

**BYLAWS  
OF  
JOURNAL OF PASTORAL CARE PUBLICATIONS, INC.**

**2018 Revision**

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**Revisions shaded yellow (sections 8.1 to 8.4)**

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# BYLAWS

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**BYLAWS**  
**OF**  
**JOURNAL OF PASTORAL CARE PUBLICATIONS, INC.**  
**A NONPROFIT CORPORATION**

ARTICLE 1. DEFINITIONS AND ABBREVIATIONS

As

Name. The name of the Corporation is Journal of Pastoral Care Publications, Inc.

Section used in these Bylaws

Section 1.1. "Corporation" shall mean Journal of Pastoral Care Publications, Inc.

Section 1.2. "Act" means the Georgia Nonprofit Corporation Code, as amended from time to time.

Section 1.3. "Secretary of State" shall mean the Secretary of State of the State of Georgia.

Section 1.4. "State" shall mean the State of Georgia.

Section 1.5. "Bylaws" means the Bylaws of the Corporation as amended from time to time.

Section 1.6. "Board Annual Meeting" shall mean the Annual Meeting of the Members of the Board of Managers as required by these Bylaws which shall be held at such time and place as shall be selected by the Board of Managers.

Section 1.7.-"Member Associations" are associations that have common purpose with the Corporation and that have been admitted to membership in the Corporation by the Board of Managers.

Section 1.8. "Manager and Board of Managers" "Manager" shall have the legal meaning of director under the Act and "Board of Managers" or "Board" shall have the legal meaning of "Board of Directors" or "Board" under the Act.

ARTICLE 2. IDENTIFICATION

2.1. 2.2. Registered Office and Registered Agent.

Section 2.2.1. Obligation to Maintain. The Corporation shall have and shall continuously maintain in the State: (1) a Registered Office with the same address as that of the registered agent; and (2) a Registered Agent. The Registered Agent may be: (1) an individual resident in the State whose business office is identical with such Registered Office; (2) a domestic

business or nonprofit corporation whose office is identical with such Registered Office; or (3) a foreign business or nonprofit corporation authorized to transact business in this State, such domestic or foreign corporation having a business office identical with such Registered Office.

Section 2.2.2. Change of Registered Office. The Corporation may change its Registered Office or Registered Agent or Agents, or both, by executing and filing in the office of the Secretary of State an amendment to its annual registration setting forth information which is in compliance with § 14-3-502 of the Act.

Section 2.2.3. 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 Corporation, or to 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. GENERAL

Section 3.1. History and Mission. The Journal of Pastoral Care Publications dates its origin back to 1947 when the *Journal of Clinical Pastoral Work*, published by the Council for Clinical Training, and *The Journal of Pastoral Care*, published by the Institute of Pastoral Care, began publishing separately. In 1950, the two groups joined together to publish *The Journal of Pastoral Care*. The Council for Clinical Training, Inc., the Institute of Pastoral Care, Inc., The Association of Clinical Pastoral Educators and the Department of Institutional Chaplaincy and Clinical Pastoral Education of the Lutheran Council in the U.S.A. merged to form the Association for Clinical Pastoral Education (ACPE) in 1967, and *The Journal of Pastoral Care* ownership was transferred to ACPE.

In 1969, ACPE began to reach out to other North American professional pastoral/spiritual care and counseling associations with invitations to join with ACPE in supporting this publishing project. This group included the American Association of Pastoral Counselors (AAPC); the Canadian Association for Pastoral Education / Association canadienne pour l'éducation pastorale (CAPE/ACEP); The Association of Mental Health Clergy (AMHC), the American Protestant Chaplains Association, Inc. (APCA); and the College of Chaplains of the American Protestant Hospital Association, Inc

Membership is open to other professional associations and cognate organizations in the pastoral/spiritual care, counseling, and education movement under the conditions specified in Article 4.

The formation of The Journal of Pastoral Care Publications, Inc. in 1994, is the result of deliberations of representatives of these founding pastoral care groups. Its mission is to continue providing a forum through publications for sharing professional knowledge, experience

and innovative developments in pastoral/spiritual care, counseling, psychotherapy, and education. Association amalgamations and name changes and withdrawals and new admissions are reflected in the current membership of the Journal of Pastoral Care Publications, Inc.

