

**THIRD RESTATED
ARTICLES OF ASSOCIATION AND BY-LAWS OF
CONCHO COUNTRY CHRYSALIS**

PREAMBLE

These Third Restated Articles And By-laws were adopted following the five-year review process required by Section VIII(A) of the First Restated Articles And Bylaws effective TBD.

ARTICLE I. NAME AND ORGANIZATIONAL FORM

Section A. Name. The name of this association shall be Concho Country Chrysalis Community (hereinafter “CCCC” or “CCC”).

Section B. Organization. CCCC is and shall be a Texas unincorporated, non-profit association. CCCC shall be organized, exclusively for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section C. Affiliations. CCCC is affiliated with the International Emmaus Program of Upper Room Ministries (“Upper Room”), Nashville, Tennessee, and fall under the jurisdiction of Concho Country Emmaus NSG. In these bylaws, the term “Community” may have the same meaning as “Fourth Day”.

ARTICLE II. PURPOSE OF THE ORGANIZATION

The purpose of CCCC shall be to (1) inspire, challenge, and equip church members for Christian action in their homes, churches, places of work, and communities through the Walk to Emmaus, Chrysalis Flight, Journey to the Table and Face to Face experiences. CCCC will utilize and follow the procedures and guidelines established by The Upper Room Handbook on Chrysalis (hereinafter “UR Handbook”) as it presently exists or as it may hereafter be amended. (2) Integrate returning Butterflies from a 3-day weekend into active participation in their local churches, into reunion groups, and into 4th Day Gatherings.

ARTICLE III. MEMBERS

Section A. All persons who have completed a weekend experience of the Walk to Emmaus (hereinafter sometimes “Walk”) or Chrysalis Weekend conducted by CCE are members (hereinafter “Members”) of CCE.

Section B. Persons who have completed a Chrysalis Weekend, Cursillo Weekend, Tres Dias, Search, or Walk to Emmaus in another community are also eligible to become Members of CCE by (1) participating in the activities of CCE and (2) making a written request to the Secretary of CCE that their names be placed on CCE’s membership list.

Section C. Voting Rights of Members. All persons who meet the qualifications set forth in Section III(A) and (B) above are Members of CCE. However, to acquire voting rights in the event any matter is submitted to the CCE 4th Day Group as a whole for a vote, a Member must either (1) be listed on CCE’s data base for team selection use or (2) have completed and filed with CCE a Team Service Form. Any Member may withdraw his/her membership in CCE by written or e-mail notice delivered to the Secretary of CCE.

ARTICLE IV. BOARD OF DIRECTORS

Section A. Purpose of the Board. The Governance and direction of CCCC shall be vested in the Board of Directors (“Board”). The Board will govern primarily by the formation of broad policy. The Board shall have general oversight in all matters relating to CCCC Chrysalis Flights, subject to the provisions of the Upper Room, and CCE rules and policies. The Board shall have the rights and obligation of Directors of CCCC as provided in these Articles and By-Laws.

Section B. Composition of the Board of Directors. The Board will consist of the following Directors: at least twelve (12) adult lay members (at least 24 years of age) (“Lay Members”); at least three (3) youth lay members (less than 24 years of age); at least three (3) clergy (“Clergy”), and one or two liaisons appointed by the Concho Country Emmaus (“CCE”) (only one of whom shall have full voice and voting rights as a Director).

Section C. Terms of Office.

- 1.) Adult Lay Members shall serve a three (3) year term. The Lay Members shall be grouped into three classes of four (or more) Directors each. One class of Directors shall stand for election each year. Adult Lay Members must be non-clergy and members of CCEC and cannot succeed themselves in consecutive terms. Youth Lay Members shall serve a one (1) year term and may succeed themselves in consecutive terms.
- 2.) Clergy members shall serve one-year terms only and may succeed themselves in consecutive terms.
- 3.) The immediate past Chairperson of the Board shall serve for one additional year as an ex-officio Director regardless of whether the normal three-year term of the class in which the Chairperson was elected has expired. If serving in a three-year term class of Directors then the immediate past chairperson shall continue to be a voting Director; otherwise, he/she shall be a non-voting member.
- 4.) Unless otherwise provided, the term of office for Lay Members and Clergy Members shall begin immediately upon their election in September and shall terminate upon the election of their successor. The term of ex-officio Directors shall be for their tenure in office.

