

Central Texas Tres Dias Bylaws

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Constitution and Bylaws

of

Central Texas Tres Dias

ARTICLE ONE

NAME, PURPOSES, POWERS and OFFICES

Section 1.1. Name and Affiliation:

The name of this corporation is Central Texas Tres Dias (hereafter known as the Corporation). The Corporation is a chartered member of the International Secretariat of Tres Dias (hereafter known as International), and as such is governed by the constitution and Bylaws of Tres Dias International. The Corporation is sponsored by East Texas Tres Dias.

Section 1.2. Purposes:

The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including for such purposes, but not limited to, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, 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 set forth in this Article 1.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation itself shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other purposes not permitted to be carried on by:

- a) an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code,
- b) an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue code,

or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

The Corporation has no members.

Within the scope of the foregoing, and not by way of limitation, the Corporation shall develop Christian leaders to help sustain their commitment to Jesus Christ as they pursue Christian action in their environment. To that end, the Corporation shall operate in three sequential phases, namely:

- a) the Pre-Weekend Phase (the preparation period immediately preceding the Tres Dias Weekend),
- b) the Weekend Phase (the three-day Tres Dias weekend experience) and
- c) the Fourth Day Phase (the on-going group reunions, Secuelas, and other regular fourth day activities).

Section 1.3. Tres Dias Statement of Beliefs, as adopted by Central Texas Tres Dias:

1. We believe and profess our faith in one Triune God - The Father, The Son and The Holy Spirit (Matt. 28:19).
2. We believe and profess that Jesus Christ is the only Savior and is God in the flesh (John 1:1, 1:14, 3:36, 14: & Heb. 2:17).
3. We believe and profess that The Holy Spirit is God and is The Lord and Giver of life, who continues to work in believers today to sanctify, edify and empower the whole Christian church on earth - - - for His purpose (Job 33:4, Acts 1:8, John 14:26 & Rom. 8:11).
4. We believe and profess that the Holy Scriptures are the inspired and completely true Word of God (II Tim. 3:16-17).
5. We believe and profess that all have sinned and fallen short of the glory of God; that forgiveness of sins is received through confession and repentance - - and that our sins are washed away through the blood of Jesus Christ (Acts 2:38, I John 1:9 & Rom. 3:23).
6. We believe and profess that salvation is a gift of God's grace received through personal faith in Jesus Christ (Eph. 2:8).
7. We believe and profess that the Body of Christ is to make every effort to keep the unity of the Spirit through the bond of peace until we all reach unity in the faith and in the knowledge of The Son of God (Eph. 4:3, 13).
8. We believe and profess that God's unconditional love, as made manifest to us through Jesus Christ, is the primary witness by which people are renewed, edified and changed (I Cor. 13:8).

9. We believe and profess that God has called us to live holy lives that will bring glory to His name (Col. 3:1-25).

Note: For purposes of standards and principles, Tres Dias ascribes to those stated in the Authorized King James Version of the Bible of 1611 (KJV).

Section 1.4. Significant Policies and Procedures:

The Corporation shall be led by lay persons. The Corporation is to be neither competitive with nor a substitute for the member's own local church. Each and every governing body of the Corporation, including the Nominating Committees, the Rector Selection Committee, Weekend Teams, Weekend Spiritual Directors and the Secretariat shall be composed of members (as defined by Article Two) of the Community drawn from a minimum of three different church congregations to the extent practicable. The Corporation shall adhere to the "Essentials of Tres Dias" as published by International. The Recording Secretary shall retain a copy of the most recent version of the Essentials of Tres Dias at all times in its files.

Section 1.5. Powers:

The Corporation is a nonprofit corporation and shall have all of the powers, duties, authorizations and responsibilities as provided in the Texas Non-Profit Corporation Act; provided, however, the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation that is exempt from federal income tax as an organization described in Section 501(c)(3) of the code.

Section 1.6. Offices:

The Corporation may have, in addition to its registered office, offices at such places, within the State of Texas, as the Secretariat may from time to time determine or as the activities of the Corporation may require.

ARTICLE TWO COMMUNITY MEMBERSHIP

Section 2.1. Qualification:

The membership of the Central Texas Tres Dias Community (hereafter referred to as the Community) shall consist of any person who has

- a) completed a Tres Dias Weekend sponsored by Central Texas Tres Dias or
- b) completed an equivalent of this type of three-day weekend sponsored by another organization and has been accepted as a member by the Secretariat.

Section 2.2. Qualifications for Community Leadership:

(this includes, but is not limited to, team members, elected and other local Secretariat officers, and members of standing and special committees of the local Secretariat)

Any person serving in a Community Leadership position must be living a life that is not in a state of rebellion against God. A state of rebellion against God can best be described as an unrepentant, open and active participation in or advocacy of activities contrary to the commands (for example, The Ten Commandments) and guidelines in Scripture* for holy living and Christian leadership. Some examples (although not limited to these areas) are:

1. dependence upon alcohol or illegal drugs;
2. involvement in illegal activities whereby such involvement knowingly violates federal, state or local laws, statutes or ordinances;
3. involvement in lustful, immoral or perverted activities such as, but not limited to, pornography and/or any sexual relationship outside of a lawful marriage between a man and a woman;
4. involvement in the occult or Satanic worship;
5. openly professed allegiance to any non-Christian religion or organization which denies the deity of Jesus Christ.

