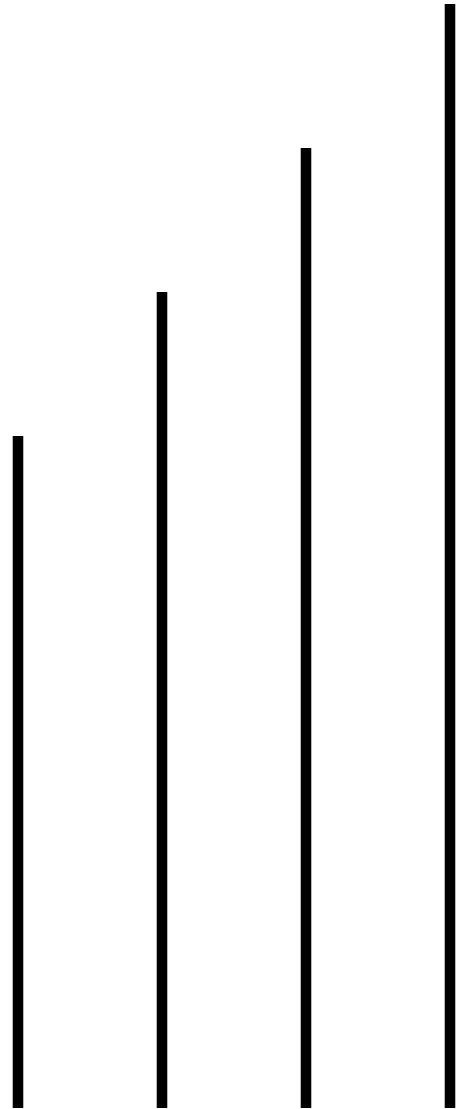


ACPE

The Association for Clinical Pastoral Education Inc.

GOVERNANCE MANUAL



GOVERNANCE MANUAL

OF

THE ASSOCIATION FOR
CLINICAL PASTORAL
EDUCATION, INC.

1549 Clairmont Road, Suite 103
Decatur, Georgia 30033
Phone: 404/320-1472
Fax: 404/320-0849
www.acpe.edu

GOVERNANCE MANUAL
OF
THE ASSOCIATION FOR CLINICAL PASTORAL EDUCATION, INC.

OPENING STATEMENT

The Governance Manual clarifies certain sections in the By-laws and specifies the functions, elections and terms of office of commissions, committees, and advisory councils in ACPE. Periodically, this Manual should be updated by the Board of Representatives. The Manual is subordinate to the By-laws of ACPE.

ARTICLE 1. DEFINITIONS AND ABBREVIATIONS

No commentary necessary.

ARTICLE 2. IDENTIFICATION AND PURPOSE

Section 2.02, Purpose.

This statement reflects one of the central purposes of the Association without being restrictive. The purpose and mission of the Association requires discussion by the Association and in particular by the Board of Representatives. Attention to the purpose of the Association and discussion of it should clarify the values which empower the Association and determine its missions. This discussion should be ongoing.

ARTICLE 3. MEMBERS

Section 3.01, Types, Classes and Qualification for Members.

Types and classes of ACPE membership shall be reviewed regularly by the Board.

Section 3.02, Membership Maintenance.

These requirements shall be strictly enforced.

ARTICLE 4. MEETINGS OF MEMBERS

Section 4.03, Place of Meeting.

The Annual Member meeting will be held at the time and place of the Annual Conference.

Section 4.04, Quorum.

This section specifies that five percent (5%) of the members with voting rights [Section 3.03], will constitute a quorum; i.e., If there are 2,000 voting members, then 100 members must be present at a Members Meeting. The need to have members present at the meeting should be publicized by the Board.

ARTICLE 5. BOARD OF REPRESENTATIVES

Section 5.01, Number and Qualifications.

It is the current practice of the Association to nominate a representative of the Seminary Members Advisory Council, a representative of the Denomination/Faith Group/Agency Members Advisory Council, and a representative of the Clinical Members Advisory Council to fill three of the at-large positions provided for by the By-laws. The Board has designated the remaining at-large position to be filled by a representative from the Racial-Ethnic-Multicultural Network.

From time to time, the Board may appoint a person or persons to represent the Association in other organizations or associations where it is deemed beneficial for ACPE. The current appointments [2004] include: Journal of Pastoral Care Publications, Board of Managers (nominated by RANC); Joint Commission on Accreditation of Pastoral Services (nominated by RANC); and, Commission on Ministry in Specialized Settings [COMISS] Network (President, President-elect/Past-President, and Executive Director).