Section D. Election of Board Members.

- 1.) Adult/Youth Lay Members. At least Four Adult Lay Members and at least three (3) Youth Lay Members shall be elected by the Board as Directors at the Regular September meeting of the Board each year. The nominating committee shall prepare and present to the Board no later than the regular August Board meeting a list of potential nominees for Lay Members to the Board. Members may submit potential nominee(s) to the Nominating Committee, for its consideration; these nominations must be submitted in writing to the Secretary of CCCC at least 30 days prior to the September Board meeting. The Board shall, upon consideration of the potential nominees and any nominations by any of the Directors, elect at least four (4) Adult Lay Members and three (3) Youth Lay Members to replace the outgoing Lay Members.
- 2.) Clergy Members. Clergy members to be eligible for nomination must meet the qualifications as defined in the UR Handbook must be members of CCE. Clergy Members

shall be nominated and elected in September by the Board in the same manner and at the same time as Lay Members, except that all three are elected annually.

Section E. Experience Requirements. To be eligible for nomination as a Director, the member must have served on an Emmaus or Chrysalis team, must be active in a reunion group, and at least five (5) of the fifteen (15) Lay and Clergy Members must have been a Lay or Spiritual Director on a Walk to Emmaus, a Chrysalis Flight or a Chrysalis Journey. To preserve the ecumenical nature of CCC it is recommended that a variety of congregations and denominations be represented on the Board.

Section F. Vacancies. Directors may resign from the Board by submitting a letter to the Chairperson. The Chairperson may nominate persons to fill vacancies on the board and entertain nominations from the Board, and the Board shall then elect persons to fill vacancies on the Board until the regular term of the replaced Directors expires. The Board, following such election, should still meet the requirements of Article IV, above. Directors elected to fill vacancies are eligible for election for a full term by CCC at the expiration of the partial term in which they have served.

Section G. Removal. Any Director may be removed from that position, with or without cause, by an affirmative vote of at least ten (10) of the then sitting Directors or if there are less than ten (10) sitting Directors, then by a two-thirds (2/3) vote of the then sitting Directors. A Director, the subject of a motion to remove, shall be entitled to vote on the matter, if said Director has voting rights.

Section H. Appointment of CCE Liaisons. The Board shall appoint at least two (2) (currently, only the Board Chair serves as the liaison) and no more than three (3) of its Directors as liaisons to the CCE Board. This appointment shall be made at the Regular Meeting of Directors in September unless the Chairperson or Co-Chairperson directs otherwise.

Section I. Regular Board Meetings. The Board shall meet on the third Tuesday of every month, at a site determined by the Board Chairperson.

Section J. Special Meetings. Special Meetings of the Board may be held as determined and called by either the Chairperson, the Co-Chairperson or at the request of at least three Directors. Notice by first class mail addressed to the mailing address of the Directors shown on the mailing list maintained by the Secretary of CCC or e-mail shall be made to each Director at least seven (7) days prior to the meeting. The notice must, at a minimum, state the date, time and place of the meeting and the matters to be considered at the meeting. Directors may waive their right to notice of a Special Meeting by making such request in writing or by email.

Section K. Quorum Requirements and Voting Rights. Attendance of a regular or special Board meeting by five (5) or more Directors shall constitute a quorum. Each Director, unless otherwise provided for in these Articles And By-laws shall have one vote. Directors may cast votes by or through a written proxy; however such proxies must be written, signed by the delegating Member and presented to the recording officer of the meeting at least 30 minutes prior to the beginning of the meeting. A majority vote shall be sufficient to pass a measure unless otherwise provided by these bylaws.

