

**ARTICLES OF INCORPORATION**

**OF**

**DARKE COUNTY AREA EMMAUS COMMUNITY, INC.**

**AN OHIO, NON-PROFIT CORPORATION**

Incorporated: April 13, 2007

Corporation No. 1692078

Eric H. Brand, Esq.  
Goubeaux & Goubeaux  
Attorneys-at-Law  
100 Washington Avenue  
P. O. Box 158  
Greenville, Ohio 45331

**PROCEEDINGS OF INCORPORATORS**

On April 13, 2007, the persons named below as subscribers of Articles of Incorporation, desiring for themselves, their successors and assigns, to become a non-profit body corporate in accordance with the General Corporation Act of the State of Ohio, and with all corporate rights, powers, privileges and liabilities, did subscribe and acknowledge as required by law, Articles of Incorporation and form designating statutory agent as appears hereinafter.

And upon said day said parties caused said Articles to be forwarded to the Secretary of the State of Ohio, which was done, and said Secretary having received and accepted said Articles thereupon, certified the filing thereof on April 13, 2007, and the recording thereof as Corporation No. 1692078, Document No. 200710302514 in the Corporate Records of the State of Ohio, as appears from receipt and certificate following:

\_\_\_\_\_  
Incorporator, Rich Gustafson

\_\_\_\_\_  
Incorporator, Kaysa Meeks

\_\_\_\_\_  
Incorporator, Carol Brand

\_\_\_\_\_  
Incorporator, Everett Garland

**ORDER APPROVING MEMBERSHIP SUBSCRIPTIONS AND  
FIXING TIME FOR FIRST MEMBERSHIP MEETING**

The Articles of Incorporation having been received and accepted, said subscribers are hereby declared members of the Darke County Area Emmaus Community, Inc., an Ohio corporation, not for profit

It is hereby ordered that on the fourth Tuesday in July, at the principal meeting place of the Corporation, shall be the time and place for holding the first meeting of the Membership.

\_\_\_\_\_  
Incorporator, Rich Gustafson

\_\_\_\_\_  
Incorporator, Kaysa Meeks

\_\_\_\_\_  
Incorporator, Carol Brand

\_\_\_\_\_  
Incorporator, Everett Garland

## FIRST MEETING OF MEMBERSHIP

July 24, 2007  
Greenville, Ohio 45331

By unanimous vote of the Membership, Rich Gustafson was elected to serve as Chairperson of the meeting and Carol Brand as Secretary.

The Chairperson announced that the first order of business was the adoption of the Constitution for the corporate organization.

The Membership, upon motion duly made and seconded, did adopt the attached Constitution, which shall govern the conduct of business within the Corporation.

The Constitution, providing for the election of eighteen (18) lay members to serve as Directors of the Corporation, and no more than five (5) lay members shall be members of any one church. Each Director shall serve for a period of three (3) years, beginning January 1<sup>st</sup> and terminating December 31<sup>st</sup> of any given year, except for the initial Directors, as set forth below and as noted in the Constitution, the Chairperson then called for the election of Directors. The following persons were duly elected as Directors for the term set forth above.

<b>NAME</b>	<b>TERM</b>
<u>MaryAnn Furlong</u>	Three (3) Years
<u>Jim Longenecker</u>	Three (3) Years
<u>Kate Longenecker</u>	Three (3) Years
<u>Darla Orians</u>	Three (3) Years
<u>Jann Unger</u>	Three (3) Years
<u>Deb Gutheil</u>	Three (3) Years

<u>Tammy Reynolds</u>	Two (2) Years
<u>Carol Brand</u>	Two (2) Years
<u>Rita Sharp</u>	Two (2) Years
<u>Rick Gutheil</u>	Two (2) Years
<u>Cyndi Tester</u>	Two (2) Years
<u>Dennis Etter</u>	Two (2) Years
<u>Everett Garland</u>	One (1) Year
<u>Shelley Meckes</u>	One (1) Year
<u>Kaysa Meeks</u>	One (1) Year
<u>Kathy Matthew</u>	One (1) Year
<u>Elvin Shumaker</u>	One (1) Year
<u>Brian Godown</u>	One (1) Year

**IN WITNESS WHEREOF**, the Chairperson and Secretary have affixed their signatures on the day and year above written.

\_\_\_\_\_  
Rich Gustafson

\_\_\_\_\_  
Carol Brand, Secretary

## CONSTITUTION

### **ARTICLE I. Purpose.**

The object 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 Emmaus experience.