***Note:** For purposes of standards and principles, Tres Dias ascribes to those stated in the “Authorized King James Version” of the Bible of 1611 (KJV).

Section 2.3. Annual Meetings:

An annual meeting of the Community shall be held each year at such time and place as shall be determined by the Secretariat. At such annual meeting, the Community shall elect officers to replace those officers whose terms are expiring and transact such other business as shall be included in the notice and agenda for the meeting. Notice of the place, date and time of each annual meeting shall occur as provided by [Section 5.1](#).

Section 2.4. Special Meetings:

Special meetings of the Community may be called by the Secretariat or by the Recording Secretary when requested by either a simple majority or a petition signed by at least twenty-one (21) members, whichever is less. Written notice of the place, date, time and purpose of each special meeting of the Community shall be given to each member not less than ten (10) or more than fifty (50) calendar days prior to the date thereof. Notice either personally, by hand delivery, by facsimile, by U.S. Mail, by E-mail transmittal, or in the Community's regular newsletter shall constitute notice of a special meeting to each member who receives any such notification.

Section 2.5. Record Date:

Only those persons who are members of the Community at least ten (10) days immediately prior to the day upon which the Secretariat mails notice of any meeting to the Community and are entitled to vote thereat shall be entitled to receive notice of such meeting.

Section 2.6. Quorum and Manner of Acting:

The presence in person or by tele- and videoconference or equivalent audiovisual means of a simple majority or forty (40) members entitled to vote, whichever is less, at an annual meeting of the Community held in accordance with these Bylaws shall be necessary and sufficient to constitute a quorum, for the transaction of business at such meeting. The presence in person or by tele- and videoconference or equivalent audiovisual means of the then-serving Secretariat at the annual meeting of members held in accordance with these Bylaws is encouraged. Except as otherwise provided by any statute, the Articles of Incorporation or these Bylaws, the act of a majority of the members voting at any Community meeting at which a quorum is present shall constitute the act of the Community. If a quorum is not present at any Community meeting, the members present and entitled to vote at such meeting shall adjourn the meeting from time to time, without notice other than announcement at the meeting, until such time as a quorum is present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened. When the Articles of Incorporation or these Bylaws do not address a procedure of the Community meetings, Robert's Rules of Order shall provide direction.

Section 2.7. Voting:

Each member shall be entitled to one (1) vote on each matter submitted to a vote at any Community meeting, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. A member shall be present in person or by tele- and videoconference or equivalent audiovisual means to be eligible to vote; however, if matters submitted to a vote have been posted ten (10) calendar days prior to the meeting, votes may be received via electronic mail. Electronic mail votes shall be submitted in duplicate to both the recording secretary and to a Director-appointed member of the board.

**ARTICLE THREE
SECRETARIAT**

Section 3.1. Purpose:

The purpose of the Secretariat is to serve as the Board of Directors of the Community and to serve, guide and foster growth of the Community by:

- a) following “The Essentials of Tres Dias,”

- b) communicating policies and actions of the Secretariat to all members of the Community,
- c) approving the planning, scheduling, and carrying out of programs in the Community (pre-Weekend, Weekend, post-Weekend phases), and
- d) exchanging support with others Tres Dias communities.

Section 3.2. General Powers – Delegation:

The activities, property and affairs of the Corporation shall be managed by the Secretariat, who may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by statute, by the Articles of Incorporation or by these Bylaws.

Section 3.3. Number and Qualifications:

The membership of the Secretariat shall consist of the officers of the Corporation, the Chairpersons of each standing committee and the At-Large members, as more fully defined herein. To be qualified to serve as a member of the Secretariat (hereafter known as a Director), a person should:

- a) Have a lifestyle commensurate with Christian principles,
- b) Be a member of a local church and in regular attendance,
- c) Have a track record of support of the Tres Dias movement and
- d) Have worked on at least three (3) Tres Dias Weekend teams; provided, however, that the Secretariat may make such exceptions to this requirement as it deems appropriate. This requirement shall be waived for the initial interim board.

Section 3.4. Term of Office:

Each Director shall hold office for a term that coincides with the term of office specified in each respective job description in [Articles Four](#) and [Six](#). The term of office shall continue for the job he or she is serving on the Secretariat and until such Director's successor is chosen and qualified, or until such Director's earlier death, resignation, retirement, disqualification or removal from office. The term of office for the initial interim board shall be until the first annual meeting that will be called after the first men's and women's Weekends.

The duties of the incoming and outgoing Directors will include the following items but are not limited to:

- a) The incoming Director shall take all necessary steps to educate themselves of the requirements and responsibilities of their position in a timely manner. This should include but is not limited to:
 - 1. Read Board meeting minutes for at least the previous two years to come up to speed with the activities of the organization.
 - 2. Reach out to past Directors for this position for details about the requirements and processes around the specific position.

