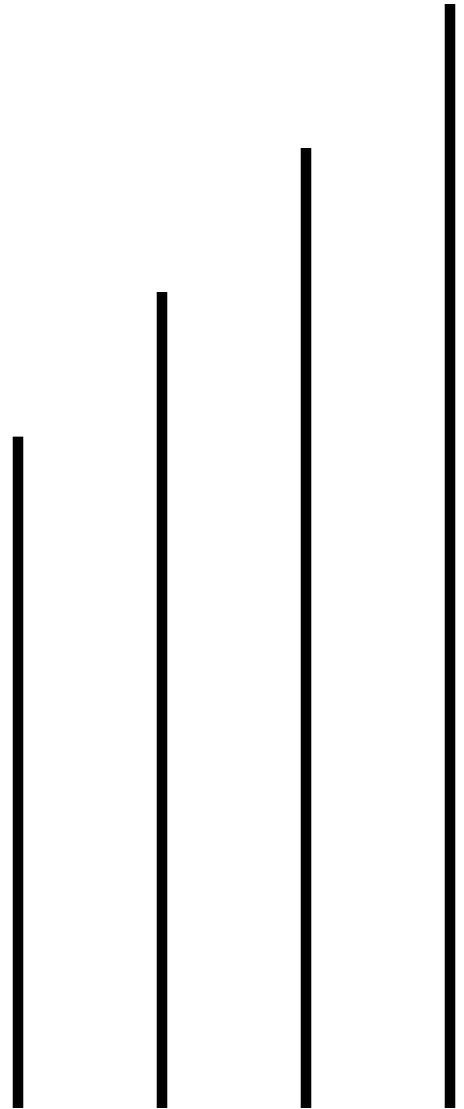


ACPE

The Association for Clinical Pastoral Education Inc.

BY-LAWS OF THE ASSOCIATION



BY-LAWS

OF

THE ASSOCIATION FOR CLINICAL PASTORAL EDUCATION, INC.

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BY - L A W S

OF

THE ASSOCIATION FOR CLINICAL PASTORAL EDUCATION, INC.

A Non-Profit Association

ARTICLE 1. DEFINITIONS AND ABBREVIATIONS

As used in these By-laws, when capitalized:

Section 1.01, "Association" shall mean ASSOCIATION FOR CLINICAL PASTORAL EDUCATION, INC., and shall have the same legal meaning as "corporation" under the Act.

Section 1.02, "Act" means the Georgia Non-Profit Corporate Code, as amended from time to time.

Section 1.03, "Board Annual Meeting Date" shall be the date on which the annual meeting of the Representatives shall be held at a time and place selected by the Board of Representatives.

Section 1.04, "Members Annual Meeting Date" shall be the date on which the annual meeting of the membership shall be at a time and place selected by the Board of Representatives.

Section 1.05, "By-laws" means the by-laws of the Association as amended from time to time.

Section 1.06, "Secretary of State" shall mean the Secretary of State of the State of Georgia.

Section 1.07, "State" shall mean the State of Georgia.

Section 1.08, "Board of Representatives" and "Representative" shall have the same legal meaning as "Board of Directors" and "Director" under the Act. "Board" shall refer to such Board of Representatives.

ARTICLE 2. IDENTIFICATION AND PURPOSE

Section 2.01, Name. The name of the Association is ASSOCIATION FOR CLINICAL PASTORAL EDUCATION, INC.

Section 2.02, Purpose. One of the purposes of the Association shall be to provide for clinical pastoral education as a part of theological education and as a part of continuing education for ministry.

Section 2.03, Registered Office and Registered Agent.

