

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

PREAMBLE

These Second Restated Articles Of Association and By-laws of Concho Country Emmaus Community (“Articles and By-laws”) have been adopted by its members in full and complete substitution of the initial “2003 Articles and By-laws” effective July 1, 2003, as amended November 2, 2004 and “First Restated Article and By-laws” which were adopted effective August 3, 2010 following a five-year review initiated in September, 2008. These Second Restated Articles and By-laws were adopted following the five-year review process required by Section VIII (A) of the First Restated Articles and By-laws effective August 3, 2010.

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. CCEC shall be organized, exclusively for religious purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section C. Affiliations. CCEC is affiliated with the International Emmaus Program of Upper Room Ministries (“Upper Room”), Nashville, Tennessee. In these by-laws, the term “community” may have the same meaning as “fourth day”.

ARTICLE II. PURPOSE OF THE ORGANIZATION

The purpose 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, Journey to the Table, and Face to Face experiences. CCEC will utilize and follow 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. (2) Integrate returning pilgrims from a 3-day weekend into active participation in their local churches, into reunion groups, and into fourth 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 CCEC are members (hereinafter “members”) of CCEC.

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 CCEC 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 C. Voting Rights of Members. All persons who meet the qualifications set forth in Section III (A) and (B) above are members of CCEC. However, to acquire voting rights in the event any matter is submitted to the CCEC as a whole for a vote, 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.

ARTICLE IV. BOARD OF DIRECTORS

Section A. Purpose of the Board. The governance and direction of CCEC 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 CCEC's Emmaus Walks and Chrysalis Flights, subject to the provisions of the Upper Room rules and policies. The board shall have the rights and obligation of Directors of CCEC as provided in these Articles and By-Laws.

Section B. Composition of the Board of Directors. The board will consist of the following Directors: twelve (12) lay members ("lay members") as voting members; three (3) clergy ("clergy") as voting members, one (1) Community Lay Director ("CLD") as a voting member; one or two (1-2) liaisons appointed by the Concho Country Chrysalis Community ("CCCC")(only one of whom shall be a voting member); one (1) Community Board Representative as a voting member; and one (1) Registrar as a voting member.

Section C. Terms of Office.

- 1.) Lay members shall serve 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. Lay members must be non-clergy and members of CCEC and cannot succeed themselves in consecutive terms.
- 2.) Clergy members shall serve a two year term. The Community Spiritual Director (CSD) will be one of the three clergy on the board and serve a one year term.
- 3.) The Community Lay Director (CLD) shall serve a one year term as CLD and prior to assuming the role of CLD will serve as Community Lay-Director in Training (CLDIT). 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. The CLD shall serve a one-year term from June 1 until May 31.
- 4.) The Community Board Representative (CBR) must be a member of CCEC and is elected for a four year term beginning on June 1 and ending on May 31, four years thereafter. The CBR cannot serve for consecutive terms to give all an opportunity to serve. Due to the overwhelming responsibility of this position this position may require an additional person to assist the CBR, which would require board approval, and that person would become a member of the board and would be a voting member also.

5.) The immediate past Chairperson of the Board shall serve for one additional year as a 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, If serving for a fourth year, he/she shall be a voting member as an ex-officio Director.

6.) Unless otherwise provided, the term of office for lay members and clergy members shall begin immediately upon their election in May and shall terminate upon the election of their successor.

Section D. Election of Board Members.

1.) Lay Members. Four lay members shall be elected by the Board of Directors at the regular May meeting of the board each year. The nominating committee shall prepare and present to the board no later than the regular April 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 CCEC at least 30 days prior to the April board meeting. The board shall, upon consideration of the potential nominees and any nominations by any of the Directors, elect four (4) lay members to replace the outgoing lay members.

2.) Clergy Members. Clergy members, including the CSD, to be eligible for nomination must meet the qualifications as defined in the UR Handbook and must be members of CCEC. Clergy members and the CSD shall be nominated and elected in May by the board in the same manner and at the same time as lay members, except that all three are elected.

3.) Community Lay Director. To the extent practical, the CLD shall be elected by the board at least six (6) months prior to the regular meeting of members in May from nominations submitted by the nominating committee, other board members, and the existing CLD. The person so elected shall serve as a Community Lay Director in Training (CLDIT) until June 1, at which time that elected person shall become the CLD and replace the incumbent CLD.

4.) The Community Board Representative. The CBR shall be elected by the board at the regular meeting of the board in February of the year the term of the incumbents terminates.

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 CCEC, 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 CCEC 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 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.

Section I. Regular Board Meetings. The board shall meet on the first Tuesday of every month, at least one hour preceding the CCEC fourth day gathering. Meetings shall take place in the same facility where the fourth day gathering will be held.

