

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

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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 used in these Bylaws, when capitalized:

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 Annual Meeting" shall mean the annual meeting of the members of the Corporation as required by these Bylaws which shall be held at such time and place as shall be selected by the Board of Managers.

Section 1.8. "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

Section 2.1. Name. The name of the corporation is Journal of Pastoral Care Publications, Inc.

Section 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* 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* ownership was transferred to ACPE.

In 1969, the American Association of Pastoral Counselors, Inc. (AAPC), began purchasing subscriptions for its members. The Canadian Association for Pastoral Education, Ltd. (CAPE), did likewise in 1972.

The ACPE invited AAPC and CAPE each to name a member to the *Journal's* Board of Managers.

In 1982, the Board of Managers invited other pastoral care groups to join in publishing *The Journal of Pastoral Care*. The Association of Mental Health Clergy, Inc., the American Protestant Correctional Chaplains Association, Inc., and the College of Chaplains of American Protestant Hospital Association, Inc., join in this publications corporation. Membership is open to other professional associations and cognate organizations in the pastoral/spiritual care, counseling, and education movement under the conditions specified in S. 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 ministries.

#### ARTICLE 4. MEMBERS

Section 4.1. Classes and Qualification for Members. Journal of Pastoral Care Publications, Inc. shall have one class of members. All members shall have the same rights. Agreement by an organization to provide each of its members with a subscription to *The Journal of Pastoral Care & Counseling* shall ordinarily be a requirement of membership of such organization in the Corporation. Pastoral/Spiritual Care, Counseling, and/or Education organizations that do not have a professional membership base may become members of the Corporation based on criteria to be established by the Board of Managers from time to time.

Section 4.2. Election of Members. Members 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 present at a duly called meeting shall be required for election.

Section 4.3. Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4.4. Designated Representative. Each member of the Corporation shall designate a representative to represent such member and to serve as a member of the Board of Managers. Such representative shall be deemed by the Corporation to have authority to vote on behalf of the member organization 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 expel, suspend or terminate the membership of a member, provided, however, that after the decision is made to expel, suspend or terminate such member

such expulsion, suspension or termination shall not be effective until such time as the member has been given not less than fifteen (15) days prior written notice by first class mail to the last address of the member shown on the Corporate records of such expulsion, suspension or termination and the reasons therefore and such member has been given the opportunity to be heard either orally or in writing (such determination to be made by the body voting such expulsion, suspension or termination) by a person or persons designated by such voting body and authorized by such body to decide that the proposed expulsion, suspension or termination of membership not take place. It is further provided that such opportunity for the member to be heard shall occur not less than five (5) days before the effective date of the suspension or termination of membership. Failure of a member to provide all of its members with a subscription of *The Journal of Pastoral Care & Counseling* shall be grounds for expulsion, suspension or termination of membership.

Section 4.6. Resignation. Any member may resign from membership by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay for: any charges or fees incurred; services or benefits actually rendered; dues; assessments; contractual obligations; or obligations arising out of ownership of land. Twelve (12) months written notice of a member's intention to resign shall be required.

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

Section 4.8. Limitation on Member's Liability. A member of the Corporation is not, as such, personally liable for the acts, debts, liabilities, or obligations of the Corporation.

## ARTICLE 5. MEETING OF MEMBERS

Section 5.1. Annual Meeting. The Members Annual Meeting shall be held concurrently with the Board Annual Meeting for the transaction of such business as may come before the meeting. Each member of the Corporation shall be represented by one member of the Board of Managers. Therefore, the annual meeting of the Board of Managers shall be also deemed the annual meeting of the members of the Corporation and the action taken at the annual meeting of the Board of Managers shall be deemed the action of the members of the Corporation.

Section 5.2. Special Meetings. Special meetings of the membership may be called by the president, the Board of Managers, the Executive Committee, or by any officer of the Corporation upon demand of five (5%) percent of the membership, provided, however, that if such meeting is demanded by the membership, such demand shall be in writing delivered to a Corporate officer and shall state the purpose or purposes for such meeting.

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. If no designation is made, the place of meeting shall be the principal office of the Corporation in the State of Georgia.