- (a) **Obligation to Maintain.** 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 or agents, which agent or agents may be either an individual or individuals resident in the State whose business office is identical with such registered office or another domestic corporation or a foreign corporation authorized to transact business in this State, such domestic or foreign corporation having a business office identical with such registered office.
- (b) **Change of Registered Office.** The Association may change its registered office or registered agent or agents, or both, by executing and filing in the office of the Secretary of State a statement setting forth the facts required by the Act.
- (c) **Resignation of Registered Agent.** The registered agent may resign such agency appointment by signing and delivering to the Secretary of State for filing a statement of resignation. The statement may include a statement that the registered office is also discontinued. On or before the date of filing of the statement of resignation, the registered agent shall deliver or mail a written notice of the agent's intention to resign to the chief executive officer, chief financial officer, or secretary of the Association, or a person holding a position comparable to any of the foregoing, as named and at the address shown in the annual registration or in the articles of incorporation if no annual registration has been filed.

ARTICLE 3. MEMBERS

Section 3.01, Types, Classes and Qualifications for Members. ASSOCIATION FOR CLINICAL PASTORAL EDUCATION, INC. shall have the following types and classes of members. The definition and designation of such types and classes of membership, and qualification and rights of members shall be as follows:

There are two types of Certified Membership:

Active : Members who continue to maintain their supervisory skills through active supervision of accredited programs of clinical pastoral education or activities that are related to the mission and vision of the ACPE.

Inactive: Members who maintain a limited relationship and are not currently practicing supervision of accredited programs of clinical pastoral education or activities that are related to the mission and vision of the ACPE.

CLASS / TYPE	DEFINITION	FEES
A) CERTIFIED SUPERVISOR (Active)	Persons who have met the qualifications of Clinical Pastoral Education Supervisor, or Associate Supervisor, and have been certified by the ACPE Certification Commission.	Current Supervisor Membership Fee
B) SUPERVISORY CANDIDATE (Active)	Persons who have met the requirements and have been granted status by a Regional Certification Committee.	Current Supervisory Candidate Membership Fee
C) SUPERVISOR ON LEAVE (Inactive)	Persons who have met the qualifications of CPE Supervisor, or Associate Supervisor, have been certified by the ACPE Certification Commission, but have not engaged in the practice of supervision for a minimum period of three years.	One-Half of the Current Supervisor Membership Fee

CLASS / TYPE	DEFINITION	FEES
D) RETIRED SUPERVISOR (Active)	Persons who have met the qualifications of Clinical Pastoral Education Supervisor, or Associate Supervisor, have been certified by the ACPE Certification Commission, and have declared themselves to be retired persons. These persons continue to remain active in clinical supervision or activities related to the mission and vision of the ACPE.	Current Supervisory Membership Fee
E) RETIRED SUPERVISOR (Inactive)	Persons who have met the qualification of Clinical Pastoral Education Supervisor or Associate Supervisor, and have been certified by the ACPE Certification Commission and have declared themselves to be retired persons. These persons do not continue to remain active in clinical supervision.	Membership Fee as Determined by the Board of Representatives
F) CLINICAL MEMBER	Persons who have completed four (4) or more units of clinical pastoral education that are recognized by the ACPE.	Membership Fee as Determined by the Board of Representatives
G) INDIVIDUAL MEMBER	Persons who support the mission and vision of the ACPE.	Membership Fee as Determined by the Board of Representatives

CLASS / TYPE	DEFINITION	FEES
H) STUDENT AFFILIATE MEMBER	Persons who wish to be a member of the ACPE and are currently enrolled in an educational program of clinical pastoral education.	Membership Fee as Determined by the Board of Representatives
I) RETIRED MEMBER	Persons who have held Individual or Clinical Membership, who wish to remain members of the ACPE, and have declared themselves as being retired.	Membership Fee as Determined by the Board of Representatives
J) ACCREDITED CENTER MEMBERSHIP	Centers that are accredited to offer programs in clinical pastoral education by the ACPE Accreditation Commission.	Membership Fee as Determined by the Board of Representatives
K) CLUSTER MEMBERSHIP	A voluntary alliance of three or more accredited ACPE centers (which may include other educational institutions) in the same specific geographical area, who are responsibly related to each other through collaborative agreements, to offer Programs of CPE.	There is no additional Membership Fee (beyond the accreditation fees that all centers pay) for centers choosing to form a cluster

