

**FIRST RESTATED  
ARTICLES OF ASSOCIATION  
AND BY-LAWS OF  
CONCHO COUNTRY EMMAUS  
COMMUNITY**

**Effective August 3, 2010**

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**FIRST RESTATED  
ARTICLES OF ASSOCIATION AND BY-LAWS OF  
CONCHO COUNTRY EMMAUS COMMUNITY**

**PREAMBLE**

These First Restated Articles Of Association And By-laws of Concho County Emmaus Community (“Articles And Bylaws”) have been adopted by its members in full and complete substitution of its Articles Of Association And By-laws (“2003 Articles And By-laws”) adopted effective July 1, 2003 as amended on November 2, 2004. These Articles And By-laws were adopted following the five-year review initiated in September 2008 pursuant to Section VIII(A) of the 2003 Articles And Bylaws.

**ARTICLE I. NAME AND ORGANIZATIONAL FORM**

Section A. Name. The name of this association shall be Concho Country Emmaus Community (hereinafter “CCEC”).

Section B. Organization. CCEC is and shall be a Texas unincorporated, non-profit association.

Section C. Affiliations. CCEC is affiliated with the International Emmaus Program of Upper Room Ministries, Nashville, Tennessee and shall be affiliated with The Southwest Texas Conference Emmaus Community (“SWTCEC”) as a “Fourth Day Group” .

**ARTICLE II. OBJECTIVES AND PURPOSES OF THE ORGANIZATION**

Section A. Objective. The objective of CCEC 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 and Chrysalis Journey experiences under the procedures and guidelines established by The Upper Room Handbook on Emmaus (hereinafter “UR Handbook”) as it presently exists or as it may hereafter be amended and (2) integrate the returning pilgrims from a “Three Day Weekend” into active participation in their local churches and Fourth Day Group Gatherings.

Section B. Purpose. CCEC shall be organized, exclusively for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. To that end, no part of the funds of CCEC shall inure to the benefit of, or be distributed to its members, directors, or other private persons, except that CCEC shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the objective set forth in Section A of this Article II. No substantial part of the activities of CCEC shall be carrying on of propaganda, or otherwise attempting to influence legislation, and CCEC shall not participate in, or intervene in (including the publishing and distribution of statements) any political campaign for public office; and notwithstanding any other provision of these Articles And By-Laws, CCEC shall not carry on any activities not permitted to be carried on (1) by an organization exempt from federal income tax

under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (2) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Service law).

### **ARTICLE III. MEMBERS**

Section A. Qualifications. All persons who have completed a weekend experience of the Walk to Emmaus (hereinafter sometimes “Walk”) or Chrysalis Weekend conducted by CCEC eligible to be members (hereinafter “Members”) of CCEC. Additionally, 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 by (1) participating in the activities of CCEC and (2) making a written request to the Secretary of CCEC that their names be placed on CCEC’s membership list.

Section B. Establishing Membership and Voting Rights. All persons who meet the qualifications set forth in Section III(A) above shall, without further action, be Members of CCEC; however to acquire voting rights a Member must either (1) be listed on CCEC’s data base for team selection use or (2) have completed and filed with CCEC a Team Service Form. Any Member may withdraw his/her membership in CCEC by written or e-mail notice delivered to the Secretary of CCEC.

Section C. Removal. A Member shall be removed from membership in any of the following events:

1. Adoption of a resolution approved by (a) a unanimous vote of all Directors attending a duly called and convened meeting of the Board of Directors (hereinafter “Board”) and (b) a subsequent majority vote at a meeting of the Members; or
2. Death of a Member.

If CCEC correspondence mailed to the Member addressed to the last address shown on the records of the Secretary of CCEC is returned due to improper address or unknown address, then, at the discretion of the Board, the Member may be removed from CCEC’s mailing list and CCEC’s website directory, and his/her voting rights may be withdrawn.

Section D. Regular Meetings. Regular meetings (hereinafter “Regular Meetings”) of the Members shall be held on the first Tuesday of each month unless the Board provides otherwise. Unless the members of the Board decide otherwise, Regular Meetings of the Members shall, in addition to the conduct of any businesses of CCEC, include a service of worship, praise and prayer commonly known and hereinafter referred to as a “Community Gathering”. The times and places of such meetings shall be as determined by the Board and announced (1) at the prior Regular Meeting of Members, (2) in the CCEC newsletter, if applicable, published at least one week prior to the meeting or (3) on the CCEC web page at least one week prior to the meeting. Attendance by 20 Members with voting rights at a Regular Meeting shall constitute a quorum for purposes of conducting business. Any business or organizational matter (exclusive of Community Gathering activities)

presented at a Regular Meeting of the Members must first have been presented and considered by the Board unless exigencies exist that would require immediate action by the Members.

