

# **By Laws of Central Illinois Emmaus**

## **Article I – Name**

**Section 1. Name & Status.** The name of this organization shall be the “Central Illinois Emmaus Incorporated” hereafter referred to as “CIE”. CIE is incorporated under the non-profit corporate laws of the State of Illinois. CIE also operates under the Illinois Solicitation Act and the Illinois Charitable Trust Act with registration #CO15608 issued October 3, 1985 and under federal 501(c)(3) not-for-profit status with and FEIN of 37-1182275 issued January 5, 1986.

**Section 2. Principal Office.** The registered office for this organization is P.O. 13244, Springfield, Illinois 62791-3244.

## **Article II – Purpose & Mission**

**Section 1. Purpose.** CIE is organized exclusively for ministry purposes.

**Section 2. Mission.** CIE’s mission is to inspire, challenge and equip Christians through Emmaus and Chrysalis programs for Christian action and leadership in their homes, churches, places of work, schools and communities.

**Section 3. Affiliation.** CIE is affiliated with the national Emmaus movements “The Upper Room Walk To Emmaus” and “Chrysalis.” CIE operates both programs under letters of agreement with the Upper Room Walk To Emmaus whose principal business office is 1908 Grand Ave., P.O. Box 189, Nashville, Tennessee, 37202.

**Section 4. Ministry Overview.** CIE organizes, sponsors and conducts “The Walk To Emmaus” and “Chrysalis” in Central Illinois. The Walk To Emmaus is a three-day short-course in Christian discipleship copyrighted and sponsored by The Upper Room and offered by CIE through our affiliation.

CIE also organizes, sponsors and conducts Chrysalis in Central Illinois through its “PromiseLand” programs. Chrysalis is a similar discipleship ministry for teens copyrighted and sponsored by The Upper Room and offered by CIE through our affiliation.

CIE also organizes, supports and offers numerous Emmaus and Chrysalis support activities for its members. The purpose of these activities is to promote a personal relationship with Jesus Christ, fellowship with other believers and Christian service in all settings to non-believers and believers.

### **Article III – Members**

**Section 1. Members.** All persons who have completed a Walk To Emmaus or Chrysalis weekend sponsored by CIE shall be Members of CIE.

Also, persons who have completed a Walk To Emmaus, Cursillo, Chrysalis, TEC or other comparable spiritual program elsewhere may become Members and participate in CIE activities by asking the CIE Secretary to add their name to CIE’s membership list. Members may withdraw from CIE by asking the CIE Secretary to drop their name from CIE’s membership list.

### **Article IV. – Governance**

**Section 1. Board of Directors.** Governance of CIE shall be vested in a Board of Directors, also referred to as the Board.

**Section 2. Purpose of Board.** The CIE Board is an elected group of Members who assume complete responsibility for the Emmaus movement in Central Illinois. Responsibility means spiritual, legal, moral, financial, and ethical accountability.

**Section 3. Board Membership.** The CIE board shall consist of:

1. Twelve (12) “At Large” voting Board members elected by Members,
2. One (1) “Community Rep” voting member elected from each local CIE Community,
3. One (1) “Community Spiritual Director” voting member elected by the Board,
4. One (1) “Assistant Community Spiritual Director” voting member elected by the Board.
5. One (1) “Adult Chrysalis Rep” voting member as elected by the PromiseLand Committee, and,
6. One (1) “Immediate Past Community Lay Director” ex-officio non-voting Board member, unless this Board member is serving their remaining term as a Community Rep in which case they retain their voting rights.

**Section 4. Term of Office.** A term of office shall begin on January 1. “At-Large” and “Community Reps” may serve a maximum of a remaining term vacated and/or two (2) subsequent consecutive full terms before vacating office. The duration of a term of office shall be:

1. “At-Large” Board members: -Four (4) Board members shall be elected for a three (3) year term each fiscal year,
2. “Community Rep” Board members and Chrysalis Rep Board member: One (1) three (3) year term,

3. “Board Elected Spiritual and Assistant Spiritual Director” Board members: One (1) year term, respectively
4. If you are in a non voting ex officio position, it will count as one of your years of office.