In addition, the Board may appoint a person or persons to further the mission of ACPE in ways which are not assigned to other entities within the Association. The current appointments [2004] include: History Coordinator, Journal of Pastoral Care Representatives and International Liaison.

Section 5.02, Classes of Representatives, Term and Election.

When a region sends a Designated Alternate Representative to a Board meeting, the Chairperson of the region sending the alternate representative shall notify the President in writing as early as possible.

Section 5.05, Meetings.

The Board shall meet two times a year at a time and place determined by the Board. A regular meeting of the Board will be held in the Spring. The Annual Meeting of the Board will be held

in the Fall in conjunction with the Annual Conference [Per Board action Spring 2000, Motion #7: Effective 2003].

The proposed Board agenda, along with all available reports, should be received by Board members no less than two weeks in advance of each board meeting [Spring 1995, Motion 14].

ARTICLE 6. COMMISSIONS AND COMMITTEES

Section 6.01, Standing Commissions and Committees.

The By-laws establish three standing commissions: Accreditation, Certification, and Professional Ethics. The By-laws establish four standing committees: Standards, Representation and Nomination, Finance and Development.

STANDING COMMISSIONS: ACCREDITATION

Section 6.02, Duties.

The Accreditation Commission shall implement the procedures on accreditation of CPE centers, clusters, systems, and CPE programs as required and defined by ACPE Standards and make all accreditation decisions for the Association as defined by the ACPE Standards. In addition, the Commission shall:

1. Submit the minutes of their meeting to the next succeeding meeting of the Board for review, as well as to the national Association office for the record.
2. Work with the Standards Committee to propose changes in ACPE Standards to the Board when such changes seem necessary in light of their work on behalf of the Association.
3. Prepare and update a policies and procedures manual for approval by the Board.

Section 6.03, Election of Members.

1. The Representation and Nomination Committee nominates commission members, chairperson and chairperson-elect to the Board, who appoints these persons.
2. Commission members may serve three-year terms and may succeed themselves one time after serving a full term. In the event someone completes a term of office for another member, they are still eligible to complete two full terms of office [Spring 2001, Motion 42]. Members are assigned to classes by the RANC.
3. One representative is recommended to the RANC by each region.
4. Four at-large members, two of whom must be public members, are selected by the RANC, which may receive recommendations from the Commission.
5. The Chairperson may serve a three-year term and may not succeed him/herself.
6. Prior to the beginning of the Chairperson's last year in office, the Commission recommends the Chairperson-elect to the RANC. The Chairperson-elect serves one year prior to becoming the Chairperson.
7. The Chairperson-elect has no vote unless he or she is Regional Chair also. Thus, there will never be more than 14 voting members; of these, two shall be public members.

STANDING COMMISSIONS: CERTIFICATION

Section 6.02, Duties.

The Certification Commission shall implement the procedures on certification of Clinical Pastoral Education Supervisors as required and defined by ACPE Standards and make all certification decisions on behalf of the Association as defined by ACPE Standards. In addition, the Commission shall:

1. Submit the minutes of their meeting to the next succeeding meeting of the Board for review, as well as to the national Association office for the record.
2. Work with the Standards Committee to propose changes in ACPE Standards to the Board when such changes seem necessary in light of their work on behalf of the Association.
3. Prepare and update a policies and procedures manual for approval by the Board.

Section 6.03, Election of Members.

1. The Representation and Nomination Committee nominates commission members, chairperson and chairperson-elect to the Board, who appoints these persons.
2. Commission members may serve three-year terms and may succeed themselves one time after serving a full term. In the event someone completes a term of office for another member, they are still eligible to complete two full terms of office [Spring 2001, Motion 42]. Members are assigned to classes by the RANC.
3. Three representatives are recommended to the RANC by each region.
4. Two at-large members are selected by the RANC, which may receive recommendations from the Commission. RANC selects persons to these positions to insure appropriate diversity [Spring 2001, Motion 14 &15].
5. The Chairperson may serve a three-year term and may not succeed him/herself.
6. Prior to the beginning of the Chairperson's last year in office, the Commission recommends the Chairperson-elect to the RANC. The Chairperson-elect serves one year prior to becoming the Chairperson.

STANDING COMMISSIONS: PROFESSIONAL ETHICS

Section 6.02, Duties.

The Professional Ethics Commission shall review complaints brought against an ACPE member, supervisor, or CPE program, or against regional or national ACPE structures and take action on violations of ACPE Standards regarding ethics and professional practice. In addition, the Commission shall:

1. Submit the minutes of their meeting to the next succeeding meeting of the Board for review, as well as to the national Association office for the record.
2. Work with the Standards Committee to propose changes in ACPE Standards to the Board when such changes seem necessary in light of their work on behalf of the Association.
3. Prepare and update a policies and procedures manual for approval by the Board.