Section L. Newsletter/Website. The Board may approve a newsletter, website, or other social media

for CCC. If a newsletter, website, or other social media site is maintained for CCC, the board has oversight authority over said newsletter, website, or social media site, and may by majority vote, vote to dissolve or remove such newsletter or website and/or change the publisher or webmaster of such site. The Chairperson will nominate a person and/or persons to publish a newsletter or be webmaster for a website or social media site, if any are to be utilized, and such nomination will be voted upon by the Board.

Section M. Fourth Day Gatherings. The CCC shall be responsible for the Fourth Day Gatherings as granted/assigned by the CCE Board and will follow the guidelines as set out by the Upper Room Handbook and RTECC policies.

Section N. Chrysalis Board of Directors. The CCE Board reviews and approves actions by the Concho County Chrysalis Board of Directors. The Chrysalis Board of Directors shall follow all rules and policies of Upper Room and shall form broad policy for the Concho Country Chrysalis Community.

ARTICLE V. OFFICERS

Section A. Designation of Officers. The officers (hereinafter “Officers”) of CCC and their job descriptions are as follows:

1. Chairperson of the Board of Directors (“Chairperson”)

- (a) Presides at all meetings of the Board;
- (b) Develops Board meeting agenda;
- (c) Serves as ex-officio, but non-voting, member of all committees;
- (d) Serves as an ex-officio, but non-voting, Director one (1) year after leaving office if the normal term of the class in which he/she was elected has expired;
- (e) Calls Special Meetings of the Board when necessary;
- (f) Serves as Board contact person for communications with facilities (“Flight Venues”) at which Flights will be conducted, e.g., Christ the King Retreat Center (hereinafter “CKRC”);
- (g) Schedules Chrysalis Flights with the proper person at Flight Venues;
- (h) Provides, if applicable, information for CCC’s newsletter and/or CCEC website or social media site; and
- (i) Appoints a Nominating Committee each year and appoints persons to other committees that might be created by the Board.
- (j) Insures that CCC is on the mailing list of Upper Room Ministries, Nashville, Tennessee, and RTECC for updates and supplements on Chrysalis manuals, materials, policies and procedures and also responsible for forwarding these manuals and materials to all clergy Members.

2. Chairperson-elect of the Board of Directors

- (a) Presides at the meetings of the Board in the event the Chairperson is unable or unwilling to preside; and
- (b) Assists the Chairperson with such matters as the Chairperson may reasonably

request.

(c) Will train to be and serve as Chairperson the next year, unless not approved to be chairperson by the board by a majority vote at the September election, or unless he/she provides notice at the September election he/she no longer wants to serve as chairperson.

(d) If nominated for this position, the nominee should reflect as to whether he/she is willing to serve as chairperson the next year as the “chairperson-elect “ year is a training year for the chairperson position.

3. Secretary

(a) Records or designates persons to record minutes of the meetings of the Board and Members;

(b) Presides at Board meetings in the absence of the Chairperson and Co-Chairperson;

(c) Provides written communications on behalf of CCC as needed;

(d) Maintains CCC records in a bound volume(s) which shall include the current version and past versions (which past versions shall be conspicuously labeled) of CCC Articles and/or By-Laws, including amendments, minutes of the Members and Board meetings, written reports of Committees, and formal correspondence of CCC;

(e) Provides, if applicable, information for use in the CCC newsletter and/or CCEC website;

(f) Provides copies of documents from CCC records as needed

4. Treasurer

(a) Presides at CCC Board meetings in the absence of the Chairperson, Co-Chairperson and the Secretary;

(b) Prepares and submits quarterly to the Board, a “Treasurer’s Report” which report shall include balance of cash on hand and outstanding debt owed by CCC as directed by the Finance Committee Chair person;

(c) Provides copies of Treasurer’s Report as needed; and

(d) Submits Flight Background checks to a Board approved agency as required by the Upper Room as instructed by the Board and maintains the official responses. The responses must be shared with Flight Board Representatives and be onsite throughout the Flight;

5. Treasurer-Elect

(a) Performs the functions and duties of the Treasurer in the event the Treasurer is unable or unwilling to do so; and

(b) Assists the Treasurer with such matters as the Treasurer may reasonably request;

(c) Will train to be and serve as Treasurer the next year, unless not approved to be treasurer by the board by a majority vote at the next September election, or unless he/she provides notice at the September election he/she no longer wants to serve as treasurer; and

(d) If nominated for this position, the nominee should reflect as to whether he/she is willing to serve as treasurer the next year as the “Treasurer-Elect “ year is a training

year for the treasurer position.