Section 5.4. Notice. Notice of the place, date, and time of each annual and special meeting of the members shall be given to each member entitled to vote at such meeting, 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 such notice shall be not less than thirty (30) days before the date of such meeting. Notice of special meetings shall include a description of the matter or matters to be considered at the meeting. Notice of regular or 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 member approval, approval of a plan of merger, sale or disposition of substantially all of the Corporation's assets; approval of the dissolution of the Corporation; and when member action is required following a Manager's disclosure of a conflict of interest.

Section 5.5. Record Date. The Board of Managers may fix in advance a date as the record date to determine the members entitled to notice of a members meeting, to demand a special meeting to vote, or to take any other action. In the event of the Board of Managers' failure to fix such record day the 70th day preceding the date of any special meeting of the members shall be fixed as and declared to be the record date.

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

Section 5.7. Membership List for Meeting. The Corporation shall prepare and maintain an alphabetical list by class (if any) of the names of all of its members who are entitled to notice of the meetings of the membership. The list must show the addresses of and number of votes each member is entitled to vote at the meeting. The list of members shall be made available for inspection by any member for the purpose of communicating with other members concerning the meeting, beginning two business days after notice is given of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a reasonable place identified in the meeting notice in the city where the meeting will be held. A member, a member's agent, or a member's attorney is entitled on written demand to inspect, and subject to the limitations contained in the Act, to copy the list, at a reasonable time and at the member's expense, during the period it is available for inspection. The Corporation shall make the list of members available at the meeting and any member or member's agent shall be entitled to inspect the list at any time during the meeting or any adjournment.

Section 5.8. Voting. When a quorum is present at any meeting, the vote of the majority of the members 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, or the articles of incorporation of the Corporation or of these Bylaws a different vote is required, in which case each express provision shall govern and control the decision of such question. Upon each proposal presented at such meeting each member shall have one vote.

Section 5.9. Proxies. At any meeting of members, a member entitled to vote may vote by proxy 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 provided in the proxy appointment form.

Section 5.10. 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.

Section 5.11. Action By Ballot. Any action that may be taken at an annual or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The written ballot shall set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by written ballot pursuant to this paragraph shall be valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot. All solicitations for votes by written ballot 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 ballot must be received by the Corporation in order to be counted. A written ballot may not be revoked.

Section 5.12. Members Right to Copy and Inspect Records. A member 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, if the member gives the Corporation written notice or a written demand at least five business days before the date on which the member wishes to inspect and copy. A member 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 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 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, minutes of any meetings of the members, and records of actions taken by members or the Board of Managers without a meeting, to the extent not subject to inspection under paragraph 9.2; (2) accounting records of the Corporation; and (3) subject to this paragraph, the membership list. A member may inspect and copy the records specifically identified in the immediately preceding sentence only if: (1) a member's demand is made in good faith and for the proper purpose that is reasonably relevant to the member's legitimate interest as a member; (2) the member describes with reasonable particularity the purpose and the records the member

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's agent or attorney has the same inspection and copying rights as the member 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 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. 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's demand to inspect the record of members by providing the member with a list of its members that was compiled no earlier than the date of the member's demand.

Without 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's interest as a member.

Without limiting the generality of the foregoing, without the consent of the Board of Managers, a membership list or any part thereof, may not be: used to solicit money or property, unless such money or property will be used solely to solicit the votes of the membership in an election to be held by the Corporation; used for any commercial purpose; or sold to or purchased by any person.

Section 5.13. Furnishing Financial Statements to Members. The Corporation upon written demand from a member shall furnish that member its latest prepared annual financial statements, which may be consolidated or combined statements of the Corporation and one or more of its subsidiaries or affiliates, in as reasonable detail as appropriate, that include a balance sheet as of the end of the fiscal year and statement of operations for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principals, 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 accomplish them. If not, the statements must be accomplished 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 statement were prepared on the basis of generally accepted accounting principals and, if not, describing the basis of preparation; and (2) describing any respects in which the statements were not prepared on the basis of accounting consistent with the statements prepared for the preceding year.

