

BY-LAWS OF BLUE RIDGE EMMAUS  
(Restated August 2007)

ARTICLE I  
NAME

This organization is named BLUE RIDGE EMMAUS.

ARTICLE II  
PURPOSES

The purposes for which the Corporation is organized are as stated in its Corporate Charter, and in particular, its purposes and objectives are as follows:

a) To inspire, challenge and equip local church members and youth for Christian action in their homes, schools, churches and places of work.

b) Notwithstanding any other provisions of these Articles, the purposes for which the Corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501 (c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law.

c) The Corporation is irrevocably dedicated to and operated exclusively for nonprofit purposes; no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual.

ARTICLE III  
DIRECTORS

Section 1. MANAGEMENT. The business and property of the Corporation shall be managed and controlled by the Board of Directors. Such management and control shall include the determination of all policies governing the conduct of the Corporation.

Section 2. ELECTION AND TENURE OF THE BOARD OF DIRECTORS.

2.1 The number of directors will be no less than fifteen, but may be expanded as the need arises by vote of the Board. Any person who is a member of Blue Ridge Emmaus is eligible to be elected to serve as director on the Board.

2.2 Directors will serve a three year term. Terms will be staggered so that approximately one-third of the directors will rotate off the Board annually.

2.3 When a vacancy occurs on the Board of Directors, whether by resignation or otherwise, the vacancies shall be filled by election of the remaining members of the Board of Directors. A vacancy created by the expiration of a term by a previous director shall be filled by election as set out in Article IV. All newly elected Directors shall serve a three year term if the

vacancy arose as a result of the expiration of a previous Director's term of office; if the vacancy arose otherwise, such newly elected Director shall serve for the remainder of that person's term with respect to whom the vacancy occurred.

2.4 Upon the expiration of the term of a Director, a period of one year must pass before that person may be reconsidered for service on the Board of Directors. In the event a Director was elected by the Board to fill a vacancy mid-term, such Director shall be eligible to run for election to the Board for the term immediately following the completion of the term to which he/she was appointed, provided his/her service has been for less than 2 (two) years. The one exception to the rule would be the prior Chairperson will serve as Member at Large (ex-officio) the year immediately after completion of his/her Chairpersonship.

2.5 Persons who occupy the offices of Vice Chairperson and Chairperson shall be allowed to extend their term as Director beyond the ordinary three year term; provided, however, that such extension shall be for no more than one year for each office.

### Section 3. MEETINGS OF THE BOARD AND MEETING PLACE.

3.1 The Directors may hold their meetings at any place as they may determine.

3.2 Regular meetings of the Board shall be held at least once each quarter of the calendar year. Special meetings may be called by the Chairman or any six members of the Board acting in concert.

3.3 The annual meeting of the Board shall take place in the fourth quarter of each calendar year.

3.4 a. The Chairperson will announce the schedule of meetings for the year and publish them in the earliest newsletter.

b. Notice of special meetings will be given at least seven days prior to the date of the meeting.

3.5 QUORUM. At meetings of the Board, where policy of the Corporation is to be determined, the presence of not less than 51% (fifty-one percent) of the Directors shall constitute a quorum. The act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, excepting as may otherwise be specifically provided by these by-laws.

## ARTICLE IV OFFICERS

Section 1. COMPOSITION. The officers of this Corporation shall be: Chairperson, Vice-Chairperson, Secretary and Treasurer. In addition, the Board of Directors may elect an assistant secretary, assistant treasurer and one of more vice chairpersons.

Section 2. ELECTION. All officers of the Corporation shall be elected annually by the Board of Directors at its Annual Meeting and shall hold office for a term of one year, or until their successors are duly elected.

Section 3. DUTIES OF OFFICERS.

3.1 CHAIRPERSON.

a. The Chairperson shall be the chief administrative officer of the Corporation and shall serve at the pleasure of the Board of Directors. The Chairperson shall preside at all meetings of the Board of Directors.

b. The Chairperson shall execute the policies and decisions of the Board of Directors; shall originate and plan activities for approval of the Board; shall direct and supervise the development and operation of program activities of the Corporation.

c. The Chairperson shall recommend for Board approval the employment and discharge of any staff personnel. The Chairperson shall supervise such staff personnel and volunteers as is necessary to the performance of the program activities; shall solicit the assistance of persons and organizations to further the work of the organizations; shall represent the Corporation in its relations with other organizations; shall interpret the Corporation and its activities to the general public and to interested agencies and individuals; shall undertake such training and research which will accrue to the benefit of the Corporation and its work; and shall provide continuous evaluation of the administration of the Corporation.