*The Journal of Pastoral Care* was renamed *The Journal of Pastoral Care & Counseling* effective 2002.

#### ARTICLE 4. MEMBERSHIP

Section 4.1. Classes and Qualification for Members. The Corporation shall have one class of members. The Corporation's members will all be Member Associations. All Member Associations shall have the same rights. Agreement by an organization to pay an annual assessment fee determined by the Board of Managers in consultation with each association, shall ordinarily be a requirement of membership of such organization in the Corporation. Pastoral/Spiritual Care, Counseling, and/or Education organizations may become Member Associations of the Corporation based on criteria to be established by the Board of Managers from time to time. Ordinarily, the assessment fee will be based on the size, financial resources, and membership structure of the supporting member association.

Section 4.2. Election of Members. Member Associations shall be elected to membership by the Board of Managers, or by a committee appointed by the Board of Managers authorized by the Board of Managers to approve membership. An affirmative vote of a majority of the Board of Managers or of the committee appointed by the Board of Managers present at a duly called meeting shall be required for election.

Section 4.3. Voting Rights. Each Member Association through its representative on the Board of Managers shall be entitled to one vote on each matter submitted to a vote of the Member Associations.

Section 4.4. Designated Representative. Each Member Association shall designate a person to represent such Member Association and to serve on the Board of Managers. Such representative shall be deemed by the Corporation to have authority to vote on behalf of the Member Association and to execute proxies and written waivers and consents in relation thereto.

Section 4.5. Termination, Expulsion or Suspension of Membership. The Executive Committee or Board of Managers, by affirmative vote of a majority of all of the Members present at a duly constituted meeting of the Executive Committee or Board of Managers, may suspend or terminate the membership of a Member Association. Before any such action is effective, the Member Association in question shall be given at least fifteen (15) days prior written notice by first class mail sent to the last address of the Member Association shown on the corporate records of such suspension or termination and the reasons therefore. At least five (5) days before the effective date of the suspension or termination of membership, such Member Association shall be given the opportunity to contest either orally or in writing (such

determination to be made by the body voting such suspension or termination) its suspension or termination. Such contest shall be made to a person or persons designated by such voting body and authorized by such body to decide that the proposed suspension or termination of membership not take place. Grounds for the suspension or termination of membership in the Corporation shall include, but not be limited to, the failure of a Member Association to pay the agreed assessment fee. The suspension or termination of the membership of a Member Association shall automatically result in the either temporary or permanent, as the case may be, removal of such Member Association's representative on the Board of Managers.

Section 4.6. Resignation. A Member Association may resign from membership by filing a written notice of its intent to resign with the Secretary of the Board of Managers at least twelve (12) months before the effective date of such resignation. Such resignation shall not relieve the member so resigning of the obligation to pay for any charges or fees incurred for services or benefits actually rendered; dues; assessments; contractual obligations; or obligations arising out of ownership of land based on decisions made during the Member Association's tenure as a member of the Corporation.

Section 4.7. Transfer of Membership. Membership in the Corporation is not transferable or assignable.

Section 4.8. Limitation on Member's Liability. Member Associations and Members of the Board of Managers are not liable to third parties for the acts, debts, liabilities, or obligations of the Corporation.

## ARTICLE 5. MEETINGS

Section 5.1. Annual Meeting. The Board Annual Meeting shall also be the Annual Meeting of the members of the Corporation, since each member of the Corporation is represented on the Board of Managers. At such meeting, any action taken by the Board of Managers shall also be deemed the action of the members of the Corporation.

Section 5.2. Special Meetings. Special meetings of the Board of Managers may be called by the President, the Executive Committee, or by any Member of the Board of Managers. The notice required to be given for such a meeting shall be as set forth in Section 5.4 below. At such meeting, any action taken by the Board of Managers shall also be deemed the action of the members of the Corporation. .

Section 5.3. Place of Meeting. The Board of Managers may designate any place as the place of meeting for any annual or special meeting. The Board of Managers may meet by teleconference or other electronic means, which permits all the persons participating in the meeting to simultaneously hear each other.

