

BYLAWS
OF
GREATER INDIANAPOLIS AREA EMMAUS COMMUNITY, INC.

ARTICLE 1
OFFICES

SECTION 1. PRINCIPAL OFFICE

The principal office of the corporation is located in Marion County, State of Indiana.

SECTION 2. CHANGE OF ADDRESS

The designation of the county or state of the corporation's principal office may be changed by amendment of these bylaws. The board of directors may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

_____ Dated: _____, 2_____
_____ Dated: _____, 2_____
_____ Dated: _____, 2_____

SECTION 3. OTHER OFFICES

The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

ARTICLE 2
NONPROFIT PURPOSES

SECTION 1. IRC SECTION 501(c)3 PURPOSES

This corporation is organized exclusively for one or more of the purposes as specified in Section 501(c)3 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)3 of the Internal Revenue Code.

SECTION 2. SPECIFIC OBJECTIVES AND PURPOSES

The name of this Community shall be the Greater Indianapolis Area Emmaus Community, Inc., hereinafter referred to as the community.

The organization is being established as an Internal Revenue Code 501(c)3 public charity. The purpose of the Community shall be to inspire, challenge, and equip church members for Christian action in their homes, churches, places of work, and the world community through The Walk To Emmaus experience.

This Community is in a covenant relationship with The Upper Room Ministry of the United Methodist Church, Nashville, Tennessee.

ARTICLE 3

DIRECTORS

SECTION 1. NUMBER

The corporation shall have fifteen (15) directors and collectively they shall be known as the Board of Directors. The Board shall consist of fifteen (15) elected members of the Community, a Community Spiritual Director (who may be an elected member), and ex officio members. Of the 15 elected members, at least three but no more than five will be clergy members. The remaining members shall be lay members.

SECTION 2. QUALIFICATIONS

Directors shall be members of the organization. Directors must have attended or shall attend a Community Lay Director training session during their first year term of office. Should a Director fail to meet this requirement due to unique circumstances, the Board has discretion to allow additional time to meet this qualification, otherwise the Director shall automatically vacate his position.

A Director shall automatically vacate his position if such Director is absent three (3) consecutive meetings without prior excuse being given to the President.

SECTION 3. POWERS

Subject to the provisions of the laws of this State and any limitations in the Articles of Incorporation and these Bylaws relating to action required or permitted to be taken or approved by the members, if any, of this corporation, the activities and affairs of this corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

SECTION 4. DUTIES

It shall be the duty of the directors to:

1. (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
2. (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the corporation;
3. (c) Supervise all officers, agents and employees of the corporation to assure that their duties are performed properly;
4. (d) Meet at such times and places as required by these bylaws;
5. (e) Register their addresses with the Secretary of the corporation, and notices of meetings mailed, emailed or faxed to them at such addresses shall be valid notices thereof.

SECTION 5. TERM OF OFFICE

All elected Directors on the Board, except for the Community Spiritual Director, shall be elected by Community members in three (3) classes of five (5) persons each for a three (3) year term.

(a) Elected board members cannot serve two (2) consecutive elected three-year terms.

(b) Terms of office shall begin January 1st and shall terminate December 31st.

SECTION 6. COMPENSATION

Directors shall serve without compensation except that a reasonable fee may be paid to directors for attending regular and special meetings of the board. In addition, they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their duties.

SECTION 7. PLACE OF MEETINGS

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such other place as may be designated from time to time by approval of the Board of Directors.

SECTION 8. REGULAR MEETINGS

Regular meetings of Directors shall be held bimonthly in January, March, May, July, September, and November, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hour and place on the next business day.

At the October Gathering Directors shall be elected by the members. Nominations procedures will be prescribed in writing as a standing rule of the Board. Elections shall be determined by a plurality of votes actually cast.

SECTION 9. SPECIAL MEETINGS

Special Board meetings may be called by the Chairperson upon his own initiative or when requested in writing by eight (8) elected members of the Board.

SECTION 10. NOTICE OF MEETINGS

Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice for meetings of the Board of Directors:

Regular Meetings, No notice need be given of any regular meeting of the Board of Directors.

Special Meetings, At least one week's prior notice shall be given by the Secretary of the corporation to each director of each special meeting of the board. Such notice may be oral or written, may be given personally, by first class mail, by telephone, or by facsimile machine, and shall state the place, date and time of the meeting, and the matters proposed to be acted upon at the meeting. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within twenty-four hours of the first facsimile transmission.

Waiver of Notice, Whenever any notice of a meeting is required to be given to any director of this corporation under provisions of the Articles of Incorporation, these Bylaws, or the law of this State, a waiver of notice in writing signed by the director, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

SECTION 11. QUORUM FOR MEETINGS

Eight (8) elected members of the Board present at a duly called meeting shall constitute a quorum.