Section B. Selection of Officers.

1. Officer Positions That Must Be Chosen From Incumbent Directors. Chairperson must be chosen from the then sitting Board of Directors.

2. Holding Of Multiple Offices. Unless the Board passes a resolution to the contrary, no officer may be elected or serve in more than one office at a time.

Section C. Election of Officers. Officers shall be elected by the Board in September during the Regular Board Meeting following the election of new Board members. These officers shall take office at the Regular meeting in October and hold office until their replacement is elected or they are removed.

Section D. Removal. Officers may be removed from office with or without cause by a two-thirds (2/3) vote of the Members present and voting at the Member meeting at which a motion to remove is submitted.

Section E. Vacancies of Officer. Unless otherwise provided for in these Articles And By-laws, the Chairperson shall nominate persons to serve the unexpired term of any vacant officer's position and the board shall vote on such nomination to office.

ARTICLE VI. COMMITTEES

Section A. Creation And Purpose. The Board may from time to time create Committees as it deems appropriate to support CCC's Flights and maintain the spiritual vitality and fellowship of CCC, and enhance the administration of CCC and its Board.

Section B. Standing Committees. Unless the Board passes a resolution to the contrary, CCC shall create the following as standing committees of the Board:

1. Nominating Committee. This committee shall be made up of Directors who will be appointed by the Chairperson. The Chairperson shall also appoint a Director to chair this committee. The duties of this committee shall include presenting nominees for election to the Board of Directors. This committee will submit its list of potential nominations for Directors at the regular August Board meeting.

2. Team Selection Committee. This committee will perform duties set forth in the UR Handbook. This committee will be appointed in October. It will meet as needed to select team members for Flights for the next year. It will not select LD's, SD's, or Board Reps. The Chairperson, with input from the board, will appoint members to this committee. The most recent past Board Chair person shall chair this committee. The CCC SD, the LD's for the team being chosen, and his /her Board Rep will also be members of the committee. Each committee shall also consist of three or four non-board members (we don't currently follow this article) (lay directors and prior board members from past years are eligible) of the Fourth Day group who have a broad awareness of the Chrysalis Fourth Day membership and a solid understanding of team needs.

3. Database Committee—This committee maintains a database of all persons who have

attended a Flight and updates the database after each Flight/Walk to reflect pertinent data for each Butterfly who attended the Flight and updates team member participation.

4. Progressive Servanthood Committee—This committee maintains and updates a list of men and women who have been recommended as potential future lay directors, and provides recommendations to the Team Selection Committee as to persons on the list who need to be on future teams in particular capacities to help those persons become qualified to be a potential Lay Director.

5. Finance Committee—This committee shall be chaired by a Board elected nominee and does not have to be a sitting Board member. The committee shall include the Treasurer and Co-Treasurer. It shall be the responsibility of the Finance Committee chair person to designate the responsibilities of the Treasurer and Co-Treasurer.

- (a) Collects, distributes and records receipts, deposits and disbursements of CCC funds;
- (b) Serves as contact person for disbursements to Flight Lay Directors, appropriate Members, scholarships and other entities as instructed by the Board;
- (c) Serves as contact person for disbursements to Flight Lay Directors, appropriate Members, scholarships and other entities as instructed by the Board;
- (d) Receives applications for CCC Walk scholarships, reviews and approves the applications in the manner provided by the Board, and perform such other duties as the Board may reasonably require; and
- (e) Receives and distributes CCC mail to the appropriate persons.

ARTICLE VII. CCC---CHRYSALIS FLIGHTS

Section A. International Emmaus Movement Guidelines. CCC shall follow the guidelines of the International Chrysalis Movement in the formation of the three-day (72 hour) experience, known as “Chrysalis Flights” as set forth in the most current edition of the UR Handbook.. In addition, the SD, Board Rep, and LD for a particular Flight shall all complete all required training for the Flight including all required training provided by Upper Room and CCC.. This ensures a proven format and a common experience that should be trustworthy from weekend to weekend wherever Chrysalis is being offered.

