



ACPE

STANDARDS & MANUALS

**2010
Governance**

Association for Clinical Pastoral Education, Inc.
1549 Clairmont Road, Suite 103, Decatur GA 30033
Tel. 404/320-1472 ■ 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. The Annual Meeting of the Board will be held in the Spring in conjunction with the Annual

Conference. A regular meeting of the Board will be held in the Fall. [Per Board action Spring 2000, Motion #7: Effective 2003; timing revised per board, effective Spring 2009].

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 Finance 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, revised Fall 2009, Motion #60]

Section 6.02, Duties.

1. Propose, implement, monitor and review organizational and program development strategies and efforts.
2. Review proposals and recommend Program Grant Awards and receive annual evaluation reports from awardees.
3. Review and recommend facilities needs.
4. Work with the ACPE Board in articulating the association's funding and investment goals, needs and priorities to the Foundation for CPE.
5. 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.

5. Additional persons may be appointed by the ACPE President to serve on the Program Awards Sub-committee and the Facilities Sub-Committee.

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, **Redefined as a part of Development Committee, Fall 2009, Motion #60]**

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, Revised Fall 2009, Motion # 4]

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*
7. Prior to the beginning of the Chairperson's last year in office, the Committee recommends the Chairperson-elect to the Board. The Chairperson-elect serves one year prior to becoming the Chairperson.

*Persons designated by office cease to serve when term ends.

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, Revised Fall 2009, Motion #59]

Section 6.02. Duties.

1. Shall ensure that the educational needs of our organization and our membership are met through the annual conference program.
2. Shall ensure that the business needs of the national organization and business concerns of the regions are considered in annual conference planning.
3. Shall develop and maintain a budget that generates the funding to provide for the program.
4. Shall give final approval of the speakers and workshop presenters and monitor the content of all presentations.

Section 6.03. Role of the National Office

The national office is responsible for all negotiations and contracts, all expense approvals, approval of all publicity and publications, and all logistical details in collaboration with the National Conference Committee and the Local Arrangements Committee. The national office will process registrations and oversee the registration process on site.

Section 6.04 The Local Arrangements Committee

The Local Arrangements Committee is appointed each year by the National Conference Committee, in consultation with the regional leadership in which the conference is being held. The Local Arrangements Committee will be made up of seven-eight representatives, one Chair and the six others each serving as convener for one of the sub-committees as noted below. The Regional Director may also serve as a member of the Local Arrangements Committee. The Local

Arrangements Committee must be chaired by an active ACPE supervisor, and it is preferred that the sub-committee conveners be members of ACPE.

This Local Arrangements Committee Chairperson will participate in the site selection as managed by the national office. The Local Arrangements Committee will make recommendations regarding theme, speakers and presenters (particularly as any local options may be available) to the National Conference Committee. Sub-committees shall include: Publicity, Funding, Worship, Local Experiences, Hospitality and Exhibitors. The role of each sub-committee shall be described in detail in the ACPE Conference Planning Manual.

Section 6.05, Election of Members.

1. A Chair, appointed by the ACPE Board to serve a three-year term.
2. Two at-large members, appointed by the board and selected from the ACPE Board or one of the three Commissions to serve a three year term.
3. The Local Arrangements Chair for a three-year term, beginning the year prior to their annual conference, during the year of the conference, and in the year following the conference.
4. The ACPE Conference Manager.
5. The ACPE Executive Director and/or Associate Director.
6. The ACPE Special Projects Coordinator (Webmaster and Editor of ACPE News).
7. The Conference Management Company Representative.

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.