

BYLAWS
OF
SERVANT HEART EMMAUS, INC.,

AN ALABAMA NON-PROFIT CORPORATION

ARTICLE I

MEMBERS

All persons who have completed the weekend experience of "The Walk To Emmaus" sponsored by the Servant Heart Emmaus Community ("Community" or "Corporation") and residing within the geographic area identified in Article IV of the Corporation's Articles of Incorporation shall be members of the Community. Persons who have completed a Walk to Emmaus, Cursillo Weekend, Tres Dias Weekend or other expressions of the three (3) day spiritual development/renewal experience that are recognized by the national Upper Room Emmaus Movement, may become members of the Community by participating in the activities of the Community and requesting in writing to the Community's Registrar to become a member of the Community.

ARTICLE II

BOARD OF DIRECTORS

General Powers. With the exception of the election of the members of the Board of Directors and amendment of these Bylaws, the business and affairs of the Corporation shall be managed by the Corporation's Board of Directors. The members of the Corporation shall elect the members of the Board of Directors, as provided herein. The members of the Corporation shall approve any amendment to these Bylaws as provided herein.

Number. The Board of Directors shall consist of sixteen (16) members. The number of Directors constituting the Board of Directors shall be fixed by these Bylaws and may be changed only by amendment hereof; provided, however, that no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director. The number of Directors shall never be less than three (3). The immediate past president of the Board of Directors shall serve on the Board one (1) additional year (as an ex-officio, non-voting member) or the normal period of the term, whichever is longer.

Term. The Directors constituting the first Board of Directors are named in the Articles of Incorporation of this Corporation. On or before July 1, 2006, the Community shall elect the first full Board of Directors as follows: one (1) "Spiritual Director" of the Community to be selected by the Board of Directors as provided herein; five (5) Directors (the Class A Directors) shall be elected and serve for a term of one (1) year; five (5) Directors (the Class B Directors) shall be elected and serve for a term of two (2) years; and five (5) Directors (the Class C Directors) shall be elected and serve for a term of three (3) years. All of the elected directors shall assume their positions upon election. Notwithstanding the aforesaid, the term of the initial Class A Directors shall end on January 1, 2008. Notwithstanding the aforesaid, the term of the initial Class B Directors shall end on January 1, 2009. Notwithstanding the aforesaid, the term of the initial Class C Directors shall end on January 1, 2010. After the election of the first full Board of Directors as provided hereinabove, the Directors shall be elected by the Community each year as vacancies occur. Directors will serve until their successors are elected by the Community under the provisions prescribed in these Bylaws.

Initial Class A, B and C Directors may be re-elected for two (2) consecutive terms. Directors on the Board shall be elected by the Community members for three (3)-year terms in three (3) classes, each class having five (5) members. Board members cannot succeed themselves in consecutive terms, a term being three (3) years. Terms of office shall begin January 1 and shall terminate December 31, except for officers, who shall serve until election of new officers in January as provided in ARTICLE V. Spouses may not serve concurrently as Directors. Individuals cannot serve concurrently as a member of the Community's Board of Directors and on the board of directors of other expressions of this three (3) day experience that are recognized by the national Upper Room Emmaus Movement. At least one Director in each class shall be an ordained minister of the Gospel. The Spiritual Director shall be an ordained elder of the Alabama-West Florida Conference of the United Methodist Church. The Spiritual Director may be elected for more than two (2) consecutive terms, as determined by the Board of Directors.

Removal of Directors. Any member of the Board of Directors may be removed as a member at any time and without assigning any cause therefore, by the affirmative vote of a majority of the remaining Directors of the Corporation and written notification of such removal to such Director so removed, who shall, forthwith upon receipt of such notice, be considered as removed from the Board of Directors.

Successor Directors. Every such successor Director elected and designated from time to time shall have, possess and exercise all the powers, authority, and discretion conferred upon the first and original Board of Directors, as fully and effectively as though such successor were named in the Articles of Incorporation as one of the members of the first Board of Directors.

ARTICLE III

MEETINGS OF BOARD OF DIRECTORS AND CONDUCT OF BUSINESS

Regular Meeting. Regular meetings of the Board of Directors shall be held at such times as may from time to time be fixed by resolution of the Board of Directors. Notice of regular meetings of the Board of Directors may be given as provided in these Bylaws. Meetings may be held at any time without notice if all the Directors are present, or, if at any time before or after the meeting, those present waive notice of the meeting in writing. Meetings may be conducted by means of a telephone conference of the Board of Directors.

Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two officers or when requested in writing by eight (8) members of the Board of Directors.

Notice. Unless otherwise provided in these Bylaws, notice of meetings, both regular and special, shall be given not less than two (2) days in advance of said meeting. Such notice may be by mail, telegram, Internet, telephone or may be verbal. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed, with postage thereon pre-paid. If notice is given by telegram, such notice shall be deemed to be delivered when the telegram is delivered to the telegraph company. If notice is given by Internet, such notice shall be deemed to be delivered when the Internet email message is acknowledged as being received by the recipient or has not returned undelivered within forty-eight (48) hours of sending, whichever occurs first. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The business to be transacted, or the purpose of, any regular or special meeting of the Board of Directors need not be specified in the notice or waiver of notice of such meeting.

Quorum. Eight (8) members of the Board of Directors present at a properly called meeting shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. The Directors present may continue to do business,

taking action by a vote of the quorum, until adjournment, notwithstanding the withdrawal of enough Directors to leave less than a quorum, or the refusal of any Director present to vote.

Action Without A Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote of the Board of Directors.

ARTICLE IV

NOMINATIONS COMMITTEE AND SELECTION OF DIRECTORS

Nominations Committee. A Nominations Committee of not less than three (3) members of the Community and not more than five (5) members of the Community shall be appointed by the Board of Directors in the month of June of each year. Not more than one-half (1/2) of the members of the Nominations Committee may be concurrently serving as Directors of the Community.

Election of First Full Board of Directors. The Nominations Committee will submit to the members of the Community the names of nominees for each position on the Board of Directors on or before June 1, 2006. The Community shall cause a written ballot to be mailed or sent by Internet email to all members of the Community on or before June 10, 2006. Ballots must be received by the person designated by the Community's Board of Directors on or before June 20, 2006 to be valid and counted. Write-in votes may be made by members of the Community, provided that said write-in candidate is qualified to serve in the designated position. The person receiving the highest number of votes for the designated position shall be elected to said position.

Election of Directors. With regard to the election of directors after the election of the first full board of directors as provided in the preceding section, the Nominations Committee will submit to the Board of the Community a slate of seven (7) nominees to elect five (5) board members for the new class per Article II. The slate of nominees must be submitted on or before October 1st of each calendar year and must be approved by a consensus of the Board. The Board shall cause a written ballot to be mailed or sent by Internet email to all members of the Community on or before October 31st of each calendar year. Ballots must be received by the person designated by the Community's Board of Directors on or before November 15th of each year to be valid and counted. Write-in votes may be made by members of the Community, provided that said write-in candidate is qualified to serve in the designated position. The person receiving the highest number of votes for the designated position shall be elected to said position. The Spiritual Director of the Community shall be selected annually by the Board of Directors from among the qualified clergy in the Community, including those already on the Board. The selection of the Community Spiritual Director should precede the regular Board elections by the Community and coincide with the nominations process. The Board determines the number of years a clergyperson can serve as the Community Spiritual Director.

Appointment of Successor Director in the Event of Vacancies and Removals. Whenever a vacancy occurs on the Board of Directors as a result of the death, resignation, removal, refusal, ineligibility or inability to serve, or otherwise, of any of the Directors under the provisions prescribed in these Bylaws, the surviving or remaining Directors shall, as promptly as possible following the occurrence of such vacancy, elect and designate a successor or successors, who shall likewise hold office as members of the Board until the next regular election for that term. Such persons are eligible for election to a full term by the Community at such regular election, provided that they have not served more than eighteen (18) months of the term they were appointed to finish.

ARTICLE V

OFFICERS

Number. The Board of Directors shall elect a President, a Secretary, a Treasurer, one or more Vice Presidents, a Spiritual Director, a Registrar and from time to time may appoint such Assistant Secretaries, Assistant Treasurers, and such other officers, agents and employees as it may deemed proper. Any two (2) offices may be held by the same person, except the offices of President, Secretary, Spiritual Director and Registrar.

Term. The term of office of all officers shall be one (1) year and until their respective successors are elected and qualified. Officers shall be elected at the January meeting and the term commences effective with the close of the January meeting. Officers of the Board of Directors may be elected to succeed themselves with the exception of the President, who cannot serve more than two (2) consecutive terms.