Any position will be 3 years on, a minimum of 3 years off, and then 3 years on and then you are no longer eligible to be on the board. In whatever capacity you serve, be it Community Rep, Chrysalis, At Large, elected, this would apply also for past community Lay Directors and non-voting members unless serving an unfilled seat.

**Section 5. Community Nominations.** Balloting & Elections For At-Large Members. CIE’s Board will annually solicit by US Postal Services all known Members in writing by August 1 at their last known address to nominate in writing one or more Members as a candidate(s) for open At-Large board positions whose terms expire December 31<sup>st</sup>. Those members whose names are submitted by Members by a written nomination sent to CIE by US Postal Services postmarked on or before September 1 shall be placed on an official CIE ballot without editing, except for disciplinary reasons under Article IV Section 9. Subject to terms in Section 4 with respect to limit of terms.

By no later than September 20<sup>th</sup> each Member shall be sent by US Postal Services an official ballot. Each Member may cast one (1) vote for up to four (4) nominees. Multiple votes may not be cast for a Member for any one candidate. Write-in nominations are permitted on the official ballot if the write-in nominee is a Member. Official ballots returned or otherwise postmarked to CIE by October 1 shall be considered for counting purposes.

The four (4) Member nominees receiving the greatest number of votes shall be considered elected. In the event of a tie vote for fourth place, the Board shall elect one by a majority vote.

In the event that less than four (4) At-Large Board members are elected by Members, unfilled positions shall be considered vacant and filled accordingly by the Board.

**Section 6. Vacancies.** Board vacancies, except for Community Reps and Chrysalis Reps, shall be filled by the Board for the duration of the term vacated. The CIE Lay Director shall nominate a slate of one or more CIE Members to fill a vacancy. A majority affirmative vote for a nominee by the Board Shall fill the vacancy. (Subject to term limits in Section 4.1

Vacated Board positions held by a Community Rep or Chrysalis Rep shall be filled by a properly elected replacement from the Gathering Community or Chrysalis Board for the duration of the vacated term.

**Section 7. Board Elections For Spiritual and Assistant Spiritual Director.** The Spiritual Director and Assistant Spiritual Director shall be nominated by the CIE Nominating Committee and elected by the Board annually by a majority vote. Terms for the Spiritual Director and Assistant Spiritual Director run from January 1 to December 31.

**Section 8. Resignations.** A Board member may resign by so informing the Community Lay Director or the Secretary in writing.

**Section 9. Disciplinary Action.** If a super majority (75%) of the Board affirmatively vote that a Board member's conduct is inappropriate for a Christian leadership role on the Board, the Board must remove that Board member from the Board. Replacement of this Board member shall be governed under Article IV Section 6, excepting if the disciplinary action involves the immediate Past Community Lay Director in which case the Board shall fill this position as if the position is At-Large until the term expires.

If a super majority of the Board affirmatively vote that a Member nominated as a Board candidate demonstrates conduct inappropriate for a Christian leadership role on the Board, the Board may set-aside that nomination and not include that individual as a candidate on the official ballot.

**Section 10. Meeting Attendance.** A Board member must attend 67% or two-thirds (2/3) of all official meetings during any one calendar year, a majority of the Board may, at its discretion, vote to remove that Board member from Board membership. If a Board member is so removed their vacated seat will be elected under Article IV, Section 6.

## **Article V – Officers**

**Section 1. Positions.** Officer shall be:

1. One (1) Community Lay Director who shall serve as President,
2. Two (2) Community Assistant Lay Directors, each of whom shall serve as Vice-Presidents,
3. One (1) Secretary, and
4. One (1) Treasurer.

**Section 2. Officer Elections and Term of Office.** Officers shall be nominated annually by the Nominating Committee and elected by a majority vote of the Board at the December meeting or at the next official Board meeting. Officers shall serve a one (1) year term that begins on January 1 and concludes December 31. Officers may succeed themselves and be elected for no more than three (3) terms.

**Section 3. Resignation.** An Officer may resign by so informing the Community Lay Director or the Secretary in writing.

**Section 4. Officer Vacancies.** The CIE Nominating Committee shall nominate a Board member to fill the remaining term of an elected Officer who cannot fulfill their term of duty for any reason. A majority vote by the Board shall elect a replacement Officer.