3. Read through these Bylaws and other organization related materials.
- b) The outgoing Director shall take the time to properly document and provide all information related to the position to the incoming Director. This should include but is not limited to:
 1. Documentation of policies and procedures required to perform duties of the position.
 2. All related documentation that has been collected during their term of office that will be helpful to the incoming Director.
 3. Respond in a timely manner to questions from the new Director as they come up to speed on their position.

Section 3.5. Removal:

Any Director may be removed, either for or without cause, by the affirmative vote of a majority of the Secretariat, at a meeting of same in which a quorum is present in person or by tele- and videoconference or equivalent audiovisual means, if notice of the intention to act upon such matter shall have been given in the notice of such meeting and if such notice is provided to the Director proposed to be removed.

Section 3.6. Place of Meetings:

Meetings of the Secretariat shall be held at such places within the State of Texas as may from time to time be fixed by the Secretariat or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 3.7. Regular Meetings:

Regular meetings of the Secretariat shall be held at such times and places as may be fixed from time to time by the President and communicated to all Directors; provided, however, that the Secretariat shall meet no less than four (4) times in each calendar year. The Secretariat shall typically meet in open session, but in unusual circumstances may, at its discretion, meet in closed session. Community members are encouraged to attend open sessions of the Secretariat. Closed sessions shall be attended only by Secretariat members and whomever else the Secretariat determines is necessary. No business shall be voted on in closed sessions. During the open session meetings of the Secretariat, the Community may address the board during the time allotted in the meeting agenda at the discretion of the Secretariat. Except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws, any and all business shall be transacted at any regular meeting.

Section 3.8. Special Meetings:

Special meetings of the Secretariat may be called by the Secretariat upon not less than ten (10) nor more than 30 days' notice to each Director, either personally, by hand delivery, by facsimile, by U.S. Mail or by E-mail transmittal. Special meetings shall be called by the Recording Secretary in like manner and on like notice on the written request of two (2) or more voting members of the Secretariat. Except as otherwise

provided by statute, by the Articles of Incorporation, or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Secretariat need be specified in the notice or waiver of notice of such meeting.

Section 3.9. Quorum and Manner of Acting:

At all meetings of the Secretariat the presence in person or by tele- and videoconference or equivalent audiovisual means of a majority of the number of Directors fixed by these Bylaws shall be necessary and sufficient to constitute a quorum for the transaction of business, except as otherwise provided by statute, by the Articles of Incorporation or by these Bylaws. The act of a majority of the Directors present in person or by tele- and videoconference or equivalent audiovisual means at a meeting at which a quorum is present shall be the act of the Secretariat unless the act of a greater number is required by statute, by the Articles of Incorporation, or by these Bylaws. In which case the act of such greater number shall be requisite to constitute the act of the Secretariat. A Director shall vote in person or by tele- and videoconference or equivalent audiovisual means and shall not vote by proxy. If a quorum shall not be present in person or by tele- and videoconference or equivalent audiovisual means at any meeting of the Directors, the Directors present thereat shall adjourn the meeting from time to time in a four-hour period, without notice other than announcement at the meeting, until a quorum shall be present. At any such adjourned meeting at which a quorum shall later be present, any business may be transacted which might have been transacted at the meeting as originally convened. When the Articles of Incorporation or these Bylaws do not address a procedure of the board meeting, Robert's Rules of Order shall provide direction.

Section 3.10. Directors' Compensation and Reimbursement of Expenses:

Directors shall not receive compensation for their services as Directors or as members of a standing or special committee of the Secretariat but may receive reimbursement for expenses incurred on behalf of the Corporation.

Section 3.11. Consent of Directors:

Any action required or permitted to be taken at a special meeting of the Secretariat may be taken without a meeting if a consent in writing, including electronic mail notification, setting forth the action to be taken shall be signed by all of the Directors. Such consent shall have the same force and effect as a unanimous vote and shall be stated as such in any document.

**ARTICLE FOUR
COMMITTEES**

Section 4.1. Special Committees:

The Secretariat, by resolution adopted by a majority of the Directors in office, may designate one or more special committees. Each such committee shall consist of two

(2) or more persons. The designation of such committees shall not operate to relieve the Secretariat, or any individual Director, of any responsibility imposed on the Secretariat or such Director by law. Special committees shall be of only such duration as provided in the resolution creating such committee or as shall be determined from time to time by the Secretariat. Special committees shall not constitute standing committees.

Section 4.2. Term of Office – Special Committees:

Each member of a special committee shall continue until such member's successor is appointed, unless the Secretariat or committee is sooner terminated, or unless such member is removed from such Secretariat or committee or shall cease to qualify as a member thereof.

Section 4.3. Chairman – Special Committees:

Unless otherwise designated by these Bylaws, one or more members of each Special Committee shall be appointed temporary chairman by the person or persons authorized to appoint the members thereof, until such time as the committee meets and elects the permanent chair.