Section 5.14. Report to Members of Indemnification or Advances of Expense. If the Corporation indemnifies or advances expenses to a Manager under these Bylaws in connection with a proceeding by or in the right of the Corporation, the Corporation shall report the indemnification or advance in writing to the members with or before the notice of the next meeting of members.

## 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 members, 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 as deemed necessary to ensure continuity and/or diversity for the best interests of the corporation. In no event shall the Board of Managers be less than three (3) members.

Section 6.2. Classes of Managers, Term, and Election. Representative Managers serve at the will of, and for the term specified by, the member that appoints them. Each Representative 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 Annual Meeting the Board of Managers may appoint up to two at-large Managers for terms specified at the Annual Meeting.

Members of the Board of Managers may serve a maximum of two consecutive full terms plus any time served in any unexpired term, after which they shall rotate off the Board for a minimum period of one 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 establish editorial policies,

6.3.3. to oversee the business office and staff of the corporation,

6.3.4. to select and oversee a managing editor and other members of the Editorial Staff and the Editorial Committee,

6.3.5. to nominate and confirm members of the editorial staff,

6.3.6. to arrange for the sale and promotion of publications, and

6.3.7. to elect the officers of the corporation which shall also act as officers of the Board.

Each member of the Board shall submit an annual report of the activities of the Corporation to the

member organization represented by such member.

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, and the member of the Corporation represented by such Manager shall be notified of such vacancy and a request made of such member that a successor be selected.

Section 6.5. Removal of Managers. At any duly called meeting of the Board of Managers, any individual 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 and the member of the Corporation represented by such Manager shall be notified of such removal and a request made of such member that a successor be selected. 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 shall be held at such time and place as shall be selected by the Board of Managers.

Section 6.8. Special Meetings. Special meetings of the Board of Managers or of any committee may be called by the President or the Secretary and shall be called by the President, or the Secretary in like manner upon the written request of any three Managers. Special meetings of any committee may also be called by the Chairperson of the committee.

Section 6.9. Notice of Meetings. Written notice stating the place, day, and hour of the meeting shall be given to each Manager and each committee member, as the case may be, not less than thirty (30) nor more than fifty (50) days before the date of the Board Annual Meeting and not less than two (2) nor more than fifty (50) days before the date set for any special meetings of the Board of Managers or of any committee. Except for matters which the Act requires to be stated in the notice of the meeting, neither the business to be transacted at, nor the purpose of, the Board Annual meeting or any special meeting of the Board of Managers or of any committee need be specified in the notice or waiver of notice of the meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken and at the adjourned meeting any business may be transacted that might have been transacted on the original date of the meeting.

Section 6.10. Quorum and Voting. At all meetings of a committee or of the Board a majority of the members of the committee or of the Managers in office immediately preceding the meeting shall be necessary and sufficient to constitute a quorum for the transaction of business, and the act of a majority of

the committee members or Managers present at any meeting at which a quorum is present shall be the act of the committee or of the Board of Managers except as may be otherwise specifically provided by the Act or by the articles of incorporation or by these Bylaws. If a quorum shall not be present at any meeting of a committee or of the Managers, the member of the committee or the Managers present may adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present.

Section 6.11. Managers Assent. A member of the Board of Managers or committee member who is present at a meeting of the Board of Managers or of a committee of the Board of Managers when corporate action is taken, is deemed to have assented to the action taken unless: (1) the member of the Board of Managers or committee member objects at the beginning of the meeting (or promptly upon arrival) to holding it or transacting business at the meeting; (2) the member of the Board of Managers or committee member's dissent or abstention from action taken is entered in the minutes of the meeting; or (3) the member of the Board of Managers or committee member delivers written notice of the Manager's or committee member's dissent or abstention to the presiding officer of the meeting before its adjournment or to the Corporation immediately after adjournment of the meeting. The right of dissent or abstention is not available to a member of the Board of Managers or committee member who votes in favor of the action taken.

Section 6.12. Proxy Voting by Managers. Any member of the Board of Managers or committee member absent from a meeting may be represented by any other member of the Board of Managers or committee member according to the written instructions, general or specific, of the absent member of the Board of Managers or committee member.