Section B. Board Oversight. The Board shall have general oversight in all matters relating to CCC Chrysalis Flights. Subject to the provisions of Section V(A)(8)(b) above and the UR Handbook, the Board shall set the dates and places for each Chrysalis Flight.

Section C. Selection of Flight Lay Directors. The Board shall select Lay Directors for CCC Flights after being provided a list of nominees by the nominating committee of men and women from the progressive servanthood list who are eligible or who can be timely qualified to be Lay Directors prior to the pertinent flight. The Chairperson shall (1) contact the recommended Lay Director to ascertain his/her willingness to accept the assignment and (2) notify the CCE Board of the LD’s acceptance. To the extent practical, Flight Lay Directors shall be approved at least twelve months in advance.

Section D. Selection of Flight Spiritual Directors. The CCC Spiritual Director, after consultation with the Chairperson, will provide the Lay Director for a future flight, a list of eligible clergy from which to select a Flight Spiritual Director. This list is from the CCE database entitled “Eligible Walk/Flight Spiritual Directors”. The Lay Director will notify the Chairperson of his/ her choice. The Chairperson shall then (1) contact the recommended Spiritual Director to ascertain his/her willingness to accept the

assignment and (2) notify the CCC Board of the SD's acceptance. To the extent practical, Flight Spiritual Directors shall be approved at least twelve months in advance. The Flight Spiritual Director, once approved, will select the Assistant Spiritual Directors for the flight from an approved list provided to him/her from the CCE database entitled: "Eligible Assistant Spiritual Directors". The ASD's should be selected as soon as practical by the SD after the team is selected and the SD shall provide names of the ASD's to the CCC Board at that time.

Section E. Experience and Attributes of Flight Lay Directors and Flight Spiritual Directors :

1. The Flight Lay Director shall, at a minimum, have served once as a Table Leader on a Flight; served at least twice as an Assistant Lay Director on a Flight; served at least one time on a Weekend Support Team for an entire Flight weekend; and must have given at least two different Flight talks. Flight Spiritual Directors shall have participated as a member of a clergy team on at least two (2) Emmaus Weekends, Journey to the Tables, Chrysalis Flights and/or Face to Face Encounter, and shall have given at least two talks on an Emmaus Weekend, Journey to the Table, Chrysalis Flights and/or Face-to-Face Encounter.
2. Flight Lay Directors should be actively involved in their church, a reunion group/accountability group, and Fourth Day Gatherings whenever possible.
3. Flight Lay Directors and Flight Spiritual Directors shall be willing to conduct the Flight as written in the Lay and Spiritual Directors' Manual available from the Upper Room in Nashville and be willing to follow Board guidelines with further guidance and support from other Chrysalis publications.
4. Flight Lay Directors and Flight Spiritual Directors shall be committed to the task of directing a Flight and eager to organize, carry out, and successfully complete the weekend.
5. CCC should strive to limit the service of Flight Spiritual Directors and Assistant Flight Spiritual Directors to no more than two (2) Weekend Emmaus Walks, Journey to the Tables, Chrysalis Flights and/or Face-to-Face Encounters experiences per year.

ARTICLE VIII. REVIEW AND AMENDMENTS TO ARTICLES OF ASSOCIATION AND BY-LAWS

Section A . Five Year Review. Pursuant to the UR Handbook, these By-laws shall be reviewed every five years beginning in 2010 in a manner from time to time prescribed by the Board in each review cycle.

Section B. Submission Of Proposed Amendments. Proposed amendments to these Articles And By-laws may be presented to the Board by any Member one (1) month in advance of consideration by the Board, and must then be approved by a majority vote of Directors attending a duly convened meeting of the Board, for submission to the Members for adoption.

Section C. Adoption By Members. No amendment to these Articles And By-laws shall be effective unless approved by the Board as provided above and adopted by a two-thirds (2/3) vote of the Members present and voting at the Member meeting to which such an amendment is submitted.