Section E. Special Meetings. Special meetings (hereinafter “Special Meetings”) of the Members may be held as determined and called by the chairman of the Board. Notice by third or higher class mail or e-mail shall be mailed to each Member with voting rights at said Member’s mailing address listed on the Secretary’s current membership list at least seven (7) but no more than thirty (30) 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. Attendance of 20 Members with voting rights at a Special Meeting shall constitute a quorum for purposes of conducting business. No matter (other than worship, prayer and praise) may be taken up at a Special Meeting of the Members unless the matter is set forth in the notice of the meeting or exigencies exist that would require immediate action by the Members.

Section F. Voting Rights. Each Member with voting rights shall have one vote at meetings of Members. Voting may be conducted by 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. The Secretary or a person designated by the Secretary or President shall be the recording officer at meetings of the Members.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section A. Governance. Governance, i.e. the formation of broad policy of CCEC, shall be vested in a Board of Directors (“Board”). The duties, rights and obligation of Directors of CCEC shall be as provided in these Articles And By-Laws.

Section B. Composition of the Board and Election of Directors. The Board shall be comprised of the following persons:

1. twelve non-clergy Members (hereinafter “Lay Members”). Lay Members, who must be Members of CCEC, shall be elected at the Regular Meeting of Directors held in May of each year. The Nominating Committee shall prepare and present to the Board no later than its regular April meeting a list of potential nominees as Lay Members of the Board. The Board shall, upon consideration of the list of potential nominees and nominations made by any of the Directors, elect four Lay Members to replace the outgoing Lay Members. Members may submit potential nominee(s) to the Nominating Committee, for its consideration; these nominations must be submitted in writing to the Secretary of CCEC at least 30 days prior to the election of Directors;

The composition of the Board upon completion of the election of Directors must meet all requirements of this Article IV. Lay Members cannot succeed themselves in consecutive terms. Lay Members shall be elected for a three (3) year term. The Lay Members shall be grouped into three classes of four Directors each. One class of Directors shall stand for election each year;

2. three clergy directors (hereinafter “Clergy Members”). Clergy members as defined in the UR Handbook and by SWTCEC shall be nominated and elected in the same manner as Lay Members. Clergy Members must be members of CCEC. Clergy Members shall be elected for one year terms only;
3. the Community Lay Director (hereinafter “CLD”) as an ex officio, voting, Director . In the event the CLD is at the time of his/her election serving as a Lay Member of the Board, the CLD shall continue to be a Lay Member of the Board;
4. at least two (2) and no more than three (3) liaisons appointed by the Board of Directors of Concho Country Chrysalis Community (“CCCC”) one of whom shall be a Director of the Board with full voice and voting rights;
5. 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;
6. the Community SWTCEC Board Representative as an ex-officio, but non-voting, member; and
7. all committee chairpersons shall be ex-officio, non-voting members of the Board.

Section C. Election of Chairperson and Co-Chairperson of the Board of Directors. The Regular Meeting of Directors held in May shall adjourn prior to the Regular Meeting of Members held in May, and the newly elected Board shall reconvene immediately after that Regular Meeting of Members to elect a Chairperson (“Chairperson”) and a Co-Chairperson (“Co-Chairperson”) of the Board of Directors . Upon election, the Chairperson and Co-Chairperson shall serve until his/her replacement is elected. The Chairperson shall preside at all meetings of the Directors, and, in the event he/she is unable or unwilling to so preside, the Co-Chairperson shall preside at those meetings.

Section D. Experience Requirements. Directors must have served on an Emmaus or Chrysalis team, must be active in a reunion group/accountability group, and five (5) of the fifteen (15) 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 CCEC, it is recommended that a variety of congregations and denominations be represented on the Board.

Section E. Regular Meetings. Regular Meetings of the Board shall be held without notice on the same day as Regular Meetings of the Members unless the Board by an affirmative vote of two-thirds (2/3) of the then sitting Directors decides otherwise. Regular Meetings of the Board shall begin at least one hour prior to Regular Meetings of the Members and shall be conducted at or near the site

of the Regular Meeting of the Members unless the Chairperson or Co-Chairperson directs otherwise.

Section F. 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 third or higher class mail or e-mail addressed to the mailing address of the Directors shown on the mailing list maintained by the Secretary of CCEC shall be made to each Director at least seven (7) but no more than thirty (30) 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.