### **ARTICLE II. Membership.**

Section 1. All persons who have completed a weekend experience of the Walk to Emmaus sponsored by the Darke County Area Emmaus Community, Inc. shall be members of the Community.

Section 2. Persons who have completed a Walk to Emmaus or any 72 hour related weekend may become members by participating in the activities of the Darke County Area Emmaus Community, Inc. and asking the Board Chairperson, Vice Chair, or Leadership Chair of the Community to include their names in the mailing list.

### **ARTICLE III. Meeting of Membership.**

(a) Annual Meeting. The Annual Meeting of the Membership of the Corporation shall be known as the October Gathering and shall be held at such time and place as designated by the Board of Directors. The Board shall provide not less than fourteen (14) days notice of the annual meeting.

(b) Special Meetings. Special meetings of the Membership may be held at such times as may be ordered by the Board of Directors, or by the Membership, but notice of such special meetings shall be given each member appearing on the current newsletter mailing list of the Corporation by including the same in the regularly mailed issue of the Corporation newsletter, that newsletter also being posted to the website [www.darkecountyareaemmaus.org](http://www.darkecountyareaemmaus.org), at least 14 days before such meeting. Failure on the part of the Members to receive a notice shall in no way invalidate the proceedings held at meetings for which notice had been issued. Any Member may, at any time, waive any notice required to be given under this provision.

(c) A meeting of members present shall constitute a quorum for the transaction of business.

## **ARTICLE IV. Directors.**

### **(a) Directors.**

The number of Directors shall not be less than eighteen (18), not more than five (5) lay Directors from any one church. The election of Directors shall be held at the October Gathering. Directors shall hold office for three (3) years, or until their successors are elected and qualified, and shall be Members of the Corporation. Directors chosen at the first election shall hold office for the lesser period of one or two years so as to stagger the terms and allow for rotating one-third (1/3) of the members off each year or until the time fixed for the next annual meeting, or until their successors are elected and qualified. Directors must be active members of the Corporation in good standing; have one (1) year off his/her original Walk; and expressed a desire to serve and been approved by a majority of the remaining Directors.

### **(b) Nominations.**

At least six (6) new members will be nominated each year by a nominating committee consisting of those Directors serving in the final year of their term of office.

(1) If the nominating committee has only one name for a position that name is to be presented to the community.

(2) If the nominating committee has multiple names, the board will select only one to be presented to the community.

### **(c) Elections.**

The Board will present the list of nominees for approval to the community in the September newsletter. Nominations shall be accepted from the floor at the October Gathering.

(1) Objection to a nominee by a member of the community must be presented in writing at least two (2) weeks prior to the October Gathering, said letter to be delivered to the President.

(2) Voting shall be by voice vote unless multiple nominees for a position are presented; then the vote shall be by ballot.

(d) **Spiritual Directors.**

At the October meeting of the Board of Directors, the Board shall appoint a Spiritual Director and Co-Spiritual Director(s) to serve the next calendar year.

(e) **Indemnification.**

The Board of Directors shall be indemnified by the Darke County Area Emmaus Community, Inc. against liabilities imposed upon them and expenses reasonably incurred by them in connection with any claim against them, or any action, suit or proceeding to which they may be a party by reason of their being a trustee. No trustee is indemnified: (a) with respect to matters for which they shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in performance of duty, (b) with respect to any matters which shall be settled by the payment of sums which independent counsel selected by the member(s) shall not deem reasonable payment made primarily with a view to avoiding expense of litigation, or (c) with respect to matters for which such indemnification would be against public policy.

**ARTICLE V. Officers.**

The Officers of the Corporation shall be President, Vice President, Secretary, Treasurer, Leadership Chair, and such other officers or assistant officers as may be designated. Each office may be held by one person. The Board of Directors shall annually elect a Vice President from among those Directors serving the second year of their three year term. The Vice President shall then serve his/her term as Vice President concurrently with the third year of his/her term as a Director. Upon completion of the term of Vice President, the Vice President shall assume the Office of President. The immediate past President will serve an additional one year term on the Board as the Leadership Chair. The Secretary and Treasurer will be elected to three year terms at the Annual Meeting along with the directors.