Vacancies and Removal. Vacancies in any office arising from any cause may be filled by the Board of Directors at any regular or special meeting. The Board of Directors may remove any officer, with or without cause, at any time by an affirmative vote of a majority of the Board.

President. The President shall be the principal executive officer of the Corporation and shall have in his or her charge the general direction and promotion of its affairs with authority to do such acts and to make such contracts as are necessary or proper to carry on the activities of the Corporation. He or she shall preside over all official meetings of the Corporation, provided no one has been specifically elected to the office of Chairman of the Board, and shall also perform those duties which usually devolve upon a president of a corporation under the laws of the State of Alabama. The President may, during the absence of any officer, delegate said officer's duties to any other officer or Director. The President of the Board is also recognized as the Community Lay Director for the purposes of The Upper Room Handbook On Emmaus.

Vice President. The Vice President, in the absence or disability of the President, shall perform the duties of the President and shall perform such other duties as may be delegated to him or her from time to time by the Board of Directors or by the President.

Secretary. The Secretary shall issue notices of all meetings, shall keep the minutes of all meetings, shall have charge of the seal of the Corporation, if any, shall serve as custodian for all corporate records, and shall make such reports and perform such duties as are incident to his or her office or which may be delegated to him or her by the President or Board of Directors.

Treasurer. The Treasurer shall render to the President and Board of Directors at such times as may be requested an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as are incident to the office or as may be delegated to that office by the President or by the Board of Directors.

Spiritual Director. The Spiritual Director shall advise the Board of Directors and the officers of the Corporation as to the discharge of their duties and responsibilities, to insure that the Community remains in full communion with the national Upper Room Emmaus Movement and that all of the Community's activities comply with the requirements of the national Upper Room Emmaus Movement.

Registrar. The Registrar shall be responsible for maintaining the Corporation's membership roster, receipt of applications of persons interested in becoming a member of the Community, and the processing of applications of persons interested in becoming a member of the Community.

Compensation. The officers and Directors of this Corporation shall receive no compensation for their services as such. They may, however, make payments for such clerical assistance and for such professional services as they deem necessary for the conduct of the affairs of the Corporation. Under no circumstances shall the Corporation make loans to officers and Directors.

ARTICLE VI

COMMITTEES

Committees. The Board of Directors shall annually designate members of the Board of Directors to serve as the chairman of the committees outlined in the Upper Room Handbook on Emmaus.

Team Selection Committee. The Community shall have a Team Selection Committee composed of a Board member who serves as chair, the Community Spiritual Director and four members of the Emmaus Community who have a broad awareness of the community membership and a solid understanding of team needs. The four members of the Emmaus Community on the Team Selection Committee are selected by the Board and serve for two (2)-year terms in two (2) classes, each class having two (2) members. Spouses may not serve concurrently on the Team Selection Committee.

Special Committees. The Board of Directors may appoint special committees, from time to time, in its discretion, to address any particular need of the Community or matter that concerns the Community.

President Serves as Ex-Officio Member of Committees. The President of the Board of Directors shall be an ex-officio member of all standing or special committees.

ARTICLE VII

INDEMNIFICATION

Indemnification. Indemnification in Actions Arising Out of Capacity as Officer, Director, or Employee Acting in a Management Capacity on Behalf of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, or employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such claim, action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful, provided he is not adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of his duty. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Indemnification in Actions by or in Right of Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that

he or she is or was a director, officer, employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Indemnification When Successful. To the extent that a director, officer, or employee acting in a managerial capacity on behalf of the Corporation has been successful in defense of any action, suit or proceeding referred to in Section 1 and Section 2 of this ARTICLE VII, or in defense of any claim, issue or matter therein, he or she shall be indemnified against any and all expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith, notwithstanding that he or she has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Determination of Meeting Applicable Standard. Any indemnification under this ARTICLE VII (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, or employee is proper in the circumstances because he or she has met the applicable standard of conduct set forth in this ARTICLE VII. Such determination shall be made either:

- i. by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful with respect to, such claim, action, suit or proceeding;
- or
- ii. if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion.

Payment of Expenses in Advance of Disposition of Action. Any and all expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided in Section 4 of this ARTICLE VII upon receipt of an undertaking by or on behalf of the director, officer, or employee to repay such amount if and to the extent that it shall be ultimately determined that he or she is not entitled to be indemnified by the Corporation as authorized in this ARTICLE VII.