Section 6.03, Election of Members.

1. The Representation and Nomination Committee nominates commission members, chairperson and chairperson-elect to the Board, who appoints these persons.
2. Commission members may serve three-year terms and may succeed themselves one time after serving a full term. In the event someone completes a term of office for another member, they are still eligible to complete two full terms of office [Spring 2001, Motion 42]. Members are assigned to classes by the RANC.
3. One representative is recommended to the RANC by each region.
4. The Chairperson may serve a three-year term and may not succeed him/herself.
5. Prior to the beginning of the Chairperson's last year in office, the Commission recommends the Chairperson-elect to the RANC. The Chairperson-elect serves one year prior to becoming the Chairperson.

STANDING COMMITTEES: STANDARDS

Section 6.02, Duties.

1. Study and recommend all matters of policy regarding standards for certification of supervisors and accreditation of centers, clusters, and systems, to offer programs of CPE, including general guidelines for the procedures which are appropriate for use in the implementation of the Standards.
2. Review, along with legal consultant, all manuals prepared by commissions and committees to ensure they are in conformity with Standards.
3. Submit proposed changes in Standards to the Board for approval.
4. Submit the minutes of their meetings to the next succeeding meeting of the Board for approval, as well as to the national Association office for the record.

Section 6.03, Election of Members.

1. RANC nominates committee members, chairperson, and chairperson-elect to the Board, who appoints these persons.
2. One committee member is recommended to the RANC by each region. Members may serve three-year terms and may succeed themselves once after serving a full term. In the event someone completes a term of office for another member, they are still eligible to complete two full terms of office [Spring 2001, Motion 42]. Members are assigned to classes by the RANC.
3. The Chairperson may serve a three-year term and may not succeed him/herself.
4. Prior to the beginning of the Chairperson's last year in office, the Committee recommends the Chairperson-elect to RANC. The Chairperson-elect serves one year prior to becoming the Chairperson.

STANDING COMMITTEES: REPRESENTATION AND NOMINATION COMMITTEE

Section 6.02, Duties.

1. Review the composition of all boards, commissions, committees, councils, task forces and other entities of the Association to assess the balance of the entities regarding inclusion of all constituency groups within the Association.
2. Report its findings regarding inclusiveness to the Board, the governing bodies of the various regions, and the membership of the Association.
3. When possible, suggest a plan of action to ensure a move towards inclusiveness.
4. Conduct President-elect nominating process (odd numbered years) and monitor the mail ballot for the election of the President (odd numbered years).
5. Nominate persons to serve as Secretary and Treasurer (even numbered years)
6. Nominate the members and chairpersons of commissions, committees, task forces, and other entities as defined by the By-laws or requested by the Board. Secure from the Advisory Councils the name of the Chair of the respective council for inclusion in their report to the Board.
7. Submit the minutes of their meetings to the next succeeding meeting of the Board for approval, as well as to the national Association office for the record.

Section 6.03, Election of Members.

1. RANC nominates committee members, chairperson, and chairperson-elect to the Board, who appoints these persons.
2. One committee member is recommended to the RANC by each region. Members may serve three-year terms and may succeed themselves once after serving a full term. In the event someone completes a term of office for another member, they are still eligible to complete two full terms of office [Spring 2001, Motion 42]. Members are assigned to classes by the RANC.
3. The Chairperson may serve a three-year term and may not succeed him/herself.
4. Prior to the beginning of the Chairperson's last year in office, the Committee recommends the Chairperson-elect to RANC. The Chairperson-elect serves one year prior to becoming the Chairperson.

STANDING COMMITTEES: FINANCE *[est. Fall 2006, Motion #19]*

Section 6.02, Duties.

1. Review, with the Executive Director, the annual budget.
2. Formulate and monitor the financial policies of the Association.
3. In consultation with the Accreditation and Certification Commissions, recommend fees to the Board.
4. Ensure the annual certified audit.
5. Review ACPE financial statements for the operating budget, annual conference budget and networks' accounts.
6. Review the annual regional audits and regional fee scales.

7. Submit the minutes of their meetings to the next succeeding meeting of the Board for approval, as well as to the national Association office for the record.

Section 6.03, Election of Members.