Section 4.4. Standing Committees:

Following are the standing committees of the Corporation and the duties, powers and responsibilities of each:

LEADERS COMMITTEE – The Leaders Committee shall conduct periodic Weekend training sessions; shall prepare and maintain a template of content of the Central Texas Tres Dias Team Book; shall maintain all documents essential to the function of a Tres Dias Weekend; shall review prospective Weekend team members with each Rector; shall advise each Rector regarding team selection and Weekend proceedings; shall conduct a debriefing of each Weekend to identify and document activities needing Board attention and shall perform such other duties as may from time to time be assigned by the President or the Secretariat. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote. Both members of this committee shall have served as a Tres Dias Weekend Rector; provided, however, that if the Community does not have a sufficient number of Rectors or former Rectors to meet the foregoing conditions, the chairpersons shall be appointed by the President subject to approval of the Secretariat, without regard to the foregoing conditions.

PRE-WEEKEND COMMITTEE – The Pre-Weekend Committee shall have charge of organizing and presenting informational meetings to interested persons and groups; shall receive and record applications of weekend candidates; shall issue invitations on behalf of the Community to attend a specific Tres Dias weekend; shall prepare and distribute the candidate weekend list; shall preside as master of ceremonies for the send-off celebration and shall perform such duties as may from time to time be

assigned by the President or the Secretariat. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

WEEKEND COMMITTEE – The Weekend Committee shall be responsible for scheduling weekends with Board consent; shall be the camp liaison; shall be responsible for matters pertaining to the physical assets and arrangements for the weekend including the set-up and take-down teams; shall oversee long-term planning of weekend activities, assets and facilities; shall purchase and maintain an inventory of supplies; shall work with the Treasurer to prepare a report showing the revenues and costs of each weekend and shall perform such duties as may from time to time be assigned by the President or by the Secretariat. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

FOURTH DAY COMMITTEE – The Fourth Day Committee shall coordinate the preparation of the candidate packet to be distributed at each weekend closing; shall schedule Secuelas and select the Fourth Day host couple; shall handle arrangements with other Cursillo-type movements for Grand Ultreyas (Secuelas) and other similar gatherings; shall prepare article(s) for the newsletter specifying details of upcoming Secuelas and Grand Ultreyas; shall assist members in establishing or locating reunion groups; shall prepare Fourth Day articles for the newsletter and shall perform such duties as may from time to time be assigned by the President or by the Secretariat. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

PALANCA COMMITTEE – The Palanca Committee shall send general palanca letters to the Weekends of other Tres Dias and Cursillo-oriented movements; shall request and receive general palanca letters from other Tres Dias and Cursillo-oriented movements; shall prepare article(s) for the newsletter specifying upcoming weekends of other Cursillo-type movements; shall maintain a record of banners for selection by Weekend Rectors; shall see to the repair of these banners as required; shall support the various Weekend palanca Chas as needed and shall perform such duties as may from time to time be assigned by the President or by the Secretariat. This committee should be composed of one man and one woman, a married couple if possible, and the committee shall have the one vote.

NEWSLETTER COMMITTEE – The Newsletter Committee shall coordinate a regularly scheduled newsletter containing information regarding the Central Texas Tres Dias movement; shall coordinate the printing of the newsletter and insuring its mailing to the list of active members names as maintained in the Corresponding Secretary's newsletter mailing listing; shall be the historian for the Community and shall perform such duties as may from time to time be assigned by the President or by the Secretariat. This committee should be composed of one man or one woman, single or married, and the committee shall have the one vote.

Section 4.5. Appointment of Standing Committee Members and Term of Office:

The President shall appoint required members of the Standing Committees, subject to approval by the Secretariat. The President shall make every effort to present a slate of appointments to the Secretariat at the first meeting of the Secretariat after the commencement of the President's term of office. Appointed members of Standing Committees shall serve for a term coincident with the term of the President who appoints such members. Committee members may not serve consecutive terms in the same office; if possible, a person should serve no more than four (4) consecutive years on the Secretariat.

Section 4.6. Additional Members of Standing Committees:

The Chairperson of a Standing Committee may select as many members of the Community to serve on their particular committee as are needed to perform the duties of the committee.

Section 4.7. Vacancies:

Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4.8. Quorum and Manner of Acting:

A majority of the committee shall constitute a quorum, and the act of the majority of the members present in person or by tele- and videoconference or equivalent audiovisual means at a meeting at which a quorum is present shall be the act of the board or committee, unless otherwise in effect by virtue of the Bylaws or is provided in the resolution of the Secretariat designating a committee.

Section 4.9. Rules:

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Secretariat.

**ARTICLE FIVE
NOTICES**

Section 5.1. Manner of Giving Notice:

Whenever, under the provisions of any statute, the Articles of Incorporation or these Bylaws, notice is required to be given to any Community member or Director of the Secretariat, and no provision is made as to how such notice shall be given, it shall not be construed to require personal notice, but any such notice may be given in writing by hand delivery, by facsimile, by e-mail or by U.S. Mail, addressed to such member, Director or committee member at such person's address as it appears on the records of the Corporation.

