



CPEI BYLAWS

ARTICLE I. NAME

Section 1.1. The name of the corporation is Clinical Pastoral Education International, Inc. [hereinafter referred to as CPEI].

Section 1.2. The principal office of the organization and its registered agent shall be in the State of Florida.

ARTICLE II. PURPOSE/MISSION

Section 2.1 The mission of CPEI is to provide quality, inclusive, and life-transforming clinical pastoral education internationally through online and hybrid modalities to develop competent pastoral clinicians and supervisory educators. The organization operates under section 501(c)(3) of the United States Internal Revenue Code.

Section 2.2 No activity of the organization shall support political campaigns on behalf of any candidate for public office, restrict membership on the basis of race, religion, gender, or national origin, or do anything to disqualify its tax-exempt status.

ARTICLE III. MEMBERSHIP

Section 3.1. General Members include all individuals who affiliate with CPEI by:

- A. Paying annual membership or credentialing/certification dues.
- B. Providing support through financial contributions.
- C. Advocating for CPEI's mission and vision.

Section 3.2. Membership includes the right to:

- A. Serve on CPEI Committees.
- B. Nominate Committee chairs.
- C. Vote on recommendations provided by the Nominating Committee

ARTICLE IV. MEETINGS

Section 4.1. General meetings of the membership shall be held annually at a time and place to

be determined, which may include virtual meetings.

Section 4.2. The Board of Directors shall meet a minimum of two times annually.

Section 4.3. Virtual meetings are an acceptable format for meetings of the Board of Directors when in-person attendance is not feasible.

Section 4.4. A quorum consists of a simple majority of voting Board members present and is required to do the business of the organization.

Section 4.5. Meetings shall be conducted according to *Robert's Rules of Order Newly Revised*, current edition.

ARTICLE V. BOARD OF DIRECTORS

Section 5.1. General powers

The business, property, and programs of CPEI shall be managed and controlled by a Board of Directors holding legal authority to govern the organization.

Section 5.2. Composition

The directors shall include the Chair, the Vice Chair, the Chief Executive Officer (*ex officio* nonvoting), the Chief Academic Officer (*ex officio* nonvoting), the chair of the Finance Committee (*ex officio* nonvoting), and at least four Directors, who shall be members of the community at large with experience in areas of academics, counseling or clinical work, finance, healthcare, law, or religious leadership.

Section 5.3. Election

- A. Voting members of the Board shall be elected by current Board members.
- B. The Board of Directors shall elect new members annually. A slate of candidates, presented by a Nominating Committee appointed by the Board Chair, shall be presented to the Board. New Board members shall be elected by a majority vote of the directors present at the November meeting.
- C. Qualifications: Board members shall have served in areas of academics, counseling, finance, healthcare, military, law or faith group leadership.

Section 5.4. Terms

Board members serve for one term of three (3) years and are eligible to serve an additional term if recommended by the Chief Executive Officer and the Board Chair.

Section 5.5. Duties

The Board shall:

- A. Ensure that all activities of CPEI align with its mission and are conducted efficiently and accurately.
- B. Provide support and consultation to the Chief Executive Officer.
- C. Evaluate the Chief Executive Officer annually.
- D. Review and approve the Strategic Plan, Strategic Initiatives, mission, and vision statements.

- E. Review and approve the annual budget.
- F. Review and approve any new contractual agreements that CPEI enters.
- G. Approve all staff positions.
- H. Ensure that CPEI maintains a sustainable future via its finances, staffing, and educational programs.
- I. Support CPEI through financial contributions and identification of potential supporters.

Section 5.6. Removal

Upon recommendation of the Chief Executive Officer and the Board Chair, a member of the Board may be removed for excessive unexcused absences from meetings or conduct detrimental to the organization. Notice must be given at least ten (10) days in advance, and the member must have the right to be heard. A two-thirds vote of the remaining voting members is required for removal.

Section 5.7. Vacancies

Vacancies on the Board may be filled by the Board of Directors upon recommendation of the Chief Executive Officer for the remainder of the term of the vacant seat.

ARTICLE VI. OFFICERS

Section 6.1. The officers of this Board shall be a Chair, a Vice Chair, and a Secretary.

Section 6.2. Chair

The Chair shall have the following duties:

- A. Preside at all Board of Directors meetings.
- B. Provide leadership and guidance to the Board and CPEI.
- C. Support the Chief Executive Officer in implementing the mission of the organization.
- D. Assist the Chief Executive Officer in creating Board agendas.
- E. Represent CPEI to outside stakeholders and the public.

Section 6.3. Vice Chair

The Vice Chair shall perform all the duties of the Chair during the Chair's absence. The duties of the Vice Chair include:

- A. Preside at Board of Directors meetings in the absence of the Chair.
- B. Assist the Board Chair in providing leadership and guidance as needed.
- C. Support the Chief Executive Officer in implementing the mission of the organization.
- D. Represent CPEI to outside stakeholders and the public.
- E. Serve as Chair of the Personnel Committee.

Section 6.4. Secretary

The Secretary shall record the minutes of all meetings of the Board of Directors and provide for the safekeeping of all official contracts and records of the organization.