**ARTICLE VI. Duties of the Officers.**

(a) **President.** The President shall preside at all meetings of the Membership and the Directors, sign the records thereof and together with the Treasurer, shall sign all bonds, contracts, notes and other papers executed by this Corporation and perform generally all the duties usually performed by Presidents of Corporations, and such further and other duties as may be, from time to time, required by the Membership, or Directors.

(b) **Vice President.** The Vice President shall serve in an advisory capacity, and may preside in the absence of the President.



(c) **Secretary.** The Secretary shall keep minutes of all the proceedings of the Membership and Directors of the Corporation and make a proper record of the same, which shall be attested by signature. The Secretary shall keep such books as may be required by the Board of Directors, and shall have charge of the books of the Corporation and shall issue and attest all certificates of Membership. On the expiration of the term of office, the Secretary shall turn over to the successor, or to the Board of Directors, all property, books and papers of the Corporation in the Secretary's possession.

(d) **Treasurer.** The Treasurer shall receive and have charge of all money, bills, notes, bonds, and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board of Directors. The Treasurer shall keep such financial accounts as may be required, and shall generally perform such duties as may be required by the Membership and Directors. On the expiration of the term of office, the Treasurer shall turn over to the successor, or to the Board of Directors, all property, books, papers and money of the Corporation in the Treasurer's possession.

(e) **Leadership Chair.** At the end of the President's term, said past President shall serve an additional one year term on the Board as coordinator of the selection of live-in teams for the Walk to Emmaus.

## **ARTICLE VII. Financial Procedures**

### **(a) Fiscal Year**

The fiscal year of the organization for accounting and tax purposes shall be January 1 to December 31.

### **(b) Authority to Receive Funds**

The Darke County Area Emmaus Community, Inc. may accept, receive, and expend funds, grants, and services from the Federal Government or its agencies; from departments, agencies and instruments of state or local government; civic sources; private individuals; groups; and foundations. It may contract with respect thereto and will provide such information and reports as may be necessary to secure such financial aide.

### **(c) Approvals**

Each Director shall exercise discretion with regard to expenditures within his/her area of responsibility, providing itemized receipts to the Treasurer for disbursement. Expenditures that are not customary and usual must be approved by the Board of Directors.

(d) **Audit**

The Board of Directors shall provide for an annual audit at the end of each fiscal year to confirm the authorized disbursement and receipt of funds and shall provide for any other audits required by law.

**ARTICLE VIII. Order of Business.**

(a) **Parliamentary Law**

Robert's Rule of Order shall govern all meetings.

(b) **Agenda**

The order of business at all meetings of the Board of Directors shall be as follows:

1. Roll Call/Introductions
2. Report of Minutes of preceding meeting(s)
3. Fiscal Report/Approve Bills
4. Report of Officers and President
5. Report of Standing Committees
6. Report of Special Committees
7. Old Business
8. New Business
9. Miscellaneous

**ARTICLE IX. Voting and Amendments.**

Business of the Membership shall be decided on by majority vote EXCEPT as regards to receipt or dismissal of Membership, which requires a three-fourths (3/4ths) majority vote of those present and EXCEPT when amending this Constitution. This Constitution may be adopted, amended or repealed ONLY by three-fourths (3/4ths) vote of the Membership present at a special meeting called for that purpose.

**ARTICLE X. Seal.**

The corporate seal of this Corporation shall be circular and bear the legend of this Corporation.

**ARTICLE XI. Dissolution of Corporation.**

In the event the Corporation should disband and the Corporation be dissolved, all assets after payment of the Corporation's liabilities, shall be donated to another organization of the same non-profit status which has similar purposes as set forth in the Articles of Incorporation.

## CODE OF BY-LAWS

### **ARTICLE I. Meetings of Directors**

(a) **Meetings.** The Directors shall meet at 7:00 P.M. on the first Tuesday of every month at such place as determined by the Board of Directors and in the manner provided in the Constitution.

(b) **Special Meetings.** Special meetings of the Board of Directors may be held at the meeting place of the Corporation at any time pursuant to a written call by the President, or by any two members of the Board, or may be held at any time or place, without notice, by the unanimous written consent of all Directors, or by the presence of all Directors at such meeting.

(c) **Notice of meetings.** A written or printed notice of every regular or special meeting, stating the time and place, and in case of special meetings, the object thereof, shall be mailed, e-mailed or presented to each Trustee at least three days before the same. Provided, however, no failure or irregularity of notice of any regular meeting shall invalidate the same or any proceedings thereof. Only the business specified in the notice for a special meeting shall be transacted at any such special meeting.