Notice of each meeting shall occur not less than ten (10) or more than fifty (50) days before the date of such meeting. Notice in the Community's regular newsletter shall constitute notice to each member who receives such newsletter.

Section 5.2. Waiver of Notice:

Whenever any notice is required to be given to any Community member or Director of the Secretariat under the provisions of any statute, the Articles of Incorporation or these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether signed before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE SIX
OFFICERS, EMPLOYEES AND AGENTS
POWERS AND DUTIES AND PURPOSES**

Section 6.1. Elected Officers:

The elected officers of the Corporation shall be a President, a Vice President, a Corresponding Secretary, a Recording Secretary, a Treasurer, and At-Large Members. The interim initial officers shall be appointed.

Section 6.2. Appointive Officers:

The Secretariat may also appoint one or more Assistant Secretaries and assistant treasurers and such other officers and assistant officers and agents as it shall from time to time deem necessary, who shall exercise such powers and perform such duties as shall be set forth in these Bylaws or determined from time to time by the Board. Such appointed officers shall not be considered members of the Secretariat by virtue of their appointment to such office.

Section 6.3. Two or More Offices:

The same person may hold any two (2) or more offices only during an interim period of up to three months. This shall be allowed only after a Secretariat officer has either resigned or been terminated, and the President and Secretariat have made diligent attempt to recruit a qualified replacement and such qualified candidate has not yet been secured. By majority Secretariat vote, this three-month interim coverage of two offices by one person may be extended to no more than six months. In any case, the President and the Treasurer shall not ever be the same person. The President and Treasurer cannot hold any other office.

Section 6.4. Compensation:

Officers of the Corporation and Secretariat shall receive no compensation for their services in such capacity but may receive reimbursement for expenses incurred on behalf of the Corporation.

Section 6.5. Term of Office – Removal:

Each elected officer of the Secretariat shall hold office for a term of two (2) years and until such officer's successor is chosen and qualified in such officer's stead or until such officer's death, resignation, retirement, disqualification or removal from office. Officers may serve, through election, two consecutive two-year terms in the same office; and, if possible, the officer should serve no more than two consecutive two-year terms on the Secretariat. Each appointive officer shall hold office at the pleasure of the Secretariat without the necessity of periodic reappointment. The Secretariat may remove any officer or agent at any time whenever in its judgment the best interests of the Community will be served thereby.

Section 6.6. Filling of Vacancies:

Any vacancy occurring in an officer position resulting from the death, resignation, retirement, disqualification or removal from office of any officer shall be filled by the affirmative vote of a majority of the remaining Directors at any meeting thereof; provided, however, that if the office of President shall be vacant, the Vice President shall fill such vacancy, and the position of Vice President shall be filled in accordance with this Section. Any officer elected or appointed to fill a vacancy shall hold office until the expiration of the original term of the officer who ceased serving and until such officer's successor is chosen and qualified, or until such officer's earlier death, resignation, retirement, disqualification or removal from office.

Section 6.7. President:

The President shall be the chief executive officer of the Corporation and of the Secretariat, and, subject to the provisions of these Bylaws, shall have general supervision of the activities and affairs of the Corporation and shall have general and active control thereof. The President shall preside when present at meetings of the Secretariat and the Annual Meeting of the Community. The President shall have general authority to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal thereto; to cause the employment or appointment of such employees and agents of the Corporation as the proper conduct of operations may require and to fix their compensation; to remove or suspend any employee or agent and in general to exercise all the powers usually pertaining to the office of president of a corporation, except as otherwise provided by statute, the Articles of Incorporation or these Bylaws. The President should chair the delegation to the Assembly of Tres Dias Secretariats (hereafter known as the Assembly). In the absence or disability of the President, the duties of such office shall be performed, and the Vice President may exercise the powers, unless otherwise determined by the Secretariat.

Section 6.8. Vice President:

The Vice President shall generally assist the President and shall have such powers and perform such duties and services as shall from time to time be prescribed or delegated

to such office by the President or the Secretariat. The Vice President should coordinate the delegation to the Assembly.

Section 6.9. Recording Secretary:

The Recording Secretary shall keep and attest true records of all proceedings at all meetings of the Board. The Recording Secretary shall maintain a calendar of activities for the Secretariat. The Recording Secretary shall have charge of the corporate seal and shall have authority to attest any and all instruments of writing to which the same may be affixed. The Recording Secretary shall keep and account for all books, documents, papers and records of the Corporation, except those for which some other officer or agent is properly accountable. The Recording Secretary shall generally perform all duties usually pertaining to the office of secretary of a corporation, except those specifically delegated to the Corresponding Secretary. In the absence or disability of the Recording Secretary, the duties of such office shall be performed by the Assistant Secretaries in the order of their seniority and shall exercise the powers, unless otherwise determined by the Recording Secretary, the President or the Secretariat.