3.2 VICE-CHAIRPERSON.

The Vice-Chairperson shall act in the Chairperson's stead when the Chairperson is unable to act, and shall also chair the Nomination Committee.

3.3 TREASURER.

The Treasurer shall collect, receive and disburse funds of the Corporation, collect and endorse all checks and negotiable instruments, prepare and present budgets for approval of the Board of Directors and keep full an accurate account of all the receipts and disbursements of the Corporation; subject at all times to the review by and control of the Board of Directors.

3.4 SECRETARY.

The Secretary shall maintain the books and records of the Corporation, except as they have been vested to other officers, shall present reports to the Board of Directors on the progress of the Corporation and shall perform such duties as are incident to that office or as required by the Board of Directors. The Assistant Secretary shall perform such functions as may be delegated by the Board of Directors and shall act in the absence of the secretary.

ARTICLE V  
MEMBERSHIP

Section 1. GENERAL.

1.1 For the purpose of this document, a “member” is defined as a person whose name is on the roster of active members of Blue Ridge Emmaus, which includes those who have been on a Walk and transferred from another community.

1.2 Members’ rights are limited to voting rights in the election of the Board of Directors, and any other rights as set forth in Section 1.3 of Article V.

1.3 Members shall be placed on mailing lists for general information purposes and be entitled to attend general receptions and programs sponsored by the Corporation.

1.4 Members are permitted to attend and/or be placed on agenda for discussion with the Board of Directors by the approval of the Chairperson.

ARTICLE VI  
MISCELLANEOUS

Section 1. CONTRACTS AND OTHER OFFICIAL DOCUMENTS.

The Board of Directors may authorize any officer, member or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to the specific instance; unless so authorized by the Board of Directors, no officer, agent of employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable for any purpose or for any amount.

Section 2. PERIOD OF ACCOUNTING AND REPORTING.

The fiscal year of the Corporation shall be from July 1<sup>st</sup> to the following June 30<sup>th</sup>. Records will be kept and reports made at the next meeting of the Board of Directors after the end of the fiscal year.

Section 3. PROHIBITION AGAINST SHARING IN CORPORATE EARNINGS OR ASSETS.

3.1 No director, officer or employee of or member of or any person connected with the Corporation, or any other private individual shall receive at any time any of the net earnings or pecuniary profit from the operations of the Corporation, provided that this shall not prevent the payment of such reasonable compensation to any such person for professional services rendered to or for the Corporation, in effecting any of its purposes as shall be fixed by the Board of Directors; but no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation.

3.2 All directors and officers of the Corporation shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the assets of the Corporation then remaining in the hands of the Board of Directors shall be distributed, transferred, conveyed, delivered and paid over, upon such terms and conditions and in such amounts and proportions as the Board of Directors may impose and determine, to one or more organizations which themselves are exempt as organizations described in Section 501 (c)(3) and 170 [c](2) of the Internal Revenue Code, or similar successor statute.

#### Section 4. AMMENDMENTS.

The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of the Corporation by affirmative two-thirds vote of the Board, provided, that the action is proposed at a regular or special meeting of the Board and adopted at a subsequent meeting, except as otherwise provided by law.

### ARTICLE VII INDEMNIFICATION

Any person who at any time serves or has served as a director, officer, employee or agent of the Corporation shall have the right to be indemnified by the Corporation to the fullest extent permitted by the North Carolina General Statutes, Section 55A, Section 17.7m 17.2 and 17.3, (as such statutes are constituted at the time of the adoption by these by-laws) against (a) reasonable expenses, including but not limited to, attorney's fees, actually and necessarily incurred by him or her in connection with the defense of any threatened, pending or completed action, suit, or proceeding, in which he or she is made a party by reason of being or having been such officer, director, employee or agent and (b) reasonable payments made by him or her in satisfaction of any judgment, money decree, fine, penalty or settlement for which he or she may become liable in any such action, suit or proceeding, provided that this right to be indemnified by the Corporation shall in no event exceed that portion of the reasonable expenses and reasonable payments which is excess of any and all available insurance proceeds.

The Board of Directors shall take all such actions that may be necessary and appropriate to authorize the Corporation to pay the indemnification required by the Article, including, without limitation, to the extent needed, making a good faith evaluation of the manner in which the claimant for indemnity acted and of the reasonable amount of indemnity due to him or her.

Any person who at any time after the adoption of the section serves in any of the aforesaid capacities for or on behalf of the Corporation shall be deemed to be dealing or to have done so in reliance upon, and in consideration for, the right of indemnification provided herein. Such rights shall inure to the benefit of the legal representatives of any such person and shall not be exclusive of any other rights to which such person may be entitled apart for the provisions of this section, or any by-law agreement, vote of Directors or otherwise.