Section G. 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; the person who presides at the meeting shall cast a vote only in the event of a tie vote. Directors may cast votes by or through a written proxy.

Section H. Terms. Unless otherwise provided, the term of office for Lay Members and Clergy Members shall begin immediately upon their election and shall terminate upon the election of their successor. The term of ex-officio Directors shall be for their tenure in office.

Section I. Vacancies. The Board shall elect persons to fill vacancies on the Board until the regular term of the replaced Directors expires. The Board, following such election, must meet the requirements of Section IV (D) above. Directors elected to fill vacancies are eligible for election for a full term by CCEC at the expiration of the partial term in which they have served.

Section J. Removal. Any Director other than an ex-officio 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.

Section K. Appointment of CCCC Liaisons. The Board shall appoint at least two (2) and no more than three (3) of its Directors as liaisons to the CCCC Board. This appointment shall be made at the Regular Meeting of Directors in June unless the Chairperson or Co-Chairperson directs otherwise.

## **ARTICLE V. OFFICERS**

Section A. Designation of Officers. The officers (hereinafter "Officers") of CCEC and their job descriptions are as follows:

1. Chairperson of the Board Of Directors
  - (a) Presides at all meetings of the Board;
  - (b) Develops Board meeting agenda;

- (c) Serves as ex-officio, but non-voting, member of all standing 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 (“Walk Venues”) at which Walks will be conducted, e.g., Christ the King Retreat Center (hereinafter “CKRC”);
- (g) Schedules Walks to Emmaus with the proper person at Walk Venues;
- (h) Provides, if applicable, information for CCEC’s newsletter; and
- (i) Appoints a Nominating Committee in September of each year and establishes any ad hoc committees deemed in the best interest of CCEC.

## 2. Co-Chairperson 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.

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

- (e) Provides, if applicable, information for use in the CCEC newsletter;
- (f) Provides copies of documents from CCEC records as needed;
- (g) Receives and distributes CCEC mail to the appropriate persons; and
- (h) Insures that CCEC is on the mailing list of Upper Room Ministries, Nashville, Tennessee, and SWTCEC for updates and supplements on Emmaus and Chrysalis manuals, materials, policies and procedures. Also responsible for forwarding these manuals and materials to all clergy Members.

#### 4. Treasurer

- (a) Collects, distributes and records receipts, deposits and disbursements of CCEC funds;
- (b) Presides at CCEC Board meetings in the absence of the Chairperson, Co-Chairperson and the Secretary;
- (c) Prepares and submits to each Regular Meeting of the Board a “Treasurer’s Report” which report shall include balance of cash on hand and outstanding debt owed by CCEC;
- (d) Provides copies of Treasurer’s Report as needed; and
- (e) Serves as contact person for disbursements to childcare providers, Walk Lay Directors, appropriate Members, scholarships and other entities as instructed by the Board.

#### 5. Co-Treasurer

- (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.

#### 6. Community Spiritual Director (“CSD”)

- (a) Organizes and conducts the Community Gatherings with the Community Lay Director;
- (b) Provides, if applicable, information for use in the CCEC newsletter; and

(c) Implements procedures approved by the Board regarding the worship portion of Community Gathering activities.

#### 7. Community Lay Director (“CLD”)

(a) CCEC expressly opts to separate the functions of the Chairperson of the Board and the Community Lay Director as discussed on page 17 of The Board of Directors, a pamphlet copyrighted by Upper Room Books in 1997, Second Printing: 2005.

(b) The CLD serves as Community Lay Director In Training (“CLDIT”) beginning with his/her election and continuing until the election of officers under Section V(B)(3) below, during which time he/she shall not be a member of the Board unless serving as a Lay Member of the Board. The CLDIT shall assume duties as CLD immediately following the election of officers under Section V(B)(3) below, and shall at that time become a voting, ex-officio member of the Board unless the CLD is already serving as a Lay Member of the Board. The CLD will then continue in his/her regular board term and will not be considered an ex officio member of the Board. If a CLDIT is already a Lay Member of the Board, he/she shall not lose his/her voting rights or membership on the Board during his/her tenure as CLDIT. A CLDIT assists the incumbent Community Lay Director in preparation and training to assume his/her duties as Community Lay Director.