Section 6.10. Corresponding Secretary:

The Corresponding Secretary shall see that notice is given of all annual meetings of the Community and regular or special meetings of the Secretariat; shall handle correspondence as necessary for the Secretariat; shall maintain the master Community membership list, which shall include the newsletter mailing list; shall record each Community member's service experience; shall make these listings available to the other committees as needed; and shall perform such other duties as may from time to time be assigned by the President or the Secretariat. This data shall be used for the conducting of Central Texas Tres Dias business only. At the end of the term for this position the outgoing Corresponding Secretary will transfer all information and knowledge of the current requirements and processes of this position to the new incoming Corresponding Secretary in a timely manner and to the best of their ability.

Section 6.11. Treasurer:

The Treasurer shall be the chief accounting and financial officer of the Corporation and shall have active control of and shall be responsible for all matters pertaining to the accounts and finances of the Corporation and shall direct the manner of certifying the same; shall maintain control of all Corporation budgets as approved by the Secretariat; shall make recommendations for budget changes to the Secretariat; shall make financial analyses of overall costs and revenues to develop recommendations to the Secretariat regarding future planning; shall supervise the manner of keeping all vouchers for payments by the Corporation and all other documents relating to such payments; shall receive, audit and consolidate all operating and financial statements of Corporation and its various departments; shall have supervision of the books of account of the Corporation, their arrangements and classification; shall supervise the accounting and auditing practices of the Corporation and shall have charge of all matters relating to

taxation and of the filing of all required taxation and related forms each year as per the requirements for non-profit organizations; both federal and state.

The Treasurer shall have the care and custody of all moneys, funds and securities of the Corporation; shall deposit or cause to be deposited all such funds in and with such depositories as the Secretariat shall from time to time direct or as shall be selected in accordance with procedures established by the Secretariat; shall advise upon all terms of credit granted by the Corporation; shall be responsible for the collection of all its accounts and shall cause to be kept full and accurate accounts of all receipts, disbursements and contributions of the Corporation. The Treasurer shall have the power to endorse for deposit or collection or otherwise all checks, drafts, notes, bills of exchange or other commercial papers payable to the corporation, and to give proper receipts or discharges for all payments to the Corporation.

The Treasurer shall generally perform all duties usually pertaining to the office of treasurer of a corporation. In the absence or disability of the Treasurer, the duties of such office shall be performed and the Assistant Treasurers in the order of their seniority shall exercise the powers, unless otherwise determined by the Secretariat.

If the person(s) fulfilling the role of Treasurer does not have an understanding of basic accounting methods and practices, it is the responsibility of the Secretariat to secure the services of an external accountant or organization to assist with the month-to-month obligations of the organization, so that at no time the Corporation is delinquent regarding any of its financial or tax-related requirements. The accountant position should be filled in accordance with [Section 6.2. Appointive Officers](#). In the absence or disability of the Treasurer, the duties of such office shall be performed by the Assistant Treasurers in the order of their seniority and shall exercise the powers, unless otherwise determined by the Treasurer, the President or the Secretariat.

Section 6.12. At-Large Member:

The At-Large Member's primary duty is to represent the Community at the Secretariat meetings. There shall be no more than six (6) At-Large Members. The immediate past President may hold one of the available positions for one or both At-Large Member terms that occur during the current President's term. It is expected that each At-Large Member will attend the meetings of the Secretariat and will contribute to the general management of the Corporation and shall perform such duties as may from time to time be assigned by the President or by the Secretariat. Each At-Large Member shall have the one vote.

Section 6.13. Additional Powers and Duties:

In addition to the foregoing specially enumerated duties, services and powers, the several elected and appointed members of the Secretariat shall perform such other duties and services and exercise such further powers as may be provided by statute,

the Articles of Incorporation or these Bylaws, or as the Secretariat may from time to time determine or as may be assigned by any competent superior officer.

Section 6.14. Assistants:

The Secretariat may from time to time appoint assistants for any Director for a defined term and purpose. These assistants shall not have a vote on the Secretariat.

**ARTICLE SEVEN
ELECTION OF OFFICERS, AT-LARGE MEMBERS
AND
DELEGATES TO THE ASSEMBLY**

Section 7.1. Nominating Committee:

At least two (2) months prior to the Annual Meeting of the Community, the President shall appoint a Nominating Committee of five (5) members, representing at least three (3) church congregations, subject to approval by the Secretariat. The Nominating Committee shall elect its own chairperson. The Nominating Committee should select multiple nominees for each officer position and each position as an At-Large Member, which shall become vacant as of the next Annual Meeting of the Members. The consent of each nominee will be obtained before his or her name may be presented at the Annual Meeting. The Nominating Committee's nominees shall be presented at the Annual Meeting of the Members. Additional nominations for any such position may be made from the floor at the Annual Meeting of the Community with the prior consent of the nominee.

The nominating committee shall only consider the objective qualifications as outlined in [Section 3.3. Number and Qualifications](#). Anyone whose nomination is declined by the Nominating Committee will be notified in person or by telephone within three (3) days of the decision. This will be followed up with a written reason for the decision. If the nominee disagrees with the Nominating committee, he will have ten (10) days from the receipt of the notification to make a written appeal to the President of the Secretariat. The President will contact the Chairperson of the Nominating Committee and discuss the issue. The President may, at his discretion contact the proposed nominee, and then the President will make a final determination. No further appeal may be heard past the President.