CLASS / TYPE	DEFINITION	FEES
L) SYSTEM MEMBERSHIP	A center member that may have many sites, that may or may not reach across Regional boundaries, that is accredited to offer programs in clinical pastoral education, and has been accredited as a System by the ACPE Accreditation Commission.	Membership Fee as Determined by the Board of Representatives
M) SEMINARY MEMBERSHIP	Schools of Theology or post-baccalaureate course of study, or other course of study, that have been accepted for membership by the ACPE.	Membership Fee as Determined by the Board of Representatives
N) DENOMINATIONAL / FAITH GROUP / AGENCY MEMBERSHIP	Organizations that support the mission and vision of the ACPE, whose purpose is to enhance the mission and vision of the ACPE, and have been accepted for membership by the ACPE.	Membership Fee as Determined by the Board of Representatives
O) NETWORK MEMBERSHIP	A special interest group that supports the mission and vision of the ACPE, whose purpose and scope of activity is to enhance the mission and vision of the ACPE, and has been accepted for membership by the ACPE.	Membership Fee as Determined by the Board of Representatives

CLASS / TYPE	DEFINITION	FEES
P) INTERNATIONAL AFFILIATE MEMBERSHIP	An organization or entity in countries outside the United States of America who support the mission and vision of the ACPE, whose purpose and scope of activity is to enhance the mission and vision of the ACPE, and has been accepted for membership by the ACPE.	Membership Fee as Determined by the Board of Representatives

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

Section 3.03, Voting Rights. Members' rights to vote shall be as follows:

- (a) Certified Supervisors, Supervisory Candidates, Inactive Supervisors, Retired Supervisors, Retired Members, Clinical Members, Seminary Members and Denominational/Faith Group/Agency Members shall each have one vote at the Annual Members Meeting for (i) the election of a Secretary, Treasurer and At-Large Representatives, and (ii) for the nomination of not more than two (2) President-elect candidates.
- (b) Members designated in Section 3.03(a) and Individual Members shall each have one vote for President-elect.
- (c) Members designated in Section 3.03(a) and Individual Members shall each have one vote on actions taken in business meetings in those regions wherein they have residence. Members who are employed outside their region of membership for more than one year become members of the region wherein they are employed. International and/or Retired Supervisor members are understood to be members of the national organization and may seek membership in one of the regions of the ACPE.
- (d) Student Affiliate Members, Network Members, Center Members, and International Affiliate Organization Members shall have no voting rights.

- (e) Voting rights of members of the Association shall be limited as set forth above. Other matters requiring Association action shall be under the authority of the Board of Representatives.

Section 3.04, Designated Representative. When any organization, whether for profit or not for profit, is a member of the Association, the chairperson of the board, president, any vice president, and the secretary, the treasurer, liaison professors or representatives designated by any member organization of the member organization shall be deemed by the ASSOCIATION to have authority to vote on behalf of the member organization and to execute written waivers and consents in relation thereto, unless before a vote is taken or a waiver or consent is acted upon, it is made to appear by a certified copy of the by-laws or resolution of the board of directors, executive committee, or other governing body of the member organization that such authority does not exist or is vested in some other person or officer. In the absence of such certification, a person executing such waivers, or consents or presenting himself or herself at a meeting as one of such officers of a member organization shall be prima facie deemed to be duly qualified and acting as such officer and to be fully authorized. In the case of conflicting representation, the member organization shall be deemed to be represented by its senior officer in the order first stated in this section.

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 as set forth in Section 1.04 for the sole purpose of (i) electing a Secretary and a Treasurer in accordance with Article 7, (ii) electing At-Large Representatives in accordance with Article 5, (iii) nominating two President-elect candidates, (iv) hearing Board reports, (v) adopting the budget, and (vi) amending the By-laws when appropriate. In the event that the members shall fail to elect any one or more officers at their annual meeting the Board of Representatives shall elect such officers.

Section 4.02, Special Meetings. Special meetings of the members may be called by the President, or a majority of the Board of Representatives. Written or printed notice stating the place, date, and hour of any such meeting of the membership shall be delivered to each member entitled to vote on matters to be presented at such meeting, 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.