Section 6.13. Compensation of Managers. Members of the Board of Managers shall not be compensated for their service and 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.

Section 6.14. Conference Call. Members of the Board of Managers, or any committee designated by the Board, may participate in a meeting of the Board of Managers or of such committee, as the case may be, by means of a conference telephone or any means of communications by which all persons participating may simultaneously hear each other during the meeting and participation in a meeting pursuant to this section, shall constitute presence in person at such meeting.

Section 6.15. Written Consent of Managers. Any action required or permitted to be taken at any meeting of the Board of Managers or of any committee thereof may be taken without a meeting if written consent, setting forth the action so taken, shall be signed by a majority of the members of the Board of Managers or by a majority of the members of such committee, as the case may be, and such written consent is delivered to the Corporation for inclusion in the minutes of the proceedings of the Board of Managers or of the committee.

## 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) 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 of the authority of the Board of Managers; but no such 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; (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.

## ARTICLE 8. OFFICERS

Section 8.1. Number and Qualifications. The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. Any person may hold two or more offices. The Board of Managers at the Board Annual Meeting shall elect the President and Vice President 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 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. 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 8.4. Vice President. In the absence or disability of the President, the Vice President shall have all the powers and shall perform all the duties of the President. The Vice 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 members and all sessions 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. Each member organization shall pay an annual assessment to the Corporation in an amount established from time to time by the Board of Managers. The assessment will be based on the number of members of the member organizations who receive *The Journal of Pastoral Care & Counseling* or on such other criteria as the Board of Managers may, from time to time, determine.

Section 9.2. Subscription Rates for Individuals. The cost of individual 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.

Section 9.4. Sharing Losses and Liability. The Corporation shall expect to be adequately supported by sponsoring organizations' assessments to members, individual and institutional subscriptions, advertising, book sales, fees for servicing other journals, foundation grants, and donations. Any financial loss or financial liability shall be shared by the sponsoring organizations in proportion to the number of members in each organization.

## 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 carrier; or by mail by depositing the same in the postal service with first class postage thereon prepaid, addressed to such members, officer or Manager at such address as appears on the books of the Corporation.

Section 10.2. Waiver of Notice. Any notice required to be given under the provisions of the Act or of the articles of incorporation or of these Bylaws may be waived in writing, signed by the person or persons entitled to said notice, whether before or after the date and time stated therein and delivered to the Corporation for inclusion in the minutes or filing with the Corporate records. Attendance at or

participation in a meeting, either in person or by proxy, shall of itself constitute (i) waiver of objection to lack of notice or defective notice of the meeting, unless the person entitled to notice shall at the beginning of the meeting (or promptly upon such person's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting, and (ii) waiver of objection to consideration of a particular matter that is not within the purpose or purposes described in the meeting notice, unless the person entitled to notice objects to considering the matter when it is presented.

## ARTICLE 11. BOOKS AND RECORDS

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

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 written communications 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 conversation into written form within a reasonable time.

## 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. Definitions. As used in this Article, the term:

14.1.1. "Corporation" includes any domestic or foreign predecessor entity of the Corporation in a merger or other transaction in which the predecessor's existence ceased upon consummation of the transaction.

14.1.2. "Manager" means an individual who is or was a Manager of the Corporation or an individual who, while a Manager of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Manager is considered to be serving an employee benefit plan at the Corporation's request if such Manager's duties to the Corporation also imposes duties on, or otherwise involves services by, such Manager to the plan or to participants in or beneficiaries of the plan. Manager includes, unless the context requires otherwise, the estate or personal representative of a Manager.

14.1.3. "Expenses" include counsel's fees.

14.1.4. "Liability" means the obligation to pay a judgment, settlement, penalty, fine (including an excise tax asserted with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding.

14.1.5. "Party" includes an individual who was, is, or is threatened to be made a name defendant or respondent in a Proceeding.