If a nomination is heard from the floor, a member of the nominating committee will conduct a short interview of the nominee either in person or by phone to determine that the nominee meets the qualifications set out in [Section 3.3](#). If the person is not available either in person or by phone their nomination may not be considered, and they will not be added to the ballot.

Section 7.2. Election of Officers and At-Large Members at the Annual Meeting:

The officers and elected At-Large Members shall be elected at the Annual Meeting of the Members. The Vice President, Corresponding Secretary, and Treasurer must be elected in alternate years from the President and Recording Secretary. The At-Large Members shall be elected for terms of one (1) year and shall not be elected for more than two consecutive terms.

Section 7.3. Election of Delegates to the Assembly:

The Board shall appoint delegates to the Assembly.

**ARTICLE EIGHT
SPIRITUAL DIRECTORS AND RECTORS**

Section 8.1. Spiritual Directors – General Qualifications:

To be a Spiritual Director, either as the Community Spiritual Director or as a Spiritual Director on a Tres Dias Weekend, a person must be qualified to teach and counsel in spiritual matters by his or her church or denomination.

Section 8.2. Community and Weekend Spiritual Directors:

One Spiritual Director on a Tres Dias Weekend and the Community Spiritual Director shall be fully ordained or licensed or credentialed by his or her church or denomination and must be able to celebrate Holy Communion in his or her local church congregation.

Section 8.3 Community Spiritual Director:

The Community Spiritual Director shall be the primary liaison with the other clergy regarding matters related to the Weekend and Fourth Day activities; shall work with the Leaders Committee and the Weekend Rectors to select Spiritual Directors for each upcoming Weekend as governed by Section 8.5; shall advise his successor in connection with the next scheduled set of Weekends; shall be the primary advisor and course of counsel and inspiration for the Community regarding spiritual direction and shall participate with the Leaders. The Community Spiritual Director shall serve as a non-voting member of the Secretariat.

Section 8.4. Appointment of Community Spiritual Director:

The Community Spiritual Director shall be appointed by the President, subject to approval of the Secretariat. The President shall make every effort to present his or her appointment for Community Spiritual Director to the Secretariat at the first meeting of the Secretariat after the commencement of the President's term of office. The Community Spiritual Director shall serve for a term coincident with the term of the appointing President and until a successor shall be approved. A vacancy occurring in this position at any time shall be filled in the same manner by the then-serving President.

Section 8.5. Selection of Weekend Spiritual Directors:

The Spiritual Directors for the next succeeding Tres Dias Weekend shall be selected by the then-serving Community Spiritual Director and the Rector for the particular Weekend. Selections shall be made by the mutual agreement of the Community Spiritual Director and the Rector. In the event the Community Spiritual Director and the Rector are unable to agree on a team of Spiritual Directors for the particular Weekend, the names under consideration shall be presented to the Secretariat, and the Secretariat shall thereupon select the Weekend Spiritual Directors.

Section 8.6. Rectors' Qualifications:

A member of the Community shall be qualified to serve as Rector of a Tres Dias Weekend if he or she has:

1. served as Head Cha or Assistant Head Cha;
2. served as Head Cha in one of the following sections on a Weekend: chapel, kitchen, dorm, music, prayer, palanca, or table;
3. given two (2) unique Rollos;
4. worked in the kitchen or dining room; and
5. not previously served as Rector for a full Tres Dias Weekend sponsored by the Community.

Section 8.7. Rector Recommendation Committee:

The President, subject to the approval of the Secretariat, shall appoint two (2) past Rectors (one man and one woman) to act as chairpersons of the Rector Recommendation Committee (RRC). The chairpersons shall select two (2) additional past Rectors (one (1) man and one (1) woman) to serve with them on the RRC. The RRC shall serve for a term of two (2) years from the date of approval of the Committee by the Secretariat. The RRC shall recommend potential Rectors to serve as such on the Men's and Women's Central Texas Tres Dias Weekends that are scheduled during the term of the particular RRC and during the six (6) months following the end of such term.

The RRC shall recommend to the Board for approval one man and one woman who have met the qualifications and standards for Rector for each men's and women's weekend. The RRC shall have verified with each recommended Rector that they are willing and able to serve on the appointed weekend in advance of the RRC recommendation. The RRC shall continuously endeavor to identify Rector candidates throughout the year and may conduct interviews and collect questionnaires at any time including the participation of the Community Spiritual Director.

Until such time as the membership of the Community includes four (4) persons who have served as Rectors on Central Texas Tres Dias Weekends, and are willing to serve on the RRC, the President, subject to approval by Secretariat, shall appoint two (2) men and two (2) women.