Section 4.03, Place of Meeting. The Board of Representatives shall designate the time and place 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 in the State of Georgia.

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 at any meeting of members shall not be permitted.

ARTICLE 5. BOARD OF REPRESENTATIVES

Section 5.01, Number and Qualifications. The business and affairs of the Association shall be managed by a Board of Representatives, who are eighteen (18) years of age or older but who need not be residents of the State. The number of Representatives which shall constitute the whole Board of Representatives shall be twenty-six (26) which includes:

- (a) Two Representatives from each region;
- (b) Four Officers of the Association;
- (c) One Representative from each:
 - (i) Racial Ethnic Multi-Cultural Network,
 - (ii) Seminary Members Advisory Council,
 - (iii) Denomination/Faith Group/Agency Members Advisory Council,
 - (iv) Clinical Members Advisory Council.

Section 5.02, Classes of Representatives, Term and Election. The term of each Representative shall be two (2) years. The Representatives shall be divided into two (2) classes approximately equal in number. At the initial meeting wherein Representatives are elected under these By-laws, one class shall be elected to serve for one (1) year and one class shall be elected to serve for two (2) years. Upon expiration of the term of each class of Representatives, the new Representatives shall be elected for a full two (2) year term. One class of Representatives shall be elected at each annual regional meeting and each Representative shall be elected to serve until such Representative's successor shall be elected and shall qualify or until such Representative's earlier resignation, removal from office, or death.

Each year each Region will elect one Representative to serve on the Board of Representatives. The Advisory Councils (Seminary Members, Clinical Members, Denomination/Faith Group/Agency Members) and the REM Network shall elect a member to the Board. The term of each Representative shall be two years.

Representatives may serve a maximum of three (3) consecutive full terms plus any time served in any unexpired term, after which they shall rotate off the Board for a minimum period of one (1) year. After such one (1) year period, they shall be eligible for re-election.

Section 5.03, Vacancies. If the office of any Representative or Representatives becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, the remaining Representatives shall continue to act, and the region from which such Representative was elected shall choose a successor. The Board of Representatives may appoint a person to fill a vacancy with regard to the three Advisory Councils (Seminary Members, Clinical Members, Denomination/Faith Group/Agency Members) and the REM Network.

Section 5.04, Meetings. Meetings of the Board of Representatives, 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 Representatives for receiving reports and recommendations and for transaction of such other 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 Representatives may be called by the President, President-elect or Past-President, or the Secretary and shall be called by the President or the Secretary in like manner upon the written request of any six (6) Representatives. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board of Representatives 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 Representative not less than ten (10) nor more than sixty (60) days before the date of any annual or regular and not less than two (2) nor more than ten (10) days before the date of any special meetings, by or at the direction of the President, President-elect or Past-President, Secretary, or the officer or persons calling the meeting. At any special, annual or regular meeting of Representatives, any matter relating to the affairs of the Association, whether or not stated in the notice of the meeting, may be brought up for action, except matters which the Act requires to be stated in the notice of the meeting. When a meeting is adjourned to another time or place, it shall not

be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned is announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

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

Section 5.09, Proxy Voting by Representatives. Any Representative absent from a meeting may be represented by any other representative of the absent Representative's constituent group according to the general or specific written instructions of the absent Representative. In the absence of such delegation by the absent Representative, a region or constituent group may by written instruction delegate an alternate Representative to attend a Board of Representatives meeting in place of the elected Representative.

Section 5.10, Attendance and Failure to Object. A Representative who is present at a meeting of the Board of Representatives at which action on any Association matter is taken shall be presumed to have assented to the action taken unless such Representative's dissent shall be entered in the minutes or unless such Representative shall file a written dissent to such action with the person acting as secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail or certified mail, return receipt requested, to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Representative who votes in favor of such action.

