

# **Bylaws**

**of**

## **The Association for Clinical Pastoral Education, Inc.**

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**Bylaws  
of  
Association for Clinical Pastoral Education, Inc.  
A Non-Profit Corporation**

**ARTICLE 1. DEFINITIONS AND ABBREVIATIONS**

As used in these Bylaws, when capitalized:

Section 1.01, "Association" shall mean Association For Clinical Pastoral Education, Inc.

Section 1.02, "Act" means the Georgia Nonprofit Corporation Code, as amended from time to time.

Section 1.03, "Bylaws" means the Bylaws of the Association, as amended from time to time.

Section 1.04, "Secretary of State" shall mean the Secretary of State of the State of Georgia.

Section 1.05, "State" shall mean the State of Georgia.

Section 1.06, "Board of Directors" or "Board" shall mean the Board of Directors of the Association and "Director" shall mean a member of the Board of Directors.

**ARTICLE 2. IDENTIFICATION AND PURPOSE**

Section 2.01, Name. The name of the corporation is Association For Clinical Pastoral Education, Inc.

Section 2.02, Purpose. The purpose of the Association is to affect people's lives through provision of spiritual care education. The ASSOCIATION may provide spiritual health education as a part of post-graduate education or other education delivery methods.

Section 2.03, Registered Office and Registered Agent. The Association shall have and continuously maintain in the State, a registered office which may be, but need not be, the same as its place of business; and a registered agent, which agent may be either an individual or a legal entity resident in the State.

**ARTICLE 3. MEMBERS**

Section 3.01, Members. The Association may have different types and classes of members as appropriate for continuation and engagement in the purpose of the Association. The definition

and designation of such types and classes of membership, and qualification and rights of members shall be contained in the policy manual. Membership may be individual or corporate.

Section 3.02, Membership Maintenance. Membership is maintained by meeting Association standards, ethics, and payments of annual membership fees.

Section 3.03, Voting Rights. Individual members have one vote in Association elections. Institutional/corporate members have one vote in Association elections. Affiliate members are not eligible to vote in Association elections.

Section 3.04, Designated Representative. Non-Individual members of the Association shall designate ONE representative to vote on its behalf in all Association elections and to take such other actions on behalf of such member as may be permitted by the Bylaws or the Act.

Section 3.05, Transfer of Membership. Membership in the Association is not transferable or assignable.

#### **ARTICLE 4. MEETING OF MEMBERS**

Section 4.01, Annual Meeting. An annual meeting of the members shall be held on the Members Annual Meeting Date established by the Board of Directors. Notice of the meeting place, date, format, and hour shall be delivered to each member entitled to vote on matters no less than 30 nor more than 60 days before the date of such meeting.

Section 4.02, Special Meetings. Special meetings of the members may be called by the Chair of the Board of Directors, or a majority of the Board of Directors. Notice of the place, date, format and hour of any such meeting shall be delivered to each member entitled to vote on matters not less than thirty (30) days nor more than sixty (60) days before the date of such meeting. The purpose or purposes for which the meeting is called shall be stated in the notice. Such meetings may be in person, or action may be taken by written ballot in the manner permitted by the Act.

Section 4.03, Place of Meeting. The Board of Directors shall designate the time and place and format of meeting for any annual or special meeting. If no designation is made, the place of meeting shall be the principal office of the Association.

Section 4.04, Quorum. Five percent (5%) of the votes entitled to be cast on a matter must be represented at a meeting of members to constitute a quorum on that matter, provided, however, that unless twenty percent (20%) or more of the voting power is present, the only matters that may be voted on at the annual meeting of the members are those matters described in the meeting notice.

Section 4.05, Proxies. Voting by proxy shall not be permitted.

## **ARTICLE 5. BOARD OF DIRECTORS**

**Section 5.01**, Number and Qualifications. The business and affairs of the Association shall be managed by a Board of Directors, all of whom are Association members in good standing. The number of Directors which shall constitute the whole Board of Directors shall be no less than 9 and no greater than 12 (inclusive of the Chair, Chair-elect, and Secretary/Treasurer). The Leadership Development Committee shall craft an annual slate of candidates with particular attention given to organizational diversity, leadership competencies, and organizational mission. Upon approval of these Bylaws, the current Board members shall complete their respective terms and new members shall be elected in their place in accordance with the process described herein. The executive director/CEO is a non-voting ex officio member of the Board of Directors and may or may not be a member of the Association.

**Section 5.02**, Classes of Directors, Term and Election. The term of each Director, other than an ex-officio director, shall be three (3) years. The Directors shall be divided into three approximately equal classes, with the members of one class being elected each year, as their terms expire. Each Director shall be elected by the membership to serve until such Director's successor shall be elected and shall qualify or until such Director's earlier resignation, removal from office, or death. Members of the Board of Directors, other than an ex-officio Director, may serve a maximum of two (2) consecutive full terms plus any time served in any unexpired term, after which they shall rotate off the Board for a minimum period of five (5) years. After such five (5) -year period, they shall be eligible for re-election.

**Section 5.03**, Vacancies. If the office of any Director or Directors becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, the remaining Directors shall continue to act. The Board may appoint an interim member until the expiration of that director's term.