(c) The CLD organizes and conducts the Community Gatherings with the Community Spiritual Director;

(d) The CLD presides at the Regular Meeting of the Members;

(e) The CLD arranges for the “Fourth Day Talk” for Community Gatherings;

(f) The CLD makes arrangements for facilities for Regular Meetings and Special Meetings of the Members;

(g) The CLD makes arrangements for childcare for Regular Meetings of Members;

(h) The CLD provides information, if applicable, for use in the CCEC newsletter; and

(i) The CLD trains the CLDIT.

#### 8. SWTCEC Board Representative (“SWTCEC Board Rep.”)

(a) Attends quarterly meetings of the SWTCEC Board or arranges for an alternate board representative (who must be a Member) to attend the meeting in his/her absence;

- (b) Submits for SWTCEC Board's consideration and approval preferred dates and locations for CCEC's Walks;
- (c) Notifies SWTCEC of Lay Directors, Spiritual Directors and Board Representatives selected by CCEC for its scheduled Walks, at least six (6) months prior to each event;
- (d) Confirms that Lay Directors of Walks and Community Board Representatives serving on Walks complete the training required within 15 months of the scheduled Walk;
- (e) Serves as an ex-officio member of the SWTCEC Board;
- (f) Represents CCEC's opinions and viewpoints to the SWTCEC Board, even over his/her own opinions;
- (g) Acts as liaison between the CCEC Board and the SWTCEC Board;
- (h) Attends monthly Community Gatherings to report actions taken by the SWTCEC Board;
- (i) Writes articles, if applicable, for the CCEC newsletter regarding SWTCEC Board action and provides other pertinent information to CCEC;
- (j) Serves as an ex-officio, non-voting member of the CCEC Board;
- (k) Provides the CCEC Board with copies of the SWTCEC Board agenda as soon as possible prior to the SWTCEC Board quarterly or called meetings;
- (l) Provides the CCEC Board with copies of SWTCEC Board Minutes and Treasurer's Report as soon as possible following a meeting;
- (m) Answers questions from Members regarding matters before the SWTCEC Board; and
- (n) Serves as chairperson of the Team Selection Committee.

## Section B. Selection of Officers.

1. Officer Positions That Must Be Chosen From Incumbent Directors. With the exception of the Community Spiritual Director, Community Lay Director, and the Community/SWTCEC Board Representative officers 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.

3. General Election Of Officers. With the exception of the CLD and the SWTCEC Board Rep, all officers shall be elected by the Board immediately following the Regular Meeting of Members held in May. These officers shall hold office until their replacement is elected or they are removed.

4. Community Lay Director. To the extent practical, the Community Lay Director shall be elected by the Board at least six (6) months prior to the Regular Meeting of Members in May. The person so elected shall serve as a Community-Lay-Director in Training (CLDIT) until the election of officers as provided in Section V(B)(3) above, at which time that elected person shall become the CLD and replace the incumbent CLD.

5. SWTCEC Board Rep. SWTCEC Board Rep shall be elected by the Board at the February Regular Meeting of the Board held immediately prior to the expiration of the term of the incumbent. SWTCEC Board Rep is elected for a three year term beginning on May 31 in the year of election and ending on May 31 three years thereafter. The SWTCEC Board Rep must be available to attend SWTCEC Board meetings. The SWTCEC Board Rep cannot serve for consecutive terms.

Section C. Removal. Officers may be removed from office by an affirmative vote of at least ten (10) Directors, with or without cause, or if there are less than ten (10) sitting Directors, then by a two-thirds (2/3) majority of said sitting Directors.

Section D. Vacancies. Unless otherwise provided for in these Articles And By-laws, the Board shall appoint persons to serve the unexpired term of any vacant officer's position.

## **ARTICLE VI. COMMITTEES**

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

Section B. Standing Committees. Unless the Board passes a resolution to the contrary, CCEC shall be served by the following standing committees of the Board:

1. Community Agape Letter Committee;
2. Supplies Coordinator Committee;
3. Follow-up Activities Committee;
4. Out-of-Town Community Prayer Vigil Committee;
5. Local Community Prayer Vigil Committee;

6. Newsletter Committee;

7. Nominating Committee. The duties of this committee shall include presenting nominees for election to the Board of Directors and such other duties as the Board may reasonably require. This committee will submit its list of potential nominations for Directors at the regular April Board meeting. The committee shall also submit a list of potential nominees for CLD and CSD for the Board's consideration at the October and April regular meetings of the Board, respectively ;

8. Team Selection Committee. This committee shall perform duties set forth in the UR Handbook. There shall be at least one past Walk Lay Director appointed to this committee. The SWTCEC Board Rep shall chair this committee;

9. Concho Country Chrysalis Board of Directors. Subject to the review and approval of its actions by the Board, the Concho Country Chrysalis Board of Directors shall form broad policy of the Concho Country Chrysalis Community; and

10. Scholarship Application and Review Committee. This committee shall receive applications for CCEC Walk scholarships, review and approve the applications in the manner provided by the Board, and perform such other duties as the Board may reasonably require.

