

CLINICAL PASTORAL EDUCATION INTERNATIONAL

BY-LAWS



Updated

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CPEI Bylaws

Article I: Identification and Purpose

Section 1.01 Name. The corporation's name is Clinical Pastoral Education International, Inc. (hereafter referred to as CPEI).

Section 1.02 Purpose. The mission and goals to accomplish the mission of CPEI is to: “CPEI's mission 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.”

Section 1.03 Registered Office and Agent.

Clinical Pastoral Education International
Executive Director
P. O. Box 9166
Fleming Island, FL 32006

Article II: Membership

Section 2.01 Members. CPEI has different types and classes of members as appropriate for the continuation and engagement in fulfilling the purpose of CPEI.

Section 2.02 Maintenance of Membership. Membership is maintained by meeting the CPEI standards, credentialing requirements and payment of annual fees.

Section 2.03 Voting Rights. Individual members have one vote in CPEI elections.

Article III: Meeting of Members

Section 3.01 General Meeting. An annual meeting of the membership will be scheduled.

1. Time: An annual meeting of CPEI members will be held.
2. Location: in person is the preference, although online meetings may be an acceptable alternative.
3. Purpose: To provide continuing education, fellowship, support, and encouragement opportunities.

Section 3.02 CPEI Board of Directors. The Board of Directors is comprised of the Board Chair, Vice Chair, Secretary/Treasurer, Executive Director, Chairs of select committees, and a minimum of two external stakeholders and will meet quarterly.

Section 3.03 Governance between Board of Director Meetings. The Executive Council (EC) shall be empowered to act on behalf of the membership and the Board of Directors.

Decisions and actions impacting on the larger membership will be communicated and published in a timely manner.

Section 3.04 Virtual Meetings. Using high-quality electronic means is permitted when in-person attendance for the Board of Directors and Executive Council is not possible.

Article IV: CPEI Board of Directors

Section 4.01. Composition

CPEI Board of Directors is comprised of the Board Chair, Vice Chair, Executive Director, and Chairs of Credentialing, Committee for Oversight, Review, and Effectiveness (CORE), Communications, Education, Ethics and Compliance, Finance, Nominating, and a minimum of two stakeholders (At Large).

1. Chair of the Board of Directors.
 - a. Qualifications include, but not limited to:
 - (1) Preferred, but not required, a background in theology, CPE, or counseling.
 - (2) A person of high ethical standards and integrity.
 - (3) Strong leadership and communications skills.
 - (4) Ability to manage crises.
 - b. Duties
 - (1) Facilitates Board of Directors meetings.
 - (2) Provide leadership and guidance to the Board and CPEI.
 - (3) Assists the Executive Director in establishing the Board meeting agenda.
 - (4) Represents CPEI to outside stakeholders and the public.
 - (5) Assists the Executive Director in providing a strategic vision for CPEI.
 - (6) Assumes leadership as Interim Executive Director in the absence of a CPEI Executive Director.

2. Vice Chair of the Board of Directors
 - a. Qualifications include, but not limited to:
 - (1) Preferred, but not required, a background in theology, CPE, or counseling.
 - (2) A person of high ethical standards and integrity.
 - (3) Strong leadership and communications skills.
 - (4) Ability to manage crises.

b. Duties

- (1) Facilitates Board of Directors meetings in the absence of the Chair.
- (2) Assists the Board Chair in providing leadership and guidance as needed.
- (3) Supports the Executive Director in accomplishing CPEI's mission.
- (4) Represents CPEI to outside stakeholders and the public.
- (5) Serves as the Nominating Committee Chair (Ref. Section 7.07).
- (6) Assumes leadership as Interim Chair of the Board in the absence of CPEI's Executive Director.

Section 4:02 Stakeholders (At Large)

At least two (2) members from the community with experience in areas of academics, counseling or clinical work, finance, healthcare, law, and leaders of religious endorsing groups, etc., are appointed by the Board Chair in coordination with the Executive Director to serve a rotating basis (2-3 years).

Section 4.03 Conduct of Meetings

Roberts Rules of Order Newly Revised shall conduct all meetings, including standing and appointed committees.