**Section 5. Disciplinary Action.** If an Officer's conduct appears inappropriate for a Christian leadership role on the Board, or if an Officer does not sufficiently perform their duties as an Officer, the Board must remove that member from their Officer status. Vacated Officer Positions shall be filled under Article V, Section 4

## **Article VI – Committee**

**Section 1. Executive Committee.** There shall be a standing Executive Committee of the Board comprised of the Community Lay Director, Community Assistant Lay Directors, Secretary, Treasurer, Spiritual Director and the Past Community Lay Director. This committee will meet when necessary in an advisory capacity to the Board.

Executive Committee meetings may be called by any two (2) members of this Committee, and all Executive Committee members shall be given 72 hours advance notice of the meeting purpose and location. Due to the advisory only capacity of the Executive Committee, recommendations or decisions are not binding on the Board.

**Section 2. Pastor-Community Relations Committee.** The Pastor-Community Relations Committee shall be comprised of the Executive Committee and such other outside advisors as it feels necessary. The Pastor-Community Relations Committee shall be available to the Community Spiritual Director for advice and counsel and is responsible to the Board for the overall duties and actions of the Community Spiritual Director.

**Section 3. Nominating Committee.** The Nominating Committee shall nominate Officer Candidates annually for the fiscal year, as well as Officers for a vacated office. The Nominating Committee shall be comprised of the past Lay Director, three (3) Board members appointed by the past Lay Director, the acting Lay Director and the acting Spiritual Director or the Assistant Spiritual Director if the Spiritual Director cannot serve.

**Section 4. Chrysalis Committee.** There shall be a standing Committee of the Board comprised of up to fifteen (15) Chrysalis Members that have been duly elected by the PromiseLand Chrysalis Members. At least one (1) elected Member shall be of legal age. Nominations and elections of PromiseLand Chrysalis Committee Members will be in accordance with PromiseLand Chrysalis policies governed under Article IX, Section 12.

**Section 5. Other Committees.** The Community Lay Director shall assign responsibilities to Board members. Board members are “directed” to designate additional Community Members as Coordinators for said assignments by the next board meeting for the fiscal year hereby stating Coordinators are to report to and are responsible to the Board members. There will be no committees of one.

## **Article VII – Local CIE Communities**

**Section 1. Local CIE and Chrysalis Communities.** Members within CIE who desire to function as a volunteer body in a geographic region in Central Illinois to support CIE may request that the Board officially recognize them as a local Emmaus or Chrysalis Community to promote CIE programs in a geographic area not already otherwise served by a Local Emmaus Community group.

**Section 2. Local CIE Governance.** Upon approval by a majority of the Board, a Community Letter of Agreement shall be entered into between the Board and the elected representatives of each recognized Local CIE or Chrysalis Community. The Letter of Agreement shall require each Local CIE Community to operate under CIE’s tax-exempt status, to maintain and make available accurate financial records and to comply with all CIE By-Laws, policies and practices.

**Section 3. Local CIE Representation.** A duly elected representative by and from each Local CIE Community, excepting Chrysalis Communities, shall automatically be recognized as a CIE Board member at the next regularly scheduled monthly meeting following the signing of the Nashville Letter of Agreement.

## **Article VIII – PromiseLand Chrysalis**

**Section 1. PromiseLand Governance.** CIE shall operate its Chrysalis program under a Letter of Agreement with the Upper Room Walk to Emmaus. CIE shall operate PromiseLand Chrysalis in accordance with policies as required under Article IX, Section 12.

## **Article IX – Administration and Operations**

**Section 1. Fiscal Year.** The fiscal year shall be January 1 to December 31<sup>st</sup>.

**Section 2. Regular Meetings.** The CIE Board shall have a regularly scheduled Board Meeting each month, unless otherwise approved or ordered by a majority of Board members. CIE Community Members may attend and observe any regular meeting.

**Section 3. Quorum, Majority and Super Majority.** A quorum for any regular or special meeting requires 51% of all elected voting members to be present in person or by

telephone. Official CIE business may not be conducted without a quorum. A voting majority is 51% of those present when a meeting quorum is present. A super majority is 75% of all present voting Board members.

**Section 4. Special Meetings.** Special Board meetings may be called by the Community Lay Director when authorized or requested by 51% of the Board. Notification for the special meeting time, place and purpose require 72 hours advance notice.