Section 5.11, Written Consent of Representatives. Any action required or permitted to be taken at any meeting of the Board of Representatives or of any commission or committee thereof may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a majority of the members of the Board of Representatives or of such commission or committee, as the case may be, and such written consent is filed with the minutes of the proceedings of the Board of Representatives or commission or committee.

Section 5.12, Conference Call. Members of the Board of Representatives, or any commission or committee designated by the Board, may participate in a meeting

of the Board of Representatives or of such commission or committee, as the case may be, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other and participation in a meeting pursuant to this Section 5.12, shall constitute presence in person at such meeting.

ARTICLE 6. COMMISSIONS AND COMMITTEES

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

- (a) Accreditation Commission;
- (b) Certification Commission;
- (c) Professional Ethics Commission;
- (d) Standards Committee;
- (e) Representation and Nomination Committee; and
- (f) Finance Committee;
- (g) Development Committee.

The Board of Representatives may, by resolution adopted by a majority of the full Board of Representatives, designate one or more commissions, committees and advisory councils. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Representatives, or any member thereof, of any responsibilities imposed by law.

Section 6.02, Duties. The duties and authority of the commissions, advisory councils and committees shall be established by the Board of Representatives. Commission procedures shall require Board approval. The Accreditation Commission shall make decisions regarding accreditation of centers and programs. The Certification Commission shall make decisions regarding certification of supervisors. The Professional Ethics Commission shall make decisions regarding violation of ethics and professional practice. Commissions will make timely reports to the Board regarding their actions and decisions. Committees may make recommendations to the Board for action.

Section 6.03, Election of Members. Standing commission and committee members will be appointed by the Board of Representatives upon recommendation by the regions to

the Representation and Nomination Committee. Failure of the regions to make such recommendation shall not prevent the Board from making such appointments.

Section 6.04, Task Forces. The Board of Representatives may appoint task forces for specific purposes. The time that such task force will stay in existence shall be specified by the Board.

Section 6.05, Regional Leadership. The Board of Representatives shall ratify the election of and appoint the director, officers, and committee members of each region at one of its meetings.

Section 6.06, Record of Proceedings. The commissions and committees as shall be appointed by the Board of Representatives shall keep minutes of their acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Representatives for approval. The failure to submit or to receive approval of such minutes shall not invalidate any action taken upon authorization contained in them.

ARTICLE 7. OFFICERS AND EXECUTIVE DIRECTOR

Section 7.01, Number. The officers of the Association shall be a President, a President-elect (odd years) or a Past-President (even years), a Secretary, and a Treasurer.

Section 7.02, Term, Removal and Vacancies. The President, Secretary and Treasurer of the Association shall hold office for two (2) years. The President-elect or Past-President shall hold office for one (1) year. All officers shall serve until their respective successors are chosen and qualify in their stead. The Secretary and Treasurer may serve a maximum of three (3) consecutive terms plus any time served in any unexpired term.

Section 7.03, Officer Elections. The President-elect shall be nominated in odd numbered years and shall be elected by mail ballot to all members eligible under Section 3.03 to vote for such position. The President-elect shall hold office in the second year of the sitting President's term. The Past-President shall perform the duties outlined in Section 7.05 in the first year of the sitting President's term. The Secretary and Treasurer shall be elected at the Annual Members Meeting by members eligible under Section 3.03 to vote for such position. The position of Treasurer and Secretary shall be voted on during even numbered years. If the office of any officer becomes vacant for any reason, the vacancy shall be filled by the Board of Representatives.

Section 7.04, President. The President shall (1) preside at all meetings of the Board of Representatives and all meetings of members; (2) submit a report of the operations of the Association for the preceding fiscal year at each annual meeting of the Board of

Representatives; (3) have general management of the business of the Association, subject, however, to the control of the Board of Representatives; (5) see that all orders and resolutions of the Board of Representatives are carried into effect; and (6) execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Association, except where required by law to be otherwise signed and executed and except where the signing and executing thereof shall be expressly delegated by the Board of Representatives to some other officer or agent of the Association.