Except as otherwise provided under the Articles of Incorporation, these Bylaws, or provisions of law, no business shall be considered by the board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.

SECTION 12. MAJORITY ACTION AS BOARD ACTION

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of

Incorporation, these Bylaws, or provisions of law require a greater percentage or different voting rules for approval of a matter by the board.

SECTION 13. CONFLICT OF INTEREST POLICY

Any director, officer, or key employee who has an interest in a contract or other transaction presented to the Board or a committee thereof for authorization, approval, or ratification shall make a prompt and full disclosure of his/her interest to the Board or committee prior to its acting on such contract or transaction. Such disclosure shall include any relevant and material facts known to such person about the contract or transaction which might reasonably be construed to be adverse to the corporation's interest.

If a conflict is deemed to exist, such person shall not vote on, nor use his or her personal influence on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to such contract or transaction. Such person may be counted in determining whether a quorum is present but may not be counted when the Board or Directors/Trustees or committee of the Board takes action on the transaction. The minutes of the meeting shall reflect the disclosure made, the vote thereon, the abstention from voting and participation, and whether a quorum was present.

SECTION 14. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President, Secretary, or Treasurer in that order.

SECTION 15. VACANCIES

Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Office of the Attorney General or other appropriate agency of this State.

Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this State. A majority vote of all elected directors is required for removal.

The Board may appoint persons upon nomination by elected Board members to fill vacancies on the Board for the remainder of the term so vacated. Such persons are eligible for nomination to the Board from the Community after completion of their appointed terms for one (1) additional consecutive term.

Unless otherwise prohibited by the Articles of Incorporation, these Bylaws or provisions of law, vacancies on the board may be filled by approval of the Board of Directors. If the number of directors then in office is less than a quorum, a vacancy on the board may be filled by approval of a majority of the directors then in office. A person elected to fill a vacancy on the board shall hold office until the earlier of the next election of the Board of Directors or until his or her death, resignation or removal from office.

SECTION 16. NON-LIABILITY OF DIRECTORS

The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

The directors and officers of the corporation shall be indemnified by the corporation to the fullest extent permissible under the laws of this State.

SECTION 18. INSURANCE FOR CORPORATE AGENTS

Except as may be otherwise provided under provisions of law, the Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the Articles of Incorporation, these Bylaws or provisions of law.

ARTICLE 4

OFFICERS

SECTION 1. DESIGNATION OF OFFICERS

The officers of the corporation shall be an elected President, who shall also serve as the Lay Director of the Community; Immediate Past President, who shall also serve as Chairperson of the Board of Directors; Vice-President, who shall also serve as Assistant Community Lay Director; Secretary; Treasurer; and the Community Spiritual Director.

The Vice President must be eligible to serve an additional year on the Board and serve as the President if elected to that post. Officers can accept responsibility of work areas in addition to their elected position on the Board.

SECTION 2. QUALIFICATIONS

Any member may serve as a director of this corporation. Any elected board member may serve as an officer of this corporation.

SECTION 3. ELECTION AND TERM OF OFFICE

Officers shall be elected annually by the elected members of the Board for a one (1) calendar year term of office; with the exception of the two year requirement for the office of President. The election of officers for the following year shall take place at the last Board meeting of the current year.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract, which has been approved or ratified by the Board of Directors relating to the employment of any officer of the corporation.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the board may or may not be filled as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall be the chief executive officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Assistant Chairperson of the Board of Directors, the President shall preside at all meetings of the Board of Directors in the absence of the Chairperson of the Board of Directors; at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have

other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

Certify and keep, at the principal office of the corporation or at such other place as the board may determine, the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep, at the principal office of the corporation or at such other place as the board may determine, a book of minutes of all meetings of the directors and, if applicable, meetings of committees of directors and of members, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and affix the seal, as authorized by law or the provisions of these Bylaws, to duly executed documents of the corporation. The Board of Directors may designate other board member(s) to maintain an archive of corporate records.

Keep at the principal office of the corporation or at such other place as the board may determine a membership book containing the name and address of each and any members and, in the case where any membership has been terminated, he or she shall record such fact in the membership book, together with the date on which such membership ceased.

Exhibit at all reasonable times, to any director of the corporation, or to his or her agent or attorney, upon request therefore, the Bylaws, the membership book, and the minutes of the proceedings of the directors of the corporation. If not all documents are in possession of the Secretary at the time of the request, the Secretary will make necessary arrangements for the requesting party to review such documents.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the corporation, or to his or her agent or attorney, on request therefore.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

SECTION 10. COMMUNITY SPIRITUAL DIRECTOR

The Community Spiritual Director shall be elected annually by the elected members of the Board. This person shall be an ordained clergy person with Sacramental privileges granted by their particular church denomination. This person may be an elected Board member. The term of office shall be one (1) year beginning January 1. This person shall have full Board member and voting privileges. The Community Spiritual Director cannot serve more than three (3) consecutive one (1) year terms.