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 CCEC 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 by-laws.

Section L. Newsletter/Website. The board may approve a newsletter, website, or other social media for CCEC. If a newsletter, website, or other social media site is maintained for CCEC, 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 board has general oversight in all matters relating to CCEC, including monthly fourth day gatherings, and for nominating and electing a CLD and a CSD to preside over such gatherings. Fourth day gatherings will follow the guidelines as set out by the Upper Room Handbook.

Section N. Chrysalis Board of Directors. The CCEC 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 board policy for the Concho Country Chrysalis Community.

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 (“Chairperson”)

- (a) Presides at all meetings of the board;
- (b) Develops board meeting agenda;
- (c) Serves as ex-officio, voting member of all committees;
- (d) Serves as an ex-officio, voting member 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/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.

2. Chairperson-elect of the Board of Directors

- (a) Presides at the meetings of the board in the event the Chairperson is unable or not willing 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 May election, or unless he/she provides notice at the May 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 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 and/or CCEC website;

(f) Provides copies of documents from CCEC records as needed; and

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 quarterly to 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;

(f) Receives applications for CCEC 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

(g) Receives and distributes CCEC mail to the appropriate persons.

(h) Two (2) approved signatures are required for all checks over \$500.00.

5. Treasurer-Elect

(a) Performs the functions and duties of the treasurer in the event he/she 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 May election, or unless he/she provides notice at the May 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.

6. Community Spiritual Director (“CSD”)

(a) Organizes and conducts the fourth day gatherings with the CLD;

(b) Provides, if applicable, information for use in the CCEC newsletter and/or CCEC website or social media site; and

(c) Implements procedures approved by the board regarding the worship portion of fourth day gathering activities.

7. Community Lay Director (“CLD”)

(a) CCEC expressly opts to separate the functions of the Chairperson of the Board and the CLD as discussed on page 17 of The Board of Directors, a pamphlet copyrighted by Upper Room Books in 1997, Fourth Printing: 2010. As such, the CLD will not serve as Chairperson.

(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(C) 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(C) 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. In his/her regular board term and will not be considered an ex. The CLD will then continue 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 CLD in preparation and training to assume his/her duties as CLD.

(c) The CLD/CSD organizes and conducts the fourth day gatherings except in the month of July as Chrysalis leads this gathering, and Chrysalis collects the offering in July and August.

(d) The CLD presides at the fourth day gathering;

(e) The CLD arranges for the “fourth day talk” and music team for fourth day gatherings;

(f) The CLD works with the Chairperson to make arrangements for facilities for any meetings of all the members;

(g) The CLD makes arrangements for childcare for fourth day gatherings;

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

(i) The CLD trains the CLDIT.

8. Community Board Representative (“CBR”)

(a) Submits for board’s consideration and approval, preferred dates and locations for CCEC’s Walks; (Christ the King Retreat Center)

(b) Schedules and oversees local Upper Room Leadership Development Events, (LDE), lay director training, local board representative training, community board representative training, and walk support training.

(c) Confirms that lay directors of Walks, board representatives, and walk support team coordinators serving on Walks complete the training required within 15 months of the scheduled Walk;

(d) Represents opinions and viewpoints to the CCEC board, even over his/her own opinions;

(e) May write articles, if applicable, for the CCEC newsletter, website, or social media site.

(f) Serves as chairperson of the team selection committee;

(g) Insures that CCEC is on the mailing list of Upper Room Ministries, Nashville, Tennessee for updates and supplements on Emmaus and Chrysalis manuals, materials, policies and procedures. Also is responsible for forwarding these manuals and materials to all clergy members.

9. Registrar

(a) The Registrar's term in office will be a three year term, beginning in January, and ending in December of same year.

(b) In July of the final year, (or before) a registrar in training shall be appointed by the board of directors in order to take over in December from the outgoing registrar.

(c) The registrar shall be responsible for receiving all application for CCEC walks and approvals of same applications received from the Treasurer in the manner required by the board. The registrar shall review all applications to insure they are complete and bear all required signatures and fees are collected.

(d) In the event an application is incomplete and does not bear the required signatures or all fees are not collected at the time the application is received, the registrar shall contact the lay director to correct such deficiencies in the application, and will not be considered for the walk until all above is corrected.

(e) The registrar may receive application fees, but shall upon receipt, immediately submit same to the Treasurer.

(f) The registrar shall also apprise the lay director and community board representative of pilgrims attending the walk and updates to same.

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 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.