14.1.6. "Proceeding" means any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 14.2. Authority To Indemnify. Except as hereinafter provided in this Section, the Corporation may indemnify or obligate itself to indemnify an individual made a party to a Proceeding because such individual is or was a Manager, against liability incurred in the Proceeding if such individual acted in a manner such individual believed in good faith to be in or not opposed to the best interests of the Corporation and, in the case of any criminal proceeding, such individual had no reasonable cause to believe that such individual's conduct was unlawful.

A Manager's conduct with respect to an employee benefit plan for a purpose such Manager believed in

good faith to be in the interest of the participants in and beneficiaries of the plan is conduct that satisfies the requirements of the immediately preceding paragraph.

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

The Corporation shall not indemnify a Manager under this Section:

14.2.1. In connection with a Proceeding by or in the right of the Corporation in which the Manager was adjudged liable to the Corporation; or

14.2.2. In connection with any Proceeding in which the Manager was adjudged liable on the basis that personal benefit was improperly received by said Manager.

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

Section 14.3. Mandatory Indemnification. To the extent that a Manager of the Corporation has been successful, on the merits or otherwise, in the defense of any Proceeding to which said Manager was a party, or in defense of any claim, issue, or matter therein, because such Manager is or was a Manager of the Corporation, the Corporation shall indemnify such Manager against reasonable expenses incurred by such Manager in connection therewith.

Section 14.4. Advances For Expenses. The Corporation may pay for or reimburse the reasonable expenses incurred by a Manager who is a party to a Proceeding in advance of final disposition of the Proceeding if:

14.4.1. The Manager furnishes the Corporation a written affirmation of such Manager's good faith belief that such Manager has met the standards of conduct set forth in Section 14.2; and

14.4.2. The Manager furnishes the Corporation a written undertaking, executed personally or on such Manager's behalf, to repay any advance if it is ultimately determined that such Manager is not entitled to indemnification hereunder.

The undertaking required by subparagraph (2), above, must be an unlimited general obligation of the Manager, but need not be secured and may be accepted without reference to financial ability to make repayment.

Section 14.5. Determination and Authorization for Indemnification. The Corporation shall not indemnify a Manager under Section 14.2 hereof unless authorized thereunder and a determination has been made in the specific case that indemnification of the Manager is permissible in the circumstances because such

Manager has met the standards of conduct set forth in Section 14.2.

The determination shall be made:

14.5.1. By the Board of Managers by majority vote of a quorum consisting of Managers not at the time parties to the Proceeding;

14.5.2. If a quorum cannot be obtained under subparagraph (1), above, by majority vote of a committee duly designated by the Board of Managers (in which designation Managers who are parties to the Proceeding may participate), consisting solely of two or more Managers not at the time parties to the Proceedings;

14.5.3. By special legal counsel:

14.5.3.1. Selected by the Board of Managers or its committee in the manner prescribed in subparagraph (1) or (2) above; or

14.5.3.2. If a quorum of the Board of Managers cannot be obtained under subparagraph (1), above, and a committee cannot be designated under subparagraph (2), above, selected by a majority vote of the full Board of Managers (in which selection Managers who are parties to the Proceeding may participate); or

14.5.3.3. By the members, but a Manager who is at the time a party to the Proceeding may not vote as a member on the determination.

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

Section 14.6. Indemnification of Officers and Employees. An officer of the Corporation who is not a Manager shall be entitled to mandatory indemnification under Section 14.3 hereof to the same extent as a Manager. The Corporation may also indemnify and advance expenses to an officer, employee or agent of the Corporation who is not a Manager, consistent with public policy.

Section 14.7. Purchase of Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Manager, officer, employee, or agent of the Corporation or who, while a Manager, officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, or agent of another foreign or domestic business or nonprofit corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against liability asserted against or incurred by such person in that capacity, or arising from

such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under this Article.

#### 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, then it is hereby provided that such fact serve only to invalidate that particular clause or provision as may be so inconsistent and in conflict with the laws the State and shall not affect or impair in any sense the other provisions and portions of these Bylaws.

#### 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 are subject to restrictions provided in said 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, provided, however, that, 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 **13th** day of **March 2007**.

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Mitchell Ackerson, Secretary

Effective August 13, 2007