ARTICLE 5

COMMITTEES

SECTION 1. EXECUTIVE COMMITTEE

The Board of Directors may, by a majority vote of its members, designate an Executive Committee consisting of the officers and may delegate to such committee the powers and authority of the board in the management of the business and affairs of the corporation, to the extent permitted, and except as may otherwise be provided, by provisions of law.

By a majority vote of its members, the board may, at any time, revoke or modify any or all of the Executive Committee's authority so delegated, increase or decrease, but not below two (2) the number of the members of the Executive Committee, and fill vacancies on the Executive Committee from the members of the board. The Executive Committee shall keep regular minutes

of its proceedings, cause them to be filled with the corporate records, and report the same to the board from time to time as the board may require.

SECTION 2. OTHER COMMITTEES

The corporation shall have such other committees as may, from time to time, be designated by resolution of the Board of Directors. These committees may consist of persons who are not also members of the board and shall act in an advisory capacity to the board.

(a) EX OFFICIO BOARD MEMBERS: The elected members of the Board shall appoint persons to chair committees and serve as work area coordinators, and such ex officio members shall have full board member privileges, except as indicated in Article 4 Section 3 and the appointment or dismissal of ex officio members.

(b) STANDING COMMITTEES: The elected members of the Board shall appoint elected Board members or Community members (ex officio members) to chair the following committees / work areas:

- a. Gatherings (Board Vice Chairperson)
- b. Sponsors Hour / Candlelight (Community Spiritual Director)
- c. Facility Set-up / Clean-up (Walk Team)
- d.
- e. Kitchen Coordinator
- f. Agape Acts
 - i. Community
 - ii. Walk
- g. 72 Hour Prayer Vigil (Walk Lay Director / Board)
- h. Group Reunions / Follow-up
- i. Quartermaster – Supplies / Literature Procurement / Trailer Team Selection
- j. Team Training
- k. Newsletter Editor
- l. Music / Entertainment
- m. Mailing List Coordinator
- n. Men's Book Buyer
- o. Women's Book Buyer
- p. Chrysalis
- q. Camp Coordinator / Walk Dates (Community Lay Director)
- r. Camp Closure & Checklist (elected Board member)

(c) Ad hoc committees may be named as deemed necessary by the Board with the committee chairperson and members appointed by the President. The President may be an ex officio

SECTION 3. MEETINGS AND ACTION OF COMMITTEES

Meetings and action of committees shall be governed by, noticed, held and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such

changes in the context of such Bylaw provisions as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the Board of Directors or by the committee. The Board of Directors may

Representative) also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

SECTION 4. WALK TO EMMAUS WEEKEND EXPERIENCE

(a) **GUIDELINES:** The Community shall follow the guidelines of the Upper Room in the formation of the three-day (72 hour) experience “Walk to Emmaus”. The Board shall make these guidelines available for review.

(b) **OVERSIGHT:** The Board shall have general oversight and direction in all matters relating to each *Greater Indianapolis Area Emmaus Community Weekend Experience*.

(c) **LAY DIRECTOR:** The Community President with recommendations by the Board of Directors shall appoint a Lay Director for each Community Walk to Emmaus weekend. Such persons are required to attend a *Lay Director Training Session* before serving as Lay Director.

(d) **SPIRITUAL DIRECTOR:** After consultation with the Community Spiritual Director, the President shall appoint a Spiritual Director for each Community Walk to Emmaus weekend. These Spiritual Directors are obligated to follow the *Upper Room Guidelines* and those policies set by the *Community Board of Directors* as given to them by the *Community Spiritual Director*.

ARTICLE 6

EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. EXECUTION OF INSTRUMENTS

The Board of Directors, except as otherwise provided in these Bylaws, may, by resolution, authorize any officer or agent of the corporation 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 specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. CHECKS AND NOTES

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation, shall be signed by the Treasurer and/or any other authorized individual or member.

SECTION 3. DEPOSITS

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

SECTION 4. GIFTS

The Board of Directors may accept, on behalf of the corporation, any contribution, gift, bequest, or devise for the nonprofit purposes of this corporation.

ARTICLE 7

CORPORATE RECORDS, REPORTS AND SEALS

SECTION 1. MAINTENANCE OF CORPORATE RECORDS

The corporation shall keep at its principal office:

- (a) Minutes of all meetings of directors, committees of the board and, if this corporation has members, of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, the names of those present, and the proceedings thereof;
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses;
- (c) A record of its members, if any, indicating their names and addresses and, if applicable, the class of membership held by each member and the termination date of any membership;
- (d) A copy of the corporation's Articles of Incorporation and Bylaws as amended to date, which shall be open to inspection by the members, if any, of the corporation at all reasonable times during office hours.