Section 4.04 Duties of the Board of Directors

Meet a minimum of two times annually.

1. Ensure the work of CPEI is conducted efficiently and accurately.
2. Provide support and consultation to the Executive Director.
3. Evaluate the Executive Director annually.
4. Review and approve CPEI Strategic Plan and Strategic Initiatives and CPEI's mission and vision statements.
5. Approve recommendations from the various committees to strengthen the organization and its functioning.
6. Ensure that CPEI maintains a sustainable future via its finances, staffing and educational programs.
7. Support CPEI through financial contributions and by identifying potential supporters.

Section 4.05 Code of Ethics

1. BOD members, if requested, are to submit a background check.
2. BOD members must review and agree to the following code of ethics.
As Professionals (Staff and Board of Directors) of Clinical Pastoral Education International (CPE), we dedicate ourselves to carrying out the mission of this organization, "CPEI's mission 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.”

- a. Recognize that the chief function of CPEI is to serve the best interests of our constituency.
- b. Accept as a personal duty the responsibility to keep up to date on emerging issues and conduct ourselves professionally, fairly, impartiality, efficiency and effectiveness.,
- c. 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 and implement those adopted by the EC.
- d. Keep CPEI informed about issues affecting it.
- 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.

Article V: Executive Council

Section 5.01 Formation of the Executive Council

The Executive Council is led by the Executive Director and is comprised of CPEI’s Staff and Chairs of all Committees.

Section 5.02: Duties of Executive Council Members

The Executive Council will meet at least monthly and more often as the need arises.

1. Ensure the daily work of CPEI is conducted efficiently and accurately.
2. Provide support and consultation to the Executive Director.
3. Work with the Executive Director in the development and review of CPEI’s Strategic Plan and Strategic Initiatives.
4. Discuss and approve initiatives, policies and processes and other matters to ensure that CPEI is operating efficiently and effectively in accordance with our mission and vision.
5. Reviews reports from various committees and provides insight on the ability to expand or modify educational programs.

Article VI: CPEI Staff

Executive Director

Minimum Qualifications:

1. A graduate degree in theology or equivalent experience is strongly preferred.
2. Demonstrated experience of progressive, creative leadership in nonprofit association management and administration with a well-documented and successful history of working effectively with boards and membership, and sustaining relationships of trust and empowerment with staff.
3. Oversight of the budgeting processes.
4. Demonstrated commitment to diversity, equity, inclusion and both personal and staff development.
5. Knowledge of and/or experience in the fields of clinical education, psychotherapy, and spiritual care desirable.
6. Knowledge of online education.

Duties:

1. Provide regular updates to the CPEI Board of Directors
2. Oversee the work of the CPEI Executive Council.
3. Assist in planning and ensuring CPEI remains a sustainable organization and meets its strategic goals.
4. Assist the Executive Council and staff in fulfilling their duties.
5. Monitor CPEI programs to maintain consistency and compliance, and a high-quality education.
6. Provide academic oversight to the CPE and SEC programs.
7. Facilitate quarterly staff and faculty meetings.
8. Ensure CPEI remains in compliance with accrediting bodies and requirements.
9. Evaluate the staff and supervisors-educators.
10. Promote CPEI with endorsers, seminaries, and other professional groups.
11. Ensure annual reports (IACET, etc.) are submitted in a timely manner.

Evaluation

On an annual basis (March), the Executive Director will be reviewed and evaluated by the CPEI Board of Directors. [Annual Evaluation Form for CPEI Executive Director. Likert Scale.pdf](#)

Compliance Officer

Reports to: Executive Director

Status: Volunteer

Duties:

1. Monitor CPEI to ensure the organization remains in compliance with the standards of the accrediting bodies.
2. Ensure current policies and processes are relevant and in place.
3. Collaborate with the Executive Director and Committee Chairs to identify potential weaknesses or non-compliance in CPEI operations.