Section C. Election of Officers. With the exception of the CLD and the CBR, all officers, including Chairperson and Co-Chairperson, shall be elected by the board in May after the regular

board meeting in May is adjourned. The newly elected board including the existing Chairperson, will reconvene after the fourth day gathering of members in May (or immediately after the regular May meeting if there is not a fourth day gathering that evening) and elect a new Chairperson. Once elected, the new Chairperson will preside and all other officers will be elected by the newly elected board. These officers shall 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 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 will create the following as standing committees of the board and all will be appointed by the Chairperson:

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, CLD, CSD, LD, CBR, Board Representatives, and such other duties as the board may reasonably require. This committee will submit its list of potential nominations for Directors and CSD at the regular April board meeting. The committee shall also submit a list of potential nominees for CLD for the board's consideration at the November regular meeting of the board. Nominees for Walk LD and SD are needed at least 18 months in advance, and nominees for CBR are needed every three (3) years in December.

2. Team Selection Committee. This committee shall be broken into a women's team selection committee and a men's team selection committee and will perform duties set forth in the UR Handbook. This committee will be appointed in August by the Chairperson. It will meet as needed to select team members for Walks for the next year. It will not select LD's, SD's, or board representatives. The Chairperson, with input from the board, will appoint members to this committee. The CBR shall chair this committee. The SD, the LD for the team being chosen, and his/her board representative will also be members of the committee. The remaining members of the women's team selection committee will consist of women members and the remaining members of the men's team selection committee will consist of men. Each committee shall also consist of three or four non-board members (lay directors and prior board members from past years are eligible) who have a broad awareness of the Emmaus fourth day membership and a solid

understanding of team needs.

3. Fourth Day Gathering Committee—This committee is chaired by the CLD and members are selected by the CLD. The committee assists the CLD with music, speakers, sound system, overhead presenter, lyrics to songs, etc. for gatherings.
4. Group Reunion Committee—This committee encourages new pilgrims and members to join reunion groups, and helps members find reunion groups.
5. Database Committee—This committee maintains a database of all persons who have attended a Walk and updates the database after each Walk to reflect pertinent data for each pilgrim who attended the Walk and updates team member participation.
6. Progressive Servanthood Committee—This committee is appointed by the Chairperson and 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. Upon completion of the process of being qualified for lay director, then this committee provides recommendations to the nominating committee for possible lay directors.
7. Communication Committee—This committee sends out reminders of future meetings to the members of CCEC by email, facebook, and on the CCEC website.
8. Executive Committee----The committee shall meet at the discretion of the Chairperson and shall be comprised of the Chairperson, Past Chairperson, Chairperson – Elect, Secretary, Treasurer, Community Board Representative, Community Spiritual Director, and the Registrar. The primary function of this committee is to discuss any items prior to the board of director’s regular monthly meeting.

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. In addition, the SD, Board rep, and LD for a particular Walk, shall complete all required training provided by Upper Room, and CCEC. This ensures a proven format and a common experience that should be trustworthy from weekend to weekend wherever Emmaus is being offered.

Section B. Board Oversight. The board shall have general oversight in all matters relating to CCEC’s Walks and 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 Walk and Chrysalis Flight.

Section C. Selection of Walk Lay Directors. The board shall select lay directors for CCEC Walks 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 walk. The Chairperson shall (1) contact the recommended lay director to ascertain his/her willingness to accept the assignment and (2) notify the CBR 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 CSD, after consultation with the Chairperson, will provide the lay director for a future walk, a list of eligible clergy from which to select a Walk Spiritual Director. This list is from the website database entitled "Eligible Walk 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 CBR of the SD's acceptance. To the extent practical, Walk Spiritual Directors shall be approved by the board at least twelve months in advance. The Walk Spiritual Director, once approved, will select the Assistant Spiritual Directors for the walk from an approved list provided to him/her from the CSD from the website 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 Chairperson and CBR at that time for board approval.

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 walk support team for an entire Walk weekend; and must have given at least two different Emmaus talks. Walk 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. Walk Lay Directors should be actively involved in their church, a reunion group/accountability group, and fourth day 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 Walks, Journey to the Tables, Chrysalis Flights and/or Face-to-Face Encounters experiences per year.

Section F: Board Member and CSD Service on a Conference Room Team. A board member serving on the conference room team in a capacity other than board representative is not

forbidden, but such service should be rare and not normal practice. The Community Spiritual Director may serve on a CRT, when needed. A board member is not prohibited from serving on the WST.

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 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 $\frac{2}{3}$ 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 (a) posting on the CCEC 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), CCEC shall be dissolved upon an affirmative vote for dissolution by two-thirds ($\frac{2}{3}$) 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, 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 CCEC.

Approved by the Board on October 4, 2016 and presented to the Members of CCEC and approved on November 1, 2016, to become effective on November 1, 2016.

Chairperson of the Board

Secretary of CCEC