Section 5.4. Notice. Notice of the place, date, and time of each annual and special meeting of the Board of Managers shall be given to each Member of the Board, not less than ten (10) days nor more than sixty (60) days before the date of such meeting, provided, however, that if notice is given by other than first-class or registered mail or overnight delivery such notice shall be not



less than thirty (30) days before the date of such meeting. Notice of any meeting may also be given by electronic mail with receipt requested, but such notice must be given at least thirty (30) days before any special or Annual Meeting for which a description of the matters to be considered must be included in the notice. Notice of special meetings shall include a description of the matter or matters to be considered at the meeting. Notice of Annual Meetings need not include a description of matters to be considered at the meeting except when the following matters are to be considered: indemnification of officers, directors, employees or agents of the Corporation; amendments to the Articles of Incorporation or Bylaws which require Board of Managers approval, approval of a plan of merger, sale or disposition of substantially all the Corporation's assets; approval of the dissolution of the Corporation; and when Board action is required following a Manager's disclosure of a conflict of interest.

Section 5.5. Waiver of Notice. A Member of the Board of Managers may waive any notice required by the Act, the Articles of Incorporation, or these Bylaws before or after the meeting. The waiver must be in writing or by electronic transmission, be signed by the Board Member, and be delivered to the Corporation. Neither the business to be transacted nor the purpose of the meeting need be specified in the waiver. A Board Member's attendance at a Board of Managers' meeting (i) waives objection to lack of notice or defective notice of the meeting, unless the Board Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting; and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the Board Member objects to considering the matter when it is presented.

Section 5.6. Quorum. The presence of a majority of the Members of the Board of Managers entitled to vote at any meeting shall constitute a quorum at such meeting.

Section 5.7. Voting. When a quorum is present at any meeting, the vote of the majority of the members of the Board of Managers present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which by express provision of the Act, the Articles of Incorporation of the Corporation, or these Bylaws a different vote is required. In that case, each express provision shall govern and control the decision of such question. Upon each proposal presented at such meeting each Board Member shall have one vote.

Section 5.8. Proxies. At any meeting of the Board of Managers, a member of the Board may vote by proxy given to another Member of the Board. Such proxy must be executed in writing by the Member or by such Member's duly authorized attorney in fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise stated in the proxy appointment form.

Section 5.9. Action without a Meeting. Whenever the vote of a Member at a meeting thereof is required or permitted to be taken in connection with any corporate action, the meeting and vote of the Members may be dispensed with, if written consent, setting forth the action so taken, shall be signed by Members having voting power to cast not less than the minimum number of votes

that would be necessary to authorize or take such action at a meeting at which all Members entitled to vote were present and voted. All solicitations for decisions by postal or electronic mail shall: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matters other than election of directors; and (3) specify the time by which a mail vote must be received by the Corporation in order to be counted. A written mail vote may not be revoked.

## ARTICLE 6. BOARD OF MANAGERS

Section 6.1. Number and Qualifications. All corporate powers shall be exercised by or be under the authority of and the business and affairs of the Corporation shall be managed by a Board of Managers. Members of the Board of Managers must be at least eighteen (18) years of age but need not be residents of the State. The number of Managers which shall constitute the whole Board of Managers shall equal the number of Member Associations, each of whom shall appoint one representative to sit on the Board of Managers, and up to two additional persons elected by the Board of Managers to serve as At-Large Managers as deemed necessary to ensure continuity and/or diversity for the best interests of the corporation. In no event shall the Board of Managers have less than three (3) Members.

Section 6.2. Classes of Managers, Term, and Election. Managers appointed by a Member Association (“Representative Managers”) shall serve at the will of, and for the term specified by, the Member Association that appoints them, unless removed by the Board of Managers as set forth in Section 6.5 below. Each Manager shall serve until such Manager’s successor shall be elected or until such Manager’s earlier resignation, removal from office, or death.

At the Board Annual Meeting, the Board of Managers may appoint up to two at-large Managers for terms specified at the Annual Meeting. The term of each Representative Manager shall be fixed by the Member Association that appoints such person. At-Large Managers may serve a maximum of two consecutive four-year terms plus any time served in an unexpired term, after which they shall rotate off the Board for a minimum period of one year. After such one-year period, they shall be eligible for re-election.