Section 7.05, President-elect or Past-President. In the absence or disability of the President, the President-elect (or Past-President) shall have all the powers and shall perform all the duties of the President and shall also have such specific powers and shall perform such duties as may be prescribed and directed by the Board of Directors. The President-elect shall take office as President upon the termination of the term of the outgoing President; the Past-President shall take office immediately upon the termination of his or her term as President.

Section 7.06, Secretary. The Secretary shall attend all sessions of the Board of Representatives and record all votes and the minutes of all proceedings in books to be kept for that purpose. The Secretary shall give, or cause to be given, any notice required to be given of any meeting of the Board of Representatives, and shall perform such duties as may be prescribed by the Board of Representatives, under whose supervision the Secretary shall be.

Section 7.07, Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Association, and shall deposit, or cause to be deposited, in the name of the Association, all monies or other valuable affects, in such banks, trust companies, or other depositories as shall, from time to time, be selected by the Board of Representatives. The Treasurer shall render to the President and to the Board of Representatives, whenever requested, an accounting of the financial condition of the Association.

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

Section 7.09, Voting Association's Securities. Unless otherwise ordered by the Board of Representatives, the President, or in the event of the President's inability to act, the Secretary, 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 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 Representatives by resolution may from time to time confer like powers upon any person or persons.

ARTICLE 8. REGIONS

Section 8.01, Regions. There shall be nine (9) regions in the Association, namely Northeast, Eastern, Mid-Atlantic, Southeast, East Central, North Central, South Central, Southwest and Pacific. The boundaries of such regions shall be determined by the Board of Representatives, provided, however, that such Board shall first consult with the affected regional governing bodies.

Section 8.02, Regional Governance. Any region may secure a tax exempt status from a state within its geographical boundary. The governance manual of each region must be approved by the Board of Representatives of the Association, and such bylaws or other governing document shall not conflict with the Association Bylaws. Each region may establish committees to carry out the business of the region and of the ACPE, Inc. Each region may employ a regional director. Each region shall elect two Representatives to the Board of Representatives in accordance with these Bylaws.

Section 8.03, Regional Leadership. Annually, each region shall present its elected slate of officers, committee members and director to the Board of Representatives for its ratification and appointment.

Section 8.04, Annual Audit. Each region shall submit annually to the Association a certified audit by a certified public accounting firm for its inclusion with ACPE, Inc. audit in the filing of Form 990 and any other required forms with the IRS.

ARTICLE 9. NOTICES

Section 9.01, Form of Notice. Except as otherwise specially provided in these By-laws, whenever under the provisions of the By-laws, notice is required to be delivered or given to any person, it shall not be construed to mean personal notice, but such notice may be communicated in person, by telephone, Association newsletter, private carrier, cable, facsimile or telegraph, or by mail be depositing the same in the United States mail with first class postage thereon prepaid, addressed to such Officer or Representative at such address as appears on the books of the Association, and such notice shall be deemed to be delivered or given at the time when the same shall be thus sent or mailed.

Section 9.02, Waiver of Notice. Any notice required to be given under the provisions of the Act or of the Articles of Incorporation or of the By-laws may be waived in writing, signed by the person or persons entitled to said notice, whether before or after the time

stated therein. Attendance at a meeting, either in person or by proxy, where permitted hereunder, shall of itself 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 transaction of business.

ARTICLE 10. BOOKS AND RECORDS

Section 10.01, Obligation to Keep. The Association shall keep correct and complete books of account and shall keep minutes of the proceedings of its Board of Representatives and commissions, advisory councils and committees of the Board of Representatives and shall keep at its registered office or principal place of business a record of the names and addresses of its members.

ARTICLE 11. CORPORATE SEAL

Section 11.01. The corporate seal shall be in such form as the Board of Representatives may from time to time determine.

ARTICLE 12. FISCAL YEAR

Section 12.01. The fiscal year of the Association shall be determined by the Board of Representatives upon advice of the corporate accountant.