4. Report findings and recommendations to the Executive Director and the Executive Council.

Administrative Assistant/Registrar

Reports to: Executive Director

Status: Salaried

Duties:

1. Handle matters related to student enrollment and related issues in Populi. The Registrar will abide by CPEI's and DEAC's Code of Conduct for student recruitment.
2. Submit financial invoices to CPEI Affiliates as requested.
3. Manage financial records via Quick Books and submit a quarterly report to the Executive Council.
4. Writes checks or other payments as approved in CPEI's budget, or if beyond an expense of \$500 approved by the Executive Director or Finance Committee Chair.
5. Reimburse individuals as required.
6. Submit Program Certificates of Completion to appropriate students.
7. Provide tax information to faculty, students, and affiliate organizations.
8. Secure confidential information.
9. Assist committee chairs as available.
10. Maintain the CPEI website.

Accountant

Reports Administratively To: Executive Director

Assigned to Support: Financial Committee Chair

Duties:

1. Assists the Administrative Assistant.
2. Manage financial records via Quick Books and submit a quarterly report to the Executive Council.
3. Assists the Administrative Assistant in writing checks as approved by the CPEI budget.
4. Provide tax information to faculty, students, and affiliate organizations.

Bookkeeper

Reports Administratively To: Executive Director

Assigned to Support: Financial Committee Chair

Duties:

1. Assists the Administrative Assistant.
2. Ensure proper bookkeeping methods are in place to support CPEI and the fulfillment of CPEI's mission.

Technology Support

Reports Administratively To: Executive Director

Assigned to Support: Executive Director, Administrative Assistant, Students and Supervisors-Educators

Duties:

1. Monitors CPEI and associated academic materials are consistent and in compliance.

2. Assists the Administrative Assistant in maintaining the website as requested.
3. Responds to student inquiries for technological support within 24 hours.
4. Identifies technological updates for improving CPEI's services.
5. Manages the Technology Support Committee

Librarian

Reports Administratively To: Executive Director

Assigned to Support: Education Committee Chair, Students and Supervisors-Educators

Education or Experience

1. Degree in library science or graduate degree.
2. Experience in using technology to search for library resources.

Duties

1. Provide customer service for library users on how to search for items in the Library Information and Resources Network (LIRN).
2. Research articles and eBooks for CPE students, Supervisory Candidates, or Supervisors-Educators to aid them in their continued studies and professional development.
3. Provide suggestions to library users and the Education Committee about new books or other resources.
4. Review the Library resources through LIRN and other providers to determine any recommendations for annual renewal.
5. Research new trends in areas of pastoral care and pastoral counseling.

Article VII: CPEI Committees

The committees, workgroups, and taskforces or other entities are created and dissolved by the Executive Council to carry out the work of CPEI.

1. Committee Chairs
 - a. Qualifications include, but not limited to:
 - (1) A background in theology, CPE, or counseling.
 - (2) A person of high ethical standards and integrity.
 - (3) Strong leadership and communications skills.
 - b. Duties
 - (1) Facilitates Committee meetings in reviewing and recommending actions for the Executive Committee.
 - (2) Keeps the Executive Director informed of actions or concerns.
 - (3) Assists the Executive Director in providing a strategic vision for CPEI.
 - (4) Represents CPEI to outside stakeholders and the public.
 - (5) Recommend to the Nominating Committee Chair (Board of Directors Vice Chair) names to serve on Committees.

2. Committee Co-Chairs
 - a. Qualifications include, but not limited to:
 - (1) A background in theology, CPE, or counseling.
 - (2) A person of high ethical standards and integrity.
 - (3) Strong leadership and communications skills.
 - b. Duties
 - (1) Facilitates Committee meetings in the absence of the Committee Chair.
 - (2) Assists the Committee Chair in providing a strategic vision for CPEI.
 - (3) Represents CPEI to outside stakeholders and the public.
3. Standing committees consist of three (3) to five (5) individuals serving on a rotating basis (1 to 3 years) with a minimum of two stakeholders.
4. Members may be reelected after a 3-year term to serve additional terms if recommended by the Nominating Committee and ratified by the CPEI Board of Directors.

Section 7.01: Credentialing Committee

Mission: to credential the most competent, well-trained pastoral clinicians and supervisor-educators in a timely and efficient manner.

Composition of Committee: The committee is comprised of individuals with a background in education, counseling, interviewing skills, human resources, management, leadership roles, etc.

Duties:

1. Work to