Section 6.3. Duties of Board of Managers. The duties of the Board of Managers, without limitation, shall be:

- 6.3.1. to formulate goals for publications,
- 6.3.2. to collaborate with the Editor in Chief in establishing editorial policies,
- 6.3.3. to select and oversee the Editor in Chief and to assist the Editor in Chief in the appointment of the Editorial Team,
- 6.3.4. to oversee the Business Office of the corporation,
- 6.3.5. to arrange for the sale and promotion of publications, and
- 6.3.6. to elect the officers of the corporation who shall also act as officers of the Board.

Each Representative Manager shall submit an annual report of the activities of the Corporation to the Member Association represented by such person. The report shall be filed with the Secretary of the Board of Managers.

Section 6.4. Vacancies. If the office of any Manager becomes vacant by reason of death, resignation, retirement, disqualification, or otherwise, the remaining Managers shall continue to act. If the vacant office is that of a Representative Manager, the Member Association represented by such Manager shall be notified of such vacancy and a request made of such Member Association that a successor be selected. If the vacant office is that of an At-Large Manager, the remaining Members of the Board of Managers may choose to elect a replacement or to leave the office vacant.

Section 6.5. Removal of Managers. At any duly called meeting of the Board of Managers, any Manager may be removed, with or without cause, by the affirmative vote of two-thirds (2/3) of the Members of the Board of Managers present. If the removed Manager is a Representative Manager, the Member Association represented by such Manager shall be notified of such removal and a request made of such Member Association that a successor be appointed. If the removed Manager is an At-Large Manager, the remaining Members of the Board of Managers may choose to elect a replacement or to leave the office vacant. Notwithstanding anything contained in these Bylaws to the contrary, a Manager may be removed only at a meeting wherein the notice of such meeting states that the purpose is such removal.

Section 6.6. Place of Meetings. Meetings of the Board of Managers of the Corporation, annual or special may be held either within or without the State.

Section 6.7. Board Annual Meeting. The Board Annual Meeting for the election of officers of the Corporation and for the transaction of such other business as may properly come before the Board shall be held at such time and place as shall be selected by the Board of Managers.

Section 6.8. Compensation of Managers. Members of the Board of Managers shall not be compensated for their service or for attendance at regular or special meetings of the Board of Managers or for any special or standing committees thereof. Members of the Board of Managers may be compensated for expenses incurred on behalf of the Corporation upon submission of appropriate documentation of those expenses.

## ARTICLE 7. EXECUTIVE AND OTHER COMMITTEES

Section 7.1. Executive Committee. The Executive Committee of the Board of Managers shall consist of the officers of the Corporation. During the interval between the meetings of the Board of Managers, the Executive Committee shall possess and may exercise all the powers of the Board of Managers in the management of all the business affairs of the Corporation (with such limitations as the Board of Managers may impose), except for those matters specified below. The Executive Committee shall exercise such powers in such manner as the Executive

Committee shall deem best for the interest of the Corporation in all cases in which specific directions shall not have been given by the Board of Managers.

The Board of Managers, by resolution adopted by a majority vote of the Members present at a duly called meeting of the Board of Managers, may designate one or more other committees, each consisting of one or more Managers and each of which, to the extent provided in such resolution or in the Articles of Incorporation or the Bylaws of the Corporation, shall have and may exercise all the authority of the Board of Managers. However, no such committee, including, the Executive Committee, shall have the authority to (i) adopt, repeal or amend the Articles of Incorporation or the Bylaws of the Corporation; (ii) approve or recommend merger or dissolution of the Corporation; (iii) approve or recommend the sale, pledge or transfer of all or substantially all the assets of the Corporation; (iv) authorize distributions (as defined in the Act) or (v) elect, appoint, or remove Managers or fill vacancies on the Board of Managers or on any of its committees.

The designation of any committee and the delegation thereto of authority shall not operate to relieve the Board of Managers, or any Member thereof, of any responsibilities imposed by law.