(d) **Quorum.** A majority of the Board shall constitute a quorum at all meetings.

(e) **Powers of the Directors.**

1. To establish the rules, objectives and long range plans for the organization;
2. To establish policies to govern the organization;
3. To delegate operation of the organization through the President;
4. To evaluate the performance and progress of the organization in meeting its mission and objectives;
5. To authorize any officer or officers to enter in any contract or agreement on behalf of the organization, however, such authority must be in writing;
6. Only officers designated by the Board of Directors shall sign checks, drafts and other orders for payment of money.

## **ARTICLE II. Vacancies.**

In case of any vacancy in the Board of Directors caused by death, resignation or otherwise, such vacancy may be filled by an Active Member of the corporation for the unexpired term by a majority vote of the remaining Board of Directors present and voting.

In the event any Trustee misses three (3) consecutive meetings, without legitimate excuse, such Trustee may be removed from the Board by majority vote of the remaining Directors present and voting.

## **ARTICLE III. Bonds.**

The Board of Directors may, at its discretion, require the Treasurer of the Corporation to furnish a bond, conditioned for the faithful performance of his/her duties, in such amounts as may be approved by the Board of Directors.

## **ARTICLE IV. Bank Deposits.**

All monies of the Corporation shall be deposited as the same are received, in such bank or banks as may, from time to time, be selected as the official depository or depositories of the Corporation. All checks against said account shall be signed either by the President or Treasurer, or as may be directed by the Board of Directors.

## **ARTICLE V. Amendments.**

These By-laws may be amended or repealed by a 2/3rds majority vote of the Board of Directors, at any regular meeting or any special meeting called for that purpose by the following procedure:

A motion for amendment for the by-laws may be made and seconded at any regular meeting of the Board of Directors. If the motion is approved, the Secretary shall thereafter, but not less than 10 days prior to the next scheduled meeting, forward to each member of the Board a copy of such proposed amendment together with a notice that it will be the subject of action at the next meeting. Such amendment, when presented and considered, shall be deemed adopted upon 2/3 vote of the Board of Directors in attendance at the board meeting.

**ARTICLE VI. Compensation of Officers.**

The compensation of Officers, if any, may be fixed at annual meetings and at any other time found convenient or desirable. All compensation paid by any officer or by any disbursing agent, whether in form of salary, wages, commissions or any and all remuneration shall be prima facie approved unless specifically disallowed at the next meeting of the Directors and in such event, disallowance shall extend only to future compensation of the type disallowed.

**ARTICLE VII. Membership Rules.**

All Active Members shall be entitled to vote at membership meetings, hold office, serve as Trustee and otherwise participate in the management of the Corporation. The Newsletter/Computer Database Director shall maintain a list of current members, including address, date of admission and other pertinent data as determined by the Board.

**ARTICLE VIII. Committees and Special Committees.**

(a) **Standing Committees.** The President, after election and installation, shall appoint any Committees as may be found necessary from time to time, including, but not limited to Funding and Public Relations. The Executive Committee shall be comprised of the President, Vice President, Leadership Chair and Spiritual Directors, and shall operate under the direction of the Board of Directors.

(b) **Special Committees.** Special Committees shall be determined by the Directors as needed to work on specific programs, events, etc. for a specified period of time. Members of the Board of Directors shall chair these Special Committees, but any Member may serve.

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The undersigned Directors of the within Corporation hereby consent to, and unanimously adopted the above By-laws at this, the First Meeting of the Directors.

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_____	_____
_____	_____
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_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

**MINUTES OF FIRST DIRECTORS' MEETING**

\_\_\_\_\_, 2007

The undersigned, being all of the Directors of the Corporation in accordance with the Constitution provided for said Corporation, hereby unanimously select the following to be officers of the Corporation, and consent to their election and service as follows:

President: \_\_\_\_\_

Vice President: \_\_\_\_\_

Secretary: \_\_\_\_\_

Treasurer: \_\_\_\_\_

and thereupon, said officers were sworn and assumed the discharge of their duties.

Further, the undersigned Directors do hereby consent to the adoption of the By-laws following and hereby approve and adopt the following By-laws to govern the conduct of business of the Directors of the Corporation.

**IN WITNESS WHEREOF**, the Directors have hereunto affixed their signatures on the day and year above written.

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There being no further matters to come before the Board of Directors, the same was thereupon adjourned.

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Chairperson

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Secretary