1. RANC nominates committee members to the Board, who appoints these persons. Consideration is given to insure appropriate diversity [Spring 2001, Motion 39 w/Amendment] and expertise in finance, accounting and/or business management.
2. The Budget and Investment Committee is composed of the Association Treasurer who serves as the Chairperson, the President of ACPE, the Executive Director and two at-large members appointed by the Board of Representatives. Members may serve three-year terms and may succeed themselves one time after serving a full term. Members are assigned to classes by the RANC.

STANDING COMMITTEES: DEVELOPMENT *[est. Fall 2006, Motion #19]*

Section 6.02, Duties.

1. Propose, implement, monitor and review fund-raising efforts.
2. Develop investment policies and strategies.
3. Review ACPE financial statements for all investment funds.
4. Submit the minutes of their meetings to the next succeeding meeting of the Board for approval, as well as to the national Association office for the record.

Section 6.03, Election of Members.

1. RANC nominates committee members, chairperson, and chairperson-elect to the Board, who appoints these persons. Consideration is given to insure appropriate diversity [Spring 2001, Motion 39 w/Amendment] and expertise in development, investments and/or fund raising.
2. The Development Committee is composed of the Chair, Chair Elect as prescribed in #4, President of the Association, Association Treasurer, Executive Director/Associate Director/or designee, and two at large members. Members may serve three-year terms and may succeed themselves one time after serving a full term. Members are assigned to classes by the RANC.
3. The Chairperson may serve two terms of three-years each.
4. Prior to the beginning of the Chairperson's last year in office, the Committee recommends the Chairperson-elect to RANC. The Chairperson-elect serves one year prior to becoming the Chairperson.

OTHER COMMITTEES: ENDOWMENT GRANT COMMITTEE [est. Spring 1992, Motion 47;
Fall 1992, Motion 4; Fall 1994, Motion 13; Fall 1994, Motion 31]

Section 6.02, Duties.

1. Review grant proposals and recommend projects to receive funding grants from the available endowment interest monies to the Board at its Fall meeting.
2. Receive and review annual evaluation reports from grant recipients.
3. Prepare for the Board annually a report on funded projects as regards their status.
4. Acknowledge by letter all grant requests and inform applicants about the disposition of their requests.

Section 6.03, Election of Members.

1. Three members of the Association, at least one to be a member of the Board, who are nominated by the President and elected by the Board.
2. Members shall serve three-year staggered terms and shall serve one three-year term.

OTHER COMMITTEES: PERSONNEL [est. Fall 1992, Motion 10, 61, & 62; Spring 1993,
Motion 13; Fall 1993, Motion 59; Spring 1995, Motions 10 & 63; Spring 1997, Motions 7,
50, & 51]

Section 6.02, Duties.

1. Shall annually evaluate the performance of the Executive Director.
2. Shall annually review the Executive Director's job description and forward any recommendations for change to the Board of Representatives.
3. Shall conduct an annual salary review for the Executive Director.
4. Shall recommend compensation package for Executive Director for approval by the Board of Representatives within the limits recommended by the Budget and Investment Committee.
5. Shall consult with the Executive Director regarding ACPE personnel practices.

Section 6.03, Election of Members.

The Personal Committee will be composed of the following, appointed by the Board of Representatives (except the Treasurer):

1. Chair, to be elected by the Board, who does not represent any other categories as listed below.
2. A past president of ACPE.
3. A current Regional Director.
4. A current member of the Board of Representatives.
5. An at-large member to insure appropriate diversity.
6. Current Treasurer of ACPE*

**Persons designated by office cease to serve when not current*

Members will serve two-year terms, and may succeed themselves twice for a maximum of three two-year terms (6 years).

OTHER COMMITTEES: NATIONAL CONFERENCE ADVISORY COMMITTEE [est. Fall 2001, Motion 9]

Section 6.02, Duties.

1. Shall bring national and regional needs and issues to conference planning.
2. Shall update and keep current the national conference guidelines.
3. Shall meet at the national conference and at least one time each year when a site for the national conference is being selected.

Section 6.03, Election of Members.

1. President-elect will serve as convener.
2. Executive Director.
3. ACPE Conference Planner.
4. Four Regional Representatives selected by the regions to be the National Conference Chairs:
 - A. immediate past National Conference Chair;
 - B. present National Conference Chair;
 - C. National Conference Chair's for the next two conferences.

ADVISORY COUNCILS: CLINICAL MEMBERS

Section 6.02, Duties.

1. The Clinical Members Advisory Council will meet each year at the ACPE Annual Conference and will serve in an advisory capacity to the Board on matters of interest to Clinical Members.

Section 6.03, Election of Members.