**Section 5.04**, Place of Meetings. Meetings of the Board of Directors, annual, regular, or special, may be held either within or without the State.

**Section 5.05**, Meetings. Annual, regular and special meetings of the Board of Directors for transaction of Association business as may properly come before the Board may be held at such time and place as shall be determined by the Board.

**Section 5.06**, Special Meetings. Special meetings of the Board of Directors may be called by the Chair, Chair-elect or the Secretary/treasurer and shall be called by the Chair or the Secretary in like manner upon the written request of any five (5) Directors. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Directors need be confined to those items specified in the notice or waiver of notice of the meeting.

**Section 5.07**, Notice of Meetings. Written notice stating the place, day and hour of the meeting shall be given to each Director not less than ten (10) nor more than sixty (60) days before the

date of any annual or regular meeting and not less than two (2) nor more than ten (10) days before the date of any special meeting.

Section 5.08, Quorum and Voting. At all meetings of the Board, a majority of the Directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors, except as may be otherwise specifically provided by the Act or by the Articles of Incorporation or by the Bylaws. If a quorum shall not be present at any meeting of Directors, the Directors present may adjourn the meeting without notice other than announcement at the meeting, until a quorum shall be present.

Section 5.09, Proxy Voting by Directors. Proxy voting is not allowed.

Section 5.10, Written Consent of Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any commission or committee thereof may be taken without a meeting if written consent, setting forth the action so taken, shall be unanimous and confirmed in the minutes at the next meeting of the Board of Directors, and if applicable, any commission or committee thereof.

Section 5.11, Virtual Meeting. Members of the Board of Directors may, by means of conference telephone, video or similar communications equipment that allows all persons participating in the meeting to simultaneously hear each other during the meeting, conduct an official meeting of the Board of Directors.

Section 5.12. Removal from Office. Any Director may be removed from office if not in compliance with Section 5.01 or for reasons related to fulfillment of the duties of their office including but not limited to dereliction of duty or excessive absence by a 3/4 vote of the Board.

## **ARTICLE 6. COMMISSIONS AND COMMITTEES**

Section 6.01, Standing Commissions and Committees. The following standing commissions and committees of the Board are hereby established:

- a. Accreditation Commission;
- b. Certification Commission;
- c. Professional Ethics Commission;
- d. Finance/Audit Committee; and,
- e. Leadership Development Committee.

The Board of Directors may create and dissolve other committees, work groups, task forces or other entities to carry out the work of the Association.

Section 6.02, Duties. The duties and authority of the commissions, committees, work groups, task forces, and any other entity created by the Board of Directors shall be established and

governed by the Board. Commission procedures shall require Board approval; specifically, Accreditation Commission decisions regarding accreditation of centers and programs; Certification Commission decisions regarding certification of supervisors; and, Professional Ethics Commission decisions regarding violation of ethics and professional practice. Commissions will make timely reports to the full Board regarding their actions and decisions. The Board will receive those actions into Board minutes at such time. Committees may make recommendations to the Board for action.

Section 6.03, Appointment of Members. The members of all standing commissions and committees shall be elected by the membership. All other committees, work groups, task forces, and other entities created by the Board of Directors shall be appointed by the Board of Directors.

Section 6.04, Record of Proceedings. The standing commissions and committees and all other committees, work groups, task forces, and other entities created by the Board of Directors shall keep minutes of their acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Directors.

## **ARTICLE 7. OFFICERS AND EXECUTIVE DIRECTOR/CEO**

Section 7.01, Number and Qualifications. The officers of the Association shall be a Chair, Vice-chair/Chair-elect, and a Secretary/Treasurer. All officers shall be Association members in good standing.

Section 7.02, Term. The Chair shall hold office for two (2) years. The Secretary/Treasurer of the Association shall hold office for three (3) years. The Vice-Chair/Chair-elect shall hold office for two (2) years. All officers shall serve until their respective successors are chosen and qualify in their stead. The Secretary/Treasurer may serve a maximum of two (2) consecutive terms plus any time served in any unexpired term.

Section 7.03, Officer Elections. The Chair-elect shall be nominated from the membership through the Leadership Development Committee in even numbered years and shall be elected by ballot sent to all members eligible under Section 3.03 to vote for such position. The position of Secretary/Treasurer shall be voted on by all members eligible under Section 3.03 to vote for such position in the final year of the current Secretary/Treasurer's term. Except as otherwise provided in the Bylaws, if the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Directors for the unexpired term of that office or until another election by the membership occurs.

Section 7.04, Chair. The Chair shall (1) preside at all meetings of the Board of Directors and all meetings of members; (2) assure the board carries out its responsibilities for strategy and oversight; (3) submit a report of the operations of the Association for the preceding fiscal year at each annual meeting of the Board of Directors; (4) see that all orders and resolutions of the

Board of Directors are carried into effect; and (5) execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association.