Section 8.8. Rector Selection Process:

The Rector Recommendation Committee shall adopt an elective process that results in a Rector slate approved by a majority of the committee, avoiding the election of persons from a split vote on two or more nominees. The Rector Recommendation Committee shall make every effort to meet at a time such that there shall be three (3) regular meetings of the members of the Secretariat before the next scheduled Tres Dias Weekend. Such meeting shall occur in a prayerful and cloistered atmosphere, and the selection of Rectors made at such meeting shall be reported to the Secretariat for approval. Every effort shall be made to make selections so that they will be known for any upcoming two sets of weekends.

Section 8.9. Failure of Rector to Serve:

In the event it becomes apparent prior to team selection that a Rector will not for any reason, serve in such capacity for his or her scheduled weekend, the then-serving Rector Recommendation Committee shall, as soon as practicable, select a Rector to serve on such weekend and shall report its recommendation to the Secretariat for approval. If a selected Rector cannot serve after team selection, the Backup Rector shall serve.

**ARTICLE NINE
CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 9.1. Contracts:

The Secretariat may authorize any officer or officers, or agent or agents, of the Corporation, in addition to the officers so authorized by these Bylaws, 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.

Section 9.2. Contracts Involving Directors and Officers:

Members of the Secretariat and officers of the Corporation shall be permitted to maintain a direct or indirect interest in any contract relating to or incidental to the operations of the Corporation, and may freely make contracts, enter into transactions, or otherwise act for and on behalf of the Corporation. This is permitted notwithstanding that at such time they also may be acting as individuals, trustees of trusts, beneficiaries of trusts, members or associates or as agents, officers or Directors for other persons or corporations, or may be interested in the same matters as shareholders, officers, Directors or otherwise. This is provided, however, that prior to consummating any contract, transaction, or action taken on behalf of the Corporation involving any matter in which a Director is personally interested as a shareholder, officer, Director, trust beneficiary, trustee, trust adviser or otherwise, that contract, transaction or action must be authorized and approved in good faith by a vote of a majority of the number of Directors in attendance at a meeting at which a quorum is present, without counting the vote of the interested Director, and only after the non-interested Directors are provided

with knowledge of the material facts concerning the transaction and the interested Director's interest in the transaction, and only if the entering into of such contract or transaction does not violate the Articles of Incorporation which prohibit the Corporation's use or application of its funds for private benefit. An interested Director may be counted in determining the presence of a quorum at a meeting of the Secretariat at which a contract or transaction described in this section is authorized. Notwithstanding any provision contained herein, no contract transaction or act shall be taken on behalf of the Corporation if such contract, transaction or act would result in denial of the Corporation's exemption from federal income tax. In no event, however, shall any person or entity dealing with the Secretariat or officers of the Corporation be obligated to inquire into the authority of the Board or officers to enter into and consummate any contract, transaction or take other action.

Section 9.3. Checks, Drafts or Orders for Payment:

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Secretariat. In the absence of such determination, such instruments shall be signed by the President or the Treasurer of the Corporation.

Section 9.4. 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 Secretariat may select or as may be selected in accordance with procedures established by the Board.

**ARTICLE TEN
MISCELLANEOUS**

Section 10.1. Fiscal Year:

The fiscal year of the Corporation shall be January 1 through December 31 for each calendar year.

Section 10.2. Seal:

The Corporation's seal, if any, shall be in such form as shall be adopted and approved by the Secretariat. The seal shall be used by causing it to be impressed, affixed, imprinted or in any manner reproduced.

Section 10.3. Gender:

Words of either gender used in these Bylaws shall be construed to include the other gender, unless the context requires otherwise.

Section 10.4. Invalid Provisions:

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

Section 10.5. Headings:

The headings used in these Bylaws are for convenience only and do not constitute matter to be construed in the interpretation of these Bylaws.

ARTICLE ELEVEN AMENDMENTS OR REPEAL

These Bylaws may be amended or repealed, or new Bylaws may be adopted at any meeting of the Directors at which a quorum is present in person or by tele- and videoconference or equivalent audiovisual means by the affirmative vote of a two-thirds (2/3) majority of the Directors then in office, provided notice of the proposed amendment, repeal or adoption be contained in the notice of such meeting; and provided further, that the foregoing notice requirement shall not prohibit the Directors from adopting the proposed amendment, effecting the proposed repeal or adopting the proposed new Bylaws, as the case may be, in a modified form which is not identical to that described or set forth in the notice of such meeting.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on April 13, 2008.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on September 12, 2013.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on June 2, 2015.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on February 13, 2018. Changes were made to Section 6.5 designating term limits of the Board of Directors.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on August 14, 2018. Changes were made to Section 6.12 designating changes in the number of At Large Members.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on September 11, 2018. Changes were made to Article Eleven to delete the President and Recording Secretary signatures on the Amendment page.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on November 12, 2019. Changes were made to Sections 8.1 and 8.2 to clarify Spiritual Director qualifications.

The Board of Directors of Central Texas Tres Dias amended the foregoing Bylaws on May 12, 2020. Changes were made to Section 2.6, Section 2.7, Section 3.5, Section 3.9, Section 4.8, and Article 11 to clarify the terms present and in person includes by tele- and videoconference or equivalent audiovisual means.

Central Texas Tres Dias
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