**Section 5. Annual Meeting.** CIE will conduct an annual meeting in January. A majority of the Board shall approve such meeting. At least 30 days written notice shall be given to Members of any such meeting, along with the purpose, location and time. Members may attend any CIE annual meeting. A board quorum is necessary to conduct business.

**Section 6. Finance and Audits.** The accountability of all CIE funds shall be under the supervision of the Board and not delegated. An annual, agreed upon procedure shall be conducted by a CPA appointed by the Board to evaluate CIE finances, record keeping, donor reporting and IRS reporting. This independent written report shall be reported to the Board annually prior to May 15 and made available within 30 days to all Members who request same in writing.

All CIE funds shall be timely deposited into approved CIE bank accounts, trust accounts or brokerage accounts in the sole name of CIE and using its FEIN. All accounts opened or closed shall be approved in advance by Board resolution, and signed for by the authorized signers for such accounts.

**Section 7. Gifts.** CIE is financed by the gifts of those desiring to promote Emmaus as a means of Christian discipleship. Unrestricted cash and check gifts may be accepted by any CIE Board member on behalf of CIE. **Gifts other than by cash or check, for any restricted use other than scholarships, require a majority** affirmative vote by the CIE Board prior to accepting any such gift. The CIE Board reserves the right to decline any non-cash or restricted use gift.

CIE may not accept any gift of real property without a written due diligence and environmental report in advance of considering any such gift. CIE shall not serve as Executor, Administrator or Trustee nor accept gifts in exchange for gift annuities.

**Section 8. Loans and Borrowing.** A super majority (75%) vote is required to approve or transact any borrowing that obligates CIE directly or indirectly, including the opening of any line of credit. No loans shall be made by CIE with funds to any CIE Board member or Community Member or their related interests. Any CIE Board member who knowingly votes or consents to the making of a loan to CIE Board members or Community Members or their related interests, shall be jointly liable to the fullest extent of the law to CIE for the amount of the loan plus any collection, legal, interest and court costs until the debt is repaid.

**Section 9. Insurance.** CIE shall purchase and maintain insurance at CIE's expense. Coverage shall include general liability coverage and Directors and Officers Liability insurance, the later to protect CIE Board members from any claims, allegations, expenses, and losses associated with acting in an official capacity for CIE excepting for acts which are judged to be criminal or for other acts for which commercial coverage does not extend.

**Section 10. Books and Records.** CIE shall maintain correct and complete records and records of accounts and shall keep minutes for the proceedings of all official meetings and actions. Such records shall be kept at CIE's principal office or at such other location as the Board may designate.

Board members, along with their attorneys or agents, may inspect all CIE records for any proper purpose. Inspection of CIE records, excepting donor records of other Members, may be made by any Member and/or their attorney or agents.

Donors and/or their agents, may only review donor records specific to their individual gifts. For confidentiality, donors and/or their attorneys and agents may not review the donor records of other CIE donors.

**Section 11. Policies.** The CIE Board shall adopt and maintain operating policies that direct and govern CIE and Chrysalis weekend retreats and other related CIE activities. A majority vote of the Board is required to enact, maintain and amend operating policies.

**Section 12. Indemnification For Board Members.** CIE shall indemnify all its current and past Board members and Officers against expenses incurred by them in connection with the defense and settlement of any action, suit, or proceeding in which they, by reason of their official CIE capacity, shall be liable, except in relation to matters as judged to be for willful misconduct in performance of their duty and for matters settled by agreement predicated on existence or potential of such liability.

**Section 13. Dissolution Clause.** Should it become necessary to dissolve and terminate the activities of CIE, the Board shall distribute the remaining assets over which it has control, if any, after all just expenses and debts have been paid, to the Upper Room Walk To Emmaus or its successor.

## **Article X – Review and Amendments**

**Section 1. Amendments.** Proposed amendments to the By-Laws shall be presented to Board members 30 days prior to any formal action. A super majority vote is required to amend By-Laws.



**Section 2. Annual Review and Notification.** The Board shall review and approve its By-Laws each calendar year. The Board shall notify Members of all By-Law changes in writing within 90 days.

**Section 3. Effective Date.** The effective date for these By-Laws is January 1, 2020.  
(Revised August, 2019)