Section 7.05, Vice-chair/Chair-elect. In the absence or disability of the Chair, the Vice-chair/Chair-elect shall have all the powers and shall perform all the duties of the Chair and shall also have such specific powers and shall perform such duties as may be prescribed and directed by the Board of Directors. The Vice-chair/Chair-elect shall take office as Chair upon the termination of the term of the outgoing Chair. If the office of Vice-chair/Chair-elect becomes vacant for any reason, the Board of Directors is empowered to fill the vacancy until an election can be held.

Section 7.06, Secretary/Treasurer. The Secretary/Treasurer shall (1) attend all sessions of the Board of Directors; (2) see that all votes of the Board of Directors are recorded and the minutes of all proceedings are kept; (3) assure any meeting notice required is given; (4) oversee accounts of the Association (5) authenticate records of the Association, and (6) render to the Chair and to the Board of Directors, whenever requested, an accounting of the financial condition of the Association. If the office of Secretary/Treasurer becomes vacant for any reason, the Board of Directors is empowered to fill the vacancy until an election can be held.

Section 7.07. Removal from Office. Any officer may be removed from office if not in compliance with Section 7.01 or for reasons related to fulfillment of the duties of their office including but not limited to dereliction of duty or excessive absence by a 3/4 vote of the then current members of the Board.

Section 7.08, Executive Director/CEO. The Board of Directors shall select and employ an Executive Director/CEO, the duties of which shall be determined by the Board of Directors.

Section 7.09, Voting Association's Securities. Unless otherwise ordered by the Board of Directors, the Chair, or in the event of the Chair's inability to act, the Secretary/Treasurer, shall have full power and authority to attend and to act and to vote on behalf of the Association at any meetings of security holders of the corporations or other entities in which the Association may hold securities, and at such meetings shall possess and may exercise any and all rights and powers incident to the ownership of such securities which, as the owner thereof, the Association might have possessed and exercised, if present. The Board of Directors by resolution may from time to time confer like powers upon any person or persons.

## **ARTICLE 8. NOTICES**

Section 8.01, Form of Notice. Notice may be delivered by print, electronic or telecommunications means. Such notice shall be deemed to be delivered or given at the time when the same shall be thus sent, mailed or distributed.

Section 8.02, Waiver of Notice. Any notice required to be given under the provisions of the Act, the Articles of Incorporation, or the Bylaws may be waived in writing or by electronic transmission signed by the person or persons entitled to said notice, whether before or after the time stated therein. Such waiver must be delivered to the Association for inclusion in the minutes of the meeting in question or filed with the Association's records. Attendance at a meeting shall constitute waiver of notice and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when such attendance is solely for the purpose of stating, at the beginning of the meeting, any such objection or objections to the holding of the meeting or the transaction of business at the meeting.

#### **ARTICLE 9. BOOKS AND RECORDS**

Section 9.01, Obligation to Keep. The Association shall keep correct and complete books of accounts and shall keep minutes of the proceedings of its Board of Directors and commissions, committees, work groups, task forces, and other entities created by the Board of Directors, as required by law and according to a records retention policy adopted by the Board of Directors.

#### **ARTICLE 10. CORPORATE SEAL**

Section 10.01, Corporate Seal. The corporate seal shall be in such form as the Board of Directors may from time to time determine.

#### **ARTICLE 11. FISCAL YEAR**

Section 11.01, Fiscal Year. The fiscal year of the Association shall be determined by the Board of Directors.

#### **ARTICLE 12. INDEMNIFICATION**

Section 12.01, Authority to Indemnify. The Association may indemnify or obligate itself to indemnify an Officer or Director, or former Officer or Director, or a member or former member of any standing commission or committee, or other committee, work group, task force, or other entity created by the Board of Directors in the manner and to the extent permitted by Article 8, Part 5 of the Act, the provisions of which, as the same may be amended from time to time, are incorporated herein by this reference.

Section 12.02, Purchase of Insurance. The Association may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, commission member, or agent of the Association, or who, while a Director, Officer, employee, or agent of the

Association, is or was serving at the request of the Association as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other entity, against any liabilities asserted against or incurred by such person in that capacity, or arising from such person's status as such, whether or not the Association would have the power to indemnify or advance expenses to such person against such liability under the Act.

### **ARTICLE 13. CONFLICT**

Section 13.01, Laws of the State. If there is anything in the Bylaws inconsistent with or in conflict with the laws of the State or the Articles of Incorporation, then it is hereby provided that such conflict shall serve only to invalidate that particular provision or portion of same as may be so inconsistent or in conflict with the laws of the State or the Articles of Incorporation and shall not affect or impair in any sense the other provisions and portions of the Bylaws.

Section 13.02, Governance of the Association. If there is anything in the Bylaws inconsistent with or in conflict with the governance manual of the Association, the Bylaws shall prevail.

### **ARTICLE 14. CONDUCT OF MEETINGS**

Section 14.01, Conduct of Meetings. All meetings of the members, Board of Directors, and standing commissions and committees shall be conducted in accordance with Roberts Rules of Order Newly Revised.

### **ARTICLE 15. AMENDMENTS**

Section 15.01, Amendment. The Bylaws of the Association may be altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members voting, provided, appropriate notice of the general nature of the proposed change in the Bylaws shall have been given in the notice of the meeting. Meetings may be in person or virtual/electronic via the use of written or electronic ballot.