Section C . Committee Membership Requirements. The Board shall name a Member(s) to chair each committee; each chairperson must have served on an Emmaus Walk team and be active in a reunion group/accountability group. Any appointed committee chairperson will be an ex-officio, non-voting member of the Board. For a committee chairperson to bring an item for consideration by the Board, the item must be presented to the of the Board at least 24 hours prior to the meeting unless a majority of the attending voting members at the Board meeting waive the requirement. The Chairperson of the Board or such person as he/she designates shall be an ex-officio, non-voting member of all standing committees.

## **ARTICLE VII. CCEC WALKS TO EMMAUS**

Section A. International Emmaus Movement Guidelines. CCEC shall follow the guidelines of the International Emmaus Movement in the formation of the three-day (72 hour) experience, known as "Walk to Emmaus" as set forth in the most current edition of the UR Handbook.

Section B. Board Oversight. The Board shall have general oversight in all matters relating to CCEC's Walks. 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 Walk.

Section C. Selection of Walk Lay Directors. The Board shall select Lay Directors for CCEC Walks. The Chairperson shall (1) contact the recommended Lay Director to ascertain his/her willingness to accept the assignment and (2) notify the chairperson of the Team Selection Committee of the LD's

acceptance. To the extent practical, Walk Lay Directors shall be approved at least twelve months in advance.

Section D. Selection of Walk Spiritual Directors. The Board, after consultation with the Community Spiritual Director and the Lay Director of the applicable Walk, shall select Spiritual Directors for CCEC Walks. The Chairperson shall (1) contact the recommended Spiritual Director to ascertain his/her willingness to accept the assignment and (2) notify the SWTCEC Board Rep. in his/her capacity as chairperson of the Nominating Committee of the SD's acceptance. To the extent practical, Walk Spiritual Directors shall be approved at least twelve months in advance. Spiritual Directors and Assistant Spiritual Directors shall be clergy who (1) meet the requirements of SWTCEC for such positions and (2) are currently serving local churches.

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

1. The Walk Lay Director shall, at a minimum, have served once as a Table Leader and once as an Assistant Table Leader on a Walk; served at least twice as an Assistant Lay Director on a Walk; served at least one time on a Weekend Support Team for an entire Walk weekend; and must have given at least two different Walk talks. Walk Spiritual Directors shall have participated as a member of a clergy team on at least two (2) Emmaus Weekends, Chrysalis Journeys and/or Chrysalis Flights, and shall have given at least two talks on an Emmaus Weekend, Chrysalis Journey or Chrysalis Flight.
2. Walk Lay Directors should be actively involved in their church, a reunion group/accountability group, and Community Gatherings whenever possible.
3. Walk Lay Directors and Walk Spiritual Directors shall be willing to conduct the Walk 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 Emmaus publications.
4. Walk Lay Directors and Walk Spiritual Directors shall be committed to the task of directing a Walk and eager to organize, carry out, and successfully complete the weekend.
5. CCEC should strive to limit the service of Walk Spiritual Directors and Assistant Walk Spiritual Directors to no more than two (2) Weekend Emmaus 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 CCEC, 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 CCEC.

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 CCEC. This petition must specify with particularity the reasons for dissolution, a proposed payment of liabilities of CCEC, and a proposed distribution of remaining assets upon winding up of CCEC. 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 Members of CCEC regarding whether the petition to dissolve should be approved. Notice ("Members' Notice") of the petition, and the Board's recommendations shall be given to the Members by (a) posting on the CCEC web-page 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 CCEC to the Members. This recommendation shall set forth with particularity the reasons for dissolution, a proposed payment of liabilities of CCEC and a proposed distribution of remaining assets upon winding up CCEC. Notice (“Members’ Notice”) of the resolution shall be given to the Members by (1) posting on the CCEC web-page 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 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 XII(A)(1) or Subparagraph XII(A)(2), CCEC 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 CCEC, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of CCEC, dispose of all the assets of CCEC 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 CCEC is located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which 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 CCEC.

Approved by the Members of CCEC on August 3, 2010, to become effective on August 3, 2010.

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Chairperson of the Board

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Secretary of CCEC