1. All Clinical Members who attend the ACPE Annual Conference.
2. A Chairperson, who has been recommended to RANC to be nominated for a three-year term. The Chairperson may not succeed her/himself.

ADVISORY COUNCILS: DENOMINATION/FAITH GROUP/AGENCY MEMBERS [est. Fall 1992, Motion 58]

Section 6.02, Duties.

1. The Denomination/Faith Group/Agency Members Advisory Council will meet each year at the ACPE Annual Conference and will advise the Board on matters of interest to denominations, faith groups and other related agencies.

Section 6.03, Election of Members.

1. All representatives of Denomination/Faith Group/Agency Members who attend the ACPE Annual Conference.
2. A Chairperson, who has been recommended to RANC to be nominated for a three-year term. The Chairperson may not succeed her/himself.

ADVISORY COUNCILS: SEMINARY MEMBERS [est. Fall 1992, Motion 55]

Section 6.02 Duties.

1. The Seminary Members Advisory Council will meet each year at the ACPE Annual Conference and will advise the Board on matters of interest to seminaries.

Section 6.03, Election of Members.

1. All representatives of Seminary Members who attend the ACPE Annual Conference.
2. A Chairperson, who has been recommended to RANC to be nominated for a one-year term.

NETWORKS [est. Spring 2006, Motion #55]

Section 6.01, Networks. Networks are special interest groups that support the mission and vision of the ACPE, and whose purpose and scope of activity is to enhance the mission and vision of the ACPE, and have been accepted for membership by the ACPE, and pays the annual membership fee as determined by the Board of Representatives.

Network Governance. Each network is self-governing. Any network may incorporate or may secure a tax exempt status. The governing documents of each network must be presented to the Board of Representatives of the Association at the time it makes application for membership, and such governing documents shall not conflict with the Association Bylaws.

Network Voting Rights. Networks have no voting rights in ACPE; individual members of networks who are members of ACPE have voting rights as determined by their membership category in the ACPE By-laws.

Network Finances. The ACPE assumes no financial or legal responsibility for the activities of the networks. However, Networks may use the ACPE office for accounting purposes based on a written agreement to this effect. Said networks agree to abide by the financial policies of ACPE.

Other Provisions regarding Networks. Networks may advertise themselves as members of ACPE. Networks do not speak for ACPE, Inc. nor are opinions expressed by the network necessarily the opinion or policy of ACPE, Inc. Networks may submit an annual report to the

Board of Representatives. Member Networks in ACPE may use ACPE publications to advertise their activities, meet during ACPE annual conferences, solicit political and financial support for their activities among the ACPE membership. Networks are eligible for endowment grant funding as approved by the Board of Representatives.

ARTICLE 7. OFFICERS AND EXECUTIVE DIRECTOR

No commentary necessary.

ARTICLE 8: REGIONS

Section 8.02, Regional Governance.

1. Regions are encouraged not to be incorporated.
2. Regions should not have By-laws, but rather a Governance Manual consistent with Association By-laws. The regions shall submit to the Board for approval the regional Governance Manual and any subsequent changes.

Section 8.03, Annual Audit.

Regional financial audits are due in the national Association office by March 1 of each year.

ARTICLE 9. NOTICES

This section is included to ensure that various ways of notice of a meeting can be given and to ensure that, if a person attends the meeting, such attendance waives any complaints pertaining to not being notified.

ARTICLE 10: BOOKS AND RECORDS

No commentary necessary.

ARTICLE 11. CORPORATE SEAL

No commentary necessary.

ARTICLE 12. FISCAL YEAR

No commentary necessary.

ARTICLE 13. INDEMNIFICATION

This article states that the Association may repay or advance payments if the officers, directors, and commission members are threatened or involved in legal proceedings that have occurred in the course of their work for the Association. The key word is may. The Association has the choice whether to pay or not. The Association will not pay if the person or persons involved did not act in good faith. The rationale for this By-law is that it permits the Association the opportunity to repay or advance payments upon action by the Board.

Section 13.03, Mandatory Indemnification.

This section is the only exception to what has been described above. This section states that if a person because of his/her duties with the Association is involved in legal proceedings, and is successful, the Association will pay reasonable expenses incurred by the person.

ARTICLE 14. CONFLICT

No commentary necessary.

ARTICLE 15. INTERPRETATION

No commentary necessary.

ARTICLE 16. AMENDMENTS

No commentary necessary.

APPENDIX

The Appendix should contain the policies and procedures of the Board and all Commissions, Committees, Advisory Councils and Task Forces of the Association for Clinical Pastoral Education, Inc.