Section 7.2. Record of Proceedings. Committees appointed by the Board of Managers shall keep minutes of their acts and proceedings. These minutes shall be submitted to the next succeeding meeting of the Board of Managers for approval. The failure to submit or to receive approval of them shall not invalidate any action taken upon authorization contained in them.

Section 7.3. Meetings of Committees. All the provisions of these Bylaws that are applicable to the giving of notice for, and the conduct of meetings of, the Board of Managers shall also apply to meetings of the Executive Committee and any other committees that may be created by the Board of Managers.

## ARTICLE 8. OFFICERS

Section 8.1. Number and Qualifications. The officers of the Corporation shall be a President, a **Past President, a President Elect**, a Secretary, and a Treasurer. If necessary and approved by the Board of Managers, one person may hold two or more offices. The Board of Managers at the Board Annual Meeting shall elect the President and President Elect from their own number and at such meeting it further shall elect a Secretary and a Treasurer, neither of whom need be a Member of the Board. The Board may elect such other officers, assistant officers, and agents as it shall deem necessary; and such other officers, assistant officers, and agents shall hold their offices for such terms and shall exercise such powers and shall perform such duties as from time to time shall be prescribed by the Board.

Section 8.2. Term, Removal, and Vacancies. The officers of the Corporation, **except as described below in Sections 8.3, 8.4a and 8.4b**, shall hold office for two years, and until their respective successors are chosen and qualify in their stead. An officer may succeed himself or herself usually for no more than two terms. Any officer elected or appointed by the Board of Managers may be removed from office by the Board of Managers at any time, with or without

cause. If the office of any officer required by the immediately preceding paragraph becomes vacant for any reason, the vacancy shall be filled by the Board of Managers. Any officer or agent appointed other than by the Board of Managers may be removed, with or without cause, at any time by any officer having such authority to appoint, whenever such officer, in such officer's absolute discretion, shall consider that the best interest of the Corporation will be served thereby.

Section 8.3. President. The President shall (1) be the Chief Executive Officer of the Corporation; (2) preside at all meetings of the Board of Managers; (3) submit a report of the operations of the Corporation for the preceding fiscal year at the Board's Annual Meeting; (4) have general and active management of the business of the Corporation, subject, however, to the control of the Board of Managers; (5) see that all orders and resolutions of the Board of Managers are carried into effect; and (6) execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Corporation, 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 Managers to some other officer or agent of the Corporation.

Section 8.4a. President Elect. The President Elect shall serve in that role for one year and then shall assume the office of President for two years. In the absence or disability of the President during her or his term as President Elect, the President Elect shall have all the powers and shall perform all the duties of the President. The President Elect shall also have such specific powers and shall perform such duties as may be prescribed and directed by the President or the Board of Managers.

Section 8.4b. Past President. The Past President shall serve in that role for one year following his or her two years of service as President. In the absence or disability of the President during her or his year as Past President, the Past President shall have all the powers and shall perform all the duties of the President. The Past President shall also have such specific powers and shall perform such duties as may be prescribed and directed by the President or the Board of Managers.

Section 8.5. Secretary. The Secretary shall attend all meetings of the Board of Managers and record all votes and the minutes of such proceedings in books to be kept for that purpose and shall perform like duties for the Executive Committee when required. The Secretary shall give, or cause to be given, any notice required to be given under the Act or under these Bylaws, and shall perform such other duties as may be prescribed by the Board of Managers, under whose supervision the Secretary shall be. The Secretary shall have authority and full power to authenticate records of the Corporation.

Section 8.6. Treasurer. The Treasurer shall have charge of and be responsible for all funds, securities, receipts, and disbursements of the Corporation, and shall deposit, or cause to be deposited, in the name of the Corporation, 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 Managers. The Treasurer shall render to the President and to the Board of Managers, whenever

requested, an account of the financial condition of the Corporation.

Section 8.7. Other Officers and Assistant Officers. Other officers and assistant officers, when appointed or elected by the Managers, shall perform the duties and exercise the powers which shall from time to time be imposed upon them by the Board of Managers.