Section 6.5. Election

Election of Officers shall take place at the November board meeting.

Section 6.6. Removal of Officers

Upon recommendation of the Chief Executive Officer and the Board Chair, an officer of the Board may be removed for excessive unexcused absences from meetings or conduct detrimental to the organization. Notice must be given at least ten (10) days in advance, and the member must have the right to be heard. A two-thirds vote of the remaining voting members is required for removal.

Section 6.7. Vacancies

Vacancies in an office may be filled by the Board of Directors upon recommendation of the Chief Executive Officer for the remainder of the term of the vacant seat.

ARTICLE VII. COMMITTEES

Section 7.1. The Board may create standing or *ad hoc* committees as needed.

Section 7.2. Executive Committee

An Executive Committee consisting of the Chair, Vice Chair, Chief Executive Officer and chair of the Finance Committee shall be empowered to conduct governance of the organization between meetings of the Board of Directors.

Section 7.3. Nominating Committee

A. The Board of Directors Chair in consultation with the Chief Executive Officer appoints the Nominating Committee, which is comprised of CPEI members based on experience, diversity and commitment to CPEI's mission.

B. Members of the Committee serve terms of 1, 2, or 3 years.

C. The Committee presents a slate of potential board nominees to the CPEI Board in September for approval at the November meeting.

Section 7.4. Finance Committee

Duties:

A. Work with staff to develop the annual budget and long-term financial plans.

B. Review financial statements and ensure that reports are timely and accurate.

C. Develop and implement internal controls and financial policies.

D. Oversee the annual audit.

E. Oversee management of assets and investments.

F. Communicate financial information to the Board that connects clearly with CPEI's mission, goals and strategies.

G. The chair of the Committee shall serve as Treasurer of the organization.

ARTICLE VIII. CORPORATE STAFF

Section 8.1. The Chief Executive Officer serves as chief staff officer of CPEI and is both hired by and accountable to the Board of Directors.

Section 8.2. The duties and responsibilities of the Chief Executive Officer include:

- A. Providing regular reports to the Board of Directors
- B. Assisting in planning and ensuring that CPEI remains a sustainable organization and meets its strategic goals.
- C. Monitoring CPEI programs to maintain consistency, compliance, and high-quality education.
- D. Ensuring CPEI remains in compliance with accrediting bodies' requirements.
- E. Managing and evaluating staff.
- F. Advising the Personnel Committee regarding staffing needs and concerns.
- G. Promoting CPEI with endorsers, seminaries and other educational institutions, and other professional groups.
- H. Ensuring annual reports are submitted in a timely manner.

ARTICLE IX. CONFLICT OF INTEREST AND COMPENSATION

Section 9.1. Board members must review and agree to the following Code of Ethics

As professionals (staff and board members) of Clinical Pastoral Education International, we:

- A. Dedicate ourselves to carrying out the mission of this organization.
- B. Recognize that the chief function of CPEI is to serve the best interests of our stakeholders, including CPEI members, students, faculty, and affiliated institutions.
- C. Accept as personal duty the responsibility to keep up to date on emerging issues and conduct ourselves professionally, fairly, impartially, efficiently and effectively.
- D. Respect the structure and responsibilities of the Board of Directors, provide them with facts and advice as a basis for making policy and process decisions, and uphold such decisions as adopted.
- E. Conduct duties with open communication, creativity, dedication, and compassion.
- F. Exercise discretionary authority in carrying out the mission of CPEI as defined by state and federal laws.
- G. Demonstrate the highest standards of personal integrity, truthfulness, honesty and fortitude to inspire confidence in our activities.
- H. Disclose and avoid any activity that conflicts with the conduct of our duties.
- I. Respect and protect privileged information to which we may have access in the course of our official duties.

Section 9.2. No member of the Board may receive monetary compensation for any service rendered.

ARTICLE X. INDEMNIFICATION

Section 10.1. CPEI shall indemnify each person who has served or may serve as an officer, director, or employee of the corporation against all expenses and liabilities, including counsel fees, judgments, fines, and settlement payments, incurred in connection with any action taken or omitted in good faith.

Section 10.2. CPEI shall have the power to purchase and maintain insurance on behalf of any agent of the organization, to the fullest extent permitted by law, against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, or to give other indemnification to the extent permitted by law.

ARTICLE XI. BOOKS AND RECORDS

The organization shall keep complete and correct books and records of account, minutes of all meetings, a record of all actions taken by the Board and committees, and a copy of the articles of incorporation and bylaws.

ARTICLE XII. DISSOLUTION

In the event of dissolution, the assets of the organization shall be distributed to a tax-exempt (non-profit) organization that serves chaplains as mandated by IRS regulations. Assets will not be distributed to any private individual, board member or officer.

ARTICLE XIII. AMENDMENTS

Section 13.1. The Articles of Incorporation may only be amended by an absolute majority vote of the Board of Directors.

Section 13.2. These Bylaws may be amended by a majority vote of the Board of Directors at a regularly called meeting at which a quorum is present.

APPROVED BY THE BOARD OF DIRECTORS

DATE March 30, 2026