Section D. Suspension Of By-laws. These Articles And By-laws may be suspended by a two-thirds (2/3) vote of the Members present and voting at a Regular Meeting or a Special Meeting.

ARTICLE IX. ROBERT'S RULES OF ORDER

Robert's Rules of Order, latest edition, shall be recognized as the authority governing the meetings of the Members, the Board and Committees, in all instances where in its provisions do not conflict with these Articles And By-laws.

ARTICLE X. RESOLUTION OF DISPUTES

The Bible commands Members, as Christians, to make every effort to live in peace and resolve disputes with each other in private or within the Christian church. (Matt. 18:15-20; 1 Cor. 6:1-8). Therefore, in any dispute relating to the activities of the Members, or CCC, all parties are to cooperate in good faith to resolve the dispute using all forms of "alternative dispute resolution" consistent with Christian principles.

ARTICLE XI. DISSOLUTION

Section A. Dissolution Procedures. The following procedures shall be followed to affect a dissolution of CCC.

1. A written petition signed by (a) 25 Members or (b) 10% of the Members, with voting rights, whichever is less must be presented to the Secretary requesting a dissolution of CCC. This petition must specify with particularity the reasons for dissolution, a proposed payment of liabilities of CCC, and a proposed distribution of remaining assets upon winding up of CCC. The Secretary shall promptly deliver the petition to the Chairperson of the Board, and the Board shall consider the petition, and, within four (4) months of delivery of the petition to the Secretary, shall, by formal motion and vote, make recommendations to the CCE Board whether the petition to dissolve should be approved. The CCE Board will determine whether the petition to dissolve should be approved. Notice ("Members' Notice") of the petition, and the CCC and CCE Board's recommendations shall be given to the Members by (a) posting on the CCE webpage for at least thirty (30) days prior to the Regular Meeting of the Members at which the matter will be considered and acted upon and (b) announcing and making same available in writing at the Regular Meeting of the Members held immediately preceding the Regular Meeting of the Members at which the matter will be considered and acted upon. Following the Members' Notice, the Members shall consider and act upon the petition no earlier than the completion of the notice and no later than three (3) months from the completion of the notice.

2. In the alternative to the procedures set forth in Subparagraph XII (A)(1) above, the Board, by resolution approved by at least two-thirds 2/3 of the then sitting Directors, may recommend dissolution of CCC to the CCE Board. This recommendation shall set forth with particularity the reasons for dissolution, a proposed payment of liabilities of CCC and a proposed distribution of remaining assets upon winding up CCC. Notice ("Members' Notice") of the resolution shall be given to the Members by (a) posting on the CCE web-page for at least thirty (30) days prior to the Regular Fourth Day Gathering of the Members at which the matter will be considered and acted upon AND (b) announcing and making same available in writing at the Regular Fourth Day Gathering of the Members held immediately preceding the Gathering of the Members at which time the matter will be considered and acted upon. Following the Members' Notice, the Members shall consider and act upon the resolution no earlier than the completion of the notice and no later than three (3) months from the completion of the notice.

3. Upon the completion of the procedures set forth in Subparagraph XI(A)(1) or Subparagraph XI(A)(2), CCC shall be dissolved upon an affirmative vote for dissolution by two-thirds (2/3) of the Members with voting rights attending the meeting at which the matter is considered.

Section B. Winding Up. Upon the dissolution of CCC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of CCC, dispose of all the assets of CCC to organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization(s) under the Section 501 (c) (3) of the Internal Revenue Service Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as provided in the petition for dissolution or the resolution for dissolution shall provide. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the County in which the principal office of CCC is located, to such organization or organizations as said Court shall determine, which is/are organized and operated exclusively for such purposes.

ARTICLE XII. REPLACEMENT OF PRIOR BY-LAWS

These Articles And By-laws shall, upon the effective date noted below completely replace all prior and existing By-laws, Articles, or other organizational documents of CCE.

Approved by the Board on _____ and presented to the Members of CCE and approved on _____, to become effective on _____.

Chairperson of the Board

Secretary of CCC