Section 8.8. Voting Corporation's Securities. Unless otherwise ordered by the Board of Managers, the President, or in the event of the President's inability to act, the Vice President, shall have full power and authority to attend and to act and to vote on behalf of the Corporation at any meetings of security holders of the corporations in which the Corporation 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 Corporation might have possessed and exercised, if present. The Board of Managers by resolution may from time to time confer like powers upon any person or persons.

## ARTICLE 9. FINANCES

Section 9.1. Financial Support from Members Association. Each Member Association shall pay an annual assessment to the Corporation in an amount established from time to time by the Board of Managers in consultation with leadership of the Member Associations that sponsor/support the Corporation. Ordinarily, the assessment fee will be based on the size, financial resources, and membership structure of the Member Association.

Section 9.2. Subscription Rates for Individuals and Institutions. The cost of individual and institutional subscriptions to *The Journal of Pastoral Care & Counseling* shall be determined by the Board of Managers.

Section 9.3. Income from Advertising. The provision for income from advertising shall be determined by the Board of Managers.

## ARTICLE 10. NOTICES

Section 10.1. Form of Notice. Except as otherwise specifically provided in these Bylaws, whenever under the provisions of these Bylaws or the Act, notice is required, such notice may be communicated in person; by telephone, facsimile transmission, electronic mail or other form of written communication; private overnight carrier; or by mail by depositing the same in the postal service with first class postage thereon prepaid, addressed to such the recipient at such address as appears on the books of the Corporation for that recipient.

## ARTICLE 11. BOOKS AND RECORDS

Section 11.1. Permanent Corporate Records. The Corporation shall keep as permanent records (i) minutes of all meetings, (ii) executed consents evidencing all actions taken without a meeting; and (iii) waivers of notice of all meetings.

Section 11.2. Required Corporate Records. Furthermore, the Corporation shall keep a copy of the following records: (1) its articles or restated articles of incorporation and all amendments to

them currently in effect; (2) its Bylaws or restated Bylaws and all amendments to them currently in effect; (3) resolutions adopted by either its Members or Board of Managers increasing or decreasing the number of Managers or classification of Managers, or relating to the characteristics, qualifications, rights, obligations, and obligation of Members, or any class or category of Members; (4) resolutions adopted by either its Members or Board of Managers relating to the characteristics, qualifications, rights, limitations and obligation of Members or any class or category of Members; (5) the minutes of all meetings of Members and records of all actions approved by the Members for the past three years; (6) all communications in writing or by electronic transmission to Members generally within the past three years, including the financial statements furnished to Members for the past three years under the Act; (7) a list of the names and business or home addresses of its current Managers and officers; and (8) its most recent annual report delivered to the Secretary of State.

Section 11.3. Accounting Records. The Corporation shall maintain appropriate accounting records.

Section 11.4. Written Form. The Corporation shall maintain its records in written form or in another form capable of conversion into written form within a reasonable time.

Section 11.5. Member Association's Right to Copy and Inspect Records. A Member Association shall be entitled to inspect and copy, at a reasonable time and location specified by the Corporation, any of the records of the Corporation described in Section 11.2 above, if the Member Association gives the Corporation written notice or a written demand at least five (5) business days before the date on which the Member Association wishes to inspect and copy. A Member Association is entitled to inspect and copy, at a reasonable time and reasonable location specified by the Corporation, any of the following records of the Corporation, if the Member Association meets the requirements of this paragraph and gives the Corporation written notice at least five (5) business days before the date on which the Member Association wishes to inspect and copy: (1) excerpts from minutes of any meeting of the Board of Managers, records of any actions of a committee of the Board of Managers while acting in place of the Board of Managers on behalf of the Corporation, and records of actions taken by the Board of Managers without a meeting, to the extent not described in Section 11.2 above; (2) accounting records of the Corporation; and (3) subject to this paragraph, the membership list. A Member Association may inspect and copy the records specifically identified in the immediately preceding sentence only if: (1) the Member Association's demand is made in good faith and for a proper purpose that is reasonably relevant to the Member Association's legitimate interest as a member; (2) the Member Association describes with reasonable particularity the purpose and the records the Member Association desires to inspect; (3) the records are directly connected with this purpose; and (4) the records are to be used only for the stated purpose.