Non-exclusivity of ARTICLE VII. The indemnification authorized in and provided by this ARTICLE VII shall not be deemed exclusive of and shall be in addition to any other right to which those indemnified may be entitled under any statute, rule of law, provisions of articles of incorporation, bylaw, agreement, or vote of the Board of Directors, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Insurance. The Corporation may purchase and/or maintain insurance on behalf of any person who is or was a director, officer, or employee acting in a managerial capacity on behalf of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, employee or agent of another

corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status *as* such, whether or not the Corporation is required or permitted to indemnify him or her against such liability under the provisions of this ARTICLE VII or any statute.

Amendment of this ARTICLE VII. This ARTICLE VII of the Bylaws shall not be altered, amended, or repealed unless by and with the unanimous consent and approval of the Board of Directors.

ARTICLE VIII

CONTRACTS

Contracts. The Board of Directors, except as otherwise provided in these Bylaws, may authorize any officer 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 a specific instance; and unless so authorized by the Board of Directors, 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 render it liable pecuniarily for any purpose or to any amount.

ARTICLE IX

FISCAL YEAR

Fiscal and Taxable Year. The initial fiscal and taxable year of the Corporation shall commence on the date the Articles of Incorporation are filed with the Judge of Probate of Mobile County, and end on such date as the Board of Directors may determine, in accordance with all applicable provisions of the Internal Revenue Code of 1986, as amended.

ARTICLE X

AGENTS AND REPRESENTATIVES

Agents and Representatives. The Board of Directors may appoint such agents and representatives of the Corporation with such powers and to perform such acts or duties on behalf of the Corporation as the Board of Directors may see fit, so far as may be consistent with these Bylaws, to the extent authorized or permitted by law.

ARTICLE XI

EXEMPT ACTIVITIES

Exempt Activities. Notwithstanding any other provision of these Bylaws, no Director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or by an organization to which contributions are deductible under Section 170(c)(2) of such Code and Regulations as they now exist or as they may hereafter be amended.

ARTICLE XII

INVESTMENTS

Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make, or any similar restriction, provided, however, that no action shall be taken by or on behalf of the Corporation if such action is a prohibited transaction or would result in the denial of the tax exemption under Section 501 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

ARTICLE XIII

GUIDELINES OF UPPER ROOM WALK TO EMMAUS PROGRAM - MISCELLANEOUS MATTERS RELATING TO COMMUNITY'S OPERATION

Guidelines. The Community shall follow the guidelines of the International Emmaus Program of the Upper Room Ministries, Nashville, Tennessee, as specified from time to time by the Upper Room Ministries.

Selection of Lay Director and Spiritual Director For Walks. The Board of Directors, in its sole discretion, shall determine who shall serve as the lay director and spiritual director of each walk sponsored by the Community.

Team Selection Process. The Team Selection Committee shall select all team members for Emmaus Walks during the year with the exception of Weekend Lay Directors and Spiritual Directors.

Community Guidelines. The Board of Directors may establish guidelines to assist the Community in the conduct of walks. These guidelines shall not conflict with the Corporation's Articles of Incorporation, the Corporation's Bylaws or the guidelines of the International Emmaus Program of the Upper Room Ministries published from time to time with regard to the Walk to Emmaus program.

ARTICLE XIV

DISSOLUTION

Dissolution. In the event of dissolution, the residual assets of the Corporation will be delivered to one (1) or more organizations, which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding sections of any prior or future law, or to the federal, state or local government, for exclusive charitable use.

ARTICLE XV

RULES OF PROCEDURE

Rules of Procedure. The Corporation shall utilize the most current version of Roberts Rules of Order in the conduct of its business affairs.

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ARTICLE XVI

AMENDMENTS

Amendments. Except as otherwise provided herein, these Bylaws shall not be altered, amended or repealed unless by and with the consent and approval of a majority affirmative vote of those members of the community casting a ballot.

Procedure Relating To Amendments. With regard to any proposed amendment of these Bylaws, the proposed amendment may be presented to the Board by any member of the community one (1) month in advance of consideration by the Board. If the amendment is voted in the affirmative by three-fourths (3/4) of the voting members of the Board present at a duly constituted meeting the proposed amendment will be mailed or sent by Internet email to all members of the Community, with a ballot relating to said proposal. Ballots must be returned by either mail or Internet email within thirty (30) days of the date said ballots were posted or deployed through use of the Internet. At the first meeting of the Board following the deadline for receipt of the community ballots, the Board certifies the results of the community vote. The results of the voting must be reported to the community in the community newsletter.