SECTION 2. CORPORATE SEAL

The Board of Directors may adopt, use and, at will, alter a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. DIRECTORS' INSPECTION RIGHTS

Every director shall have the absolute right, at any reasonable time, to inspect and copy all books, records and documents of every kind, to inspect the physical properties of the corporation, and shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 4. MEMBERS' INSPECTION RIGHTS

If this corporation has any members, then each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

(a) To inspect and copy the record of all members' names, addresses and voting rights, at reasonable times, upon written demand on the Secretary of the corporation, which demand shall state the purpose for which the inspection rights are requested.

(b) To obtain, from the Secretary of the corporation, upon written demand on and payment of a reasonable charge to, the Secretary of the corporation, a list of the names, addresses and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made within a reasonable time after the demand is received by the Secretary of the corporation or after the date specified therein as of which the list is to be compiled. The corporation reserves the right to prevent its members from receiving solicitations unrelated to its corporate purpose should the requesting member(s) intend to market the members address list for personal gain or commercial purposes.

(c) To inspect, at any reasonable time, the books, records or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the Secretary of the corporation by the member, for a purpose reasonably related to such person's interests as a member.

Members shall have such other rights to inspect the books, records and properties of this corporation as may be required under the Articles of Incorporation, other provisions of these Bylaws, and provisions of law.

SECTION 5. RIGHT TO COPY AND MAKE EXTRACTS

Any inspection under the provisions of this Article may be made in person by the member requesting the inspection or by the agent of the person requesting the inspection and the right to inspection shall include the right to copy and make extracts.

SECTION 6. PERIODIC REPORT

The board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this State or to the members, if any, of this corporation, to be so prepared and delivered within the time limits set by law.

ARTICLE 8

IRC 501(c)3 TAX EXEMPTION PROVISIONS

SECTION 1. LIMITATIONS ON ACTIVITIES

No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)3 of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code.

SECTION 2. PROHIBITION AGAINST PRIVATE INUREMENT

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

SECTION 3. DISTRIBUTION OF ASSETS

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of Section 501(c)3 of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this State.

SECTION 4. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS

In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation (1) shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code; (2) shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code; (3) shall not retain any excess business holdings as defined in

Section 4943(c) of the Internal Revenue Code; (4) shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and (5) shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE 9

AMENDMENT OF BYLAWS

Proposed amendments may be presented to the Board by any member of the Board at least one month in advance of a regularly scheduled meeting for consideration by the Board. If the amendments are voted in the affirmative by a three-fourths (3/4th) majority vote, they will be circulated to the membership of the Community through the Newsletter. If no petitions of objection signed by at least 100 community members are received, the amendments will be considered adopted. Any objection petitions must be received within 60 days of the mailing of the notification. If an objection petition is received, the amendments will be considered voided. If the Board then wishes to submit the amendments to the entire Community for a vote, it may do so by the Newsletter. An affirmative majority or plurality of votes cast by the Community will approve the amendments. Such amendments shall take effect 15 days after the results of such voting are published in the Go-Fourth Newsletter.

ARTICLE 10

CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Should any of the provisions or portions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, Corporate Charter, or other founding document of this corporation filed with an office of this State and used to establish the legal existence of this corporation.

All references in these Bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986, as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE 11

MEMBERSHIP

(a) All persons who reside in the greater Indianapolis area and have completed the Walk to Emmaus experience as sponsored by an Upper Room Emmaus Community shall be members of the Community. Such persons who live outside of the greater Indianapolis area may become members of the Community upon request by payment of the Newsletter subscription fee as set by the Board of Directors.

(b) Persons who reside in the greater Indianapolis area and have completed a Cursillo, Tres Dias, or similar weekend experience may become members of the Community by participating in the activities of the Community and submitting their name for inclusion on the Community mailing list.

(c) The Community shall be ecumenical in all aspects.

RATIFICATION

These Bylaws are to take effect immediately upon certification by the Board that a three-fourths (3/4) majority vote of the Board has approved them.

Originally certified, ratified and adopted by the South Central Indiana Emmaus Community Board of Directors on February 27, 1990.

Name of the South Central Indiana Emmaus Community was changed to the Greater Indianapolis Area Emmaus Community because of new Communities that were started in outlying communities of the South Central Indiana area.

Amended by the Greater Indianapolis Area Emmaus Community Board of Directors on July 21, 1998 and November 17, 1998.

Amended by the Greater Indianapolis Area Emmaus Community Board of Directors on _____.

Certified this _____ day of _____ 2010.

_____ Printed name of President

_____ Printed name of Secretary