A Member Association's agent or attorney has the same inspection and copying rights as the Member Association which the agent or attorney represents. The right to copy records under this section includes, if reasonable, the right to receive copies made by photographic,

xerographic, electronic scan, or other means. The Corporation may impose a reasonable charge, covering the cost of labor and materials, for copies of any documents provided to the Member Association. The charge may not exceed the estimated cost of production or reproduction of the records. The Corporation shall convert into written form, without charge, any record not in written form, upon written request of a person entitled to inspect it. The Corporation may comply with a Member Association's demand to inspect the record of Board Members by providing the Member Association with a list of its Members that was compiled no earlier than the date of the Member Association's demand.

Without the consent of the Board of Managers, a membership list or any part thereof may not be obtained or used by any person for any purpose unrelated to a Member Association's interest as a member of the Corporation. -

Section 11.6. Furnishing Financial Statements to Member Associations. The Corporation upon a request in writing or by electronic transmission from a Member Association shall furnish that Member Association its latest prepared annual financial statements. Such statements may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates. They shall be in as reasonable detail as appropriate and shall include a balance sheet as of the end of the Corporation's most recently completed fiscal year and a statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statements must also be prepared on that basis.

If annual financial statements are reported upon by a public accountant, the accountant's report must accompany them. If not, the statements must be accompanied by statements of the President or the person responsible for the Corporation's financial accounting records: (1) stating the President's or other person's reasonable belief as to whether the financial statements were prepared on the basis of generally accepted accounting principles and, if not, describing the basis of preparation; and (2) describing any respects in which the financial statements were not prepared on the basis of accounting consistent with the financial statements prepared for the preceding year.

## ARTICLE 12. CORPORATE SEAL

Section 12.1. Corporate Seal. The corporate seal shall be in such form as the Board of Managers may from time to time determine.

## ARTICLE 13. FISCAL YEAR

Section 13.1. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Managers upon advice of the corporate accountant.



ARTICLE 14. INDEMNIFICATION

Section 14.1. Extent. The Corporation may indemnify or obligate itself to indemnify a Member of the Board of Managers or Officer to the fullest extent permitted by the Act, as the same may be amended from time to time.

Section 14.2. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is a Member of the Board of Managers or an Officer, Employee, or agent of the Corporation to protect such person against liability asserted against or incurred by such person in that capacity based on, or arising out of, actions taken by such person on behalf of the Corporation or while acting on behalf of another legal entity at the request of the Corporation, or arising from such person's status as a Member of the Board of Managers or an Officer, employee, or agent of the Corporation. Such insurance coverage may be obtained whether or not the Corporation would have the power to indemnify or advance expenses to such person against such liability under the Act.

ARTICLE 15. CONFLICT OF LAWS

Section 15.1. Conflict of Laws. If there is anything in the Bylaws inconsistent with or in conflict with the laws of the State, such fact shall serve only to invalidate that particular clause or provision and no other provision or portion of the Bylaws shall be affected or impaired in any way.

ARTICLE 16. INTERPRETATION

Section 16.1. Control of Bylaws under Articles of Incorporation. Notwithstanding any provisions of these Bylaws to the contrary, all provisions of these Bylaws are subject to and regulated and controlled by the Articles of Incorporation of the Corporation, and the powers of the Board of Managers are subject to restrictions provided in those Articles of Incorporation.

ARTICLE 17. AMENDMENTS

Section 17.1. Amendment. The Articles of Incorporation or the Bylaws of the Corporation may be altered, amended, or repealed and new Articles of Incorporation or Bylaws may be adopted by an affirmative vote of two-thirds of all Members of the Board of Managers voting thereon at a duly called meeting or through a written consent of Managers as authorized herein. Notwithstanding anything contained herein to the contrary, at least five (5) months' notice must be given to Members of the Board of Managers of any proposed Bylaw change.

The hereinabove Bylaws approved and reaffirmed this \_\_\_<sup>th</sup> Day of \_\_\_\_\_, two thousand one hundred and eighteen.

Effective: \_\_\_\_\_, 2018  
(No earlier than August 22, 2018)



John C. Carr, Business Office Manager