ARTICLE 13. INDEMNIFICATION

Section 13.01, Definitions. As used in this Article 13, the term:

- (1) "Association" includes any domestic or foreign predecessor entity of the Association in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.
- (2) "Representative" means an individual who is or was a Representative of the Association or an individual who, while a Representative of the Association, is or was serving at the Association's request as a director, officer, partner, trustee, or employee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Representative is considered to be serving an employee benefit plan at the Association's request if such Representative's duties to the Association also imposes duties on, or otherwise

involves services by, such Representative to the plan or to participants in or beneficiaries of the plan. Representative includes, unless the context requires otherwise, the estate or personal representative of Representative.

- (3) "Expenses" include counsel's fees.
- (4) "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses actually incurred with respect to a proceeding.
- (5) "Party" includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding.
- (6) "Proceeding" means any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 13.02, Authority to Indemnify. Except as hereinafter provided in this section, the Association may indemnify or obligate itself to indemnify an individual made a party to a Proceeding because such individual is or was a Representative against liability incurred in a Proceeding if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Association and, in the case of any criminal Proceedings, such individual had no reasonable cause to believe that such individual's conduct was unlawful.

A Representative's conduct with respect to an employee benefit plan for a purpose such Representative believed in good faith to be in the interest of the participants in and the beneficiaries of the plan is conduct that satisfies the requirements of the immediately preceding paragraph.

The termination of a Proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Representative did not meet the standards of conduct set forth in the immediately preceding paragraph.

The Association shall not indemnify a Representative under this Section:

- (1) In connection with a Proceeding by or in the right of the Association in which the Representative was adjudged liable to the Association; or,
- (2) In connection with any other Proceeding in which said Representative was adjudged liable on the basis that personal benefits were improperly received by said Representative.

Indemnification permitted under this Section in connection with a Proceeding by or in the right of the Association is limited to reasonable expenses incurred in connection with the Proceeding.

Section 13.03, Mandatory Indemnification. To the extent that a Representative of the Association has been successful, on the merits or otherwise, in defense of any Proceeding to which said Representative was a party, or in defense of any claim, issue, or matter therein, because such Representative is or was a Representative of the Association, the Association shall indemnify such Representative against reasonable expenses incurred by such Representative in connection therewith.

Section 13.04, Advances for Expenses. The Association may pay for or reimburse the reasonable expenses incurred by a Representative who is a party to a Proceeding in advance of final disposition of the Proceeding if:

- (1) The Representative furnishes the Association a written affirmation of such Representative's good faith belief that such Representative has met the standards of conduct set forth in Section 13.02; and,
- (2) The Representative furnishes the Association a written undertaking, executed personally or on such Representative's behalf to repay any advances if it is ultimately determined that such Representative is not entitled to indemnification hereunder. The undertaking required by subparagraph (2), above, must be an unlimited general obligation of the Representative, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 13.05, Determination and Authorization for Indemnification. The Association shall not indemnify a Representative under Section 13.02 hereof unless authorized thereunder and a determination has been made in the specific case that indemnification of the Representative is permissible in the circumstances because such Representative has met the standards of conduct set forth in Section 13.02.

The determination shall be made:

- (1) By the Board of Representatives by majority vote of a quorum consisting of Representatives not at the time parties to the Proceeding; or,
- (2) If a quorum cannot be obtained under Subparagraph (1), above, by majority vote of a committee duly designated by the Board of Representatives (in which designation Representatives who are

parties to the Proceeding may participate), consisting solely of two or more Representatives not at the time parties to the Proceedings; or,

- (3) By special legal counsel:
 - (a) Selected by the Board of Representatives or its committees in the manner prescribed in Subparagraph (1) or (2) above; or,
 - (b) If a quorum of the Board of Representatives cannot be obtained under Subparagraph (1), above, and a committee cannot be obtained designated under Subparagraph (2), above, selected by a majority vote of the full Board of Representatives (in which selection Representatives who are parties to the Proceeding may participate).

Authorization of indemnification or an obligation to indemnify and evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is permissible, except that if the determination is made by special legal counsel, authorization of indemnification and evaluation as to reasonableness of expenses shall be made by those entitled under subparagraph (3), above, to select counsel.

Section 13.06, Indemnification of Officers, Commission Members and Employees. Officers, commission members and employees of the Association who are not Representatives shall be entitled to indemnification under Section 13.02 and 13.03 hereof to the same extent as a Representative. The Association may advance expenses to an officer or employee of the Association who is not a representative, consistent with public policy.

Section 13.07, Purchase of Insurance. The Association may purchase and maintain insurance on behalf of an individual who is or was a representative, officer, employee, commission member, or agent of the Association or who, while a representative, 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 corporation, partnership, joint venture, trust, benefit plan or other enterprises against any liabilities asserted against or incurred by such person in that capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under this Article 13.

ARTICLE 14. CONFLICT

Section 14.01. If there is anything in the By-laws inconsistent with or in conflict with the laws of the State, then it is hereby provided that such act serve only to invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws of the State and shall not affect or impair in any sense the other provisions and portions of these By-laws.

Section 14.02. If there is anything in the By-laws inconsistent with or in conflict with the governance procedures of the Association, these By-laws shall prevail.

ARTICLE 15. INTERPRETATION

Section 15.01, Control of By-laws Under Articles of Incorporation. Notwithstanding any provisions of these By-laws to the contrary, all provisions of these By-laws are subject to and regulated and controlled by the Articles of Incorporation of the Association, and the powers of the Board are subject to restrictions provided in said articles of incorporation.

ARTICLE 16. AMENDMENTS

Section 16.01, Amendment. The By-laws of the Association may be altered, amended, or repealed and new By-laws may be adopted by an affirmative vote of two-thirds (2/3) of the members present at a meeting of the members, provided, however, notice of the general nature of the proposed change in the By-laws shall have been given in the notice of the meeting.

These By-laws were adopted by the 1991 General Assembly, effective May 1, 1992.

The By-laws have been amended by actions of the Annual Meeting of Members, and these revisions are reflected herein. The amendments were adopted:

November, 1993

3.01(b) and 3.03(a) regarding addition of Supervisory Candidate Membership category with voting rights.

4.04 regarding change in quorum from 10% to 5% of eligible votes.

May, 1995

3.01(d) regarding addition of Retired Supervisor Membership category.

7.03 changing the nominations for President-elect from even to odd numbered years.

May, 1996

3.01(e) defining Clinical Members

3.01(m) and 3.03(c) regarding addition of Network Membership with no voting rights.

3.03(a) giving voting rights to Retired Supervisor Members.

May, 1997

3.01(n) and 3.03(c) regarding addition of International Affiliate Organization Membership with no voting rights.

May, 1998

No recorded changes.

May, 1999

5.01, Number and Qualifications regarding the makeup of the whole Board of Representatives, specifically the designation of the four at-large members.

5.03, Vacancies regarding the fulfillment of vacant positions on the Board of Representatives.

5.09, Vote Proxy, Voting by Representative

3.01(i) and 3.03(c) to remove Cluster Member as it is now included in the definition of Center Member.

May, 2000

No By-law changes were adopted.

Spring, 2001

3.01, Revised to add “types” of certified membership and revised definitions for all classes of membership.

7.05, President-Elect, remove the line “. . . shall serve as chairperson of the Annual Conference Committee. . .”

May, 2002

No By-law changes were adopted; revisions were proposed.

Effective 2003, Annual Member Meetings transitioned to Fall.

Fall, 2003

Article 7(7.01, 7.02, 7.03, 7.04), Revised to reflect creation of Past-President position on the Board of reps in even years, while a President-elect will service with the Board in odd years.

Fall, 2004

No By-law changes were adopted; revisions were proposed.

*Revised 11/2006
Revised 1/2006
Revised 1/04
Revised 5/02
Revised 10/00
Revised 5/97
Adopted 5/91*

Fall, 2005

3.01(k) to redefine the definition of Cluster membership, removing "accredited"

3.03, 6.05, 8.02, 8.03 and 8.04 – these changes included additional information and revision to existing statements in order to redefine the regional relationship to the national organization