rd</sup> Sat at 9 am in Article 4.09.</li> <li>5.Article 4.13. Updated procedure for how meeting minutes are stored.</li> <li>6. Article 5.03, added “virtual meetings” as an acceptable means of holding a meeting.</li> <li>7. Article 7.08, minutes stored on USB, meetings may be recorded but will be deleted after minutes have been transcribed, sent out, and approved.</li> <li>8.Article 7.09, changed “tune” to “time”.</li> <li>9. Added 7.10 (e). All work should be stored to a USB drive and updated every six months. A copy of the USB drive should be given to the RA and updated every 6 months.</li> <li>10. Article 8.01. Added both Secretary &amp; Treasurer should keep copies of all files to USB drive, and updated as required. Additionally, the RA should have a copy of the USB drives for offsite backup and USBs should be updated no less than every six months.</li> </ol>

			<p>11. Article 8.08 (b) added “email” as a method of circulating amendments update approval. Changed community members objections to 20, and changed 60 days to 30 days for objecting.</p> <p>12. Article 8.08 (d) removed “email”.</p> <p>13. Article 8.09 Removed the first sentence “Whenever the context so requires, the masculine shall include the feminine, and neuter, and the singular shall include the plural, and conversely.”</p> <p>14. Replaced “Lay Director” with “Community Lay Director” &amp; “Spiritual Director” with “Community Spiritual Director.”</p> <p>15. Various corrections for format and hyphenation (i.e, time-to-time and at-large).</p> <p>16. Changed “The Upper Room <i>Handbook on Emmaus</i>” to “The Upper Room <i>Emmaus Ministries Community Manual</i>.”</p>
1.3	May 2025	Denise McCauley	APPROVED By-Laws on May 15, 2025. Updated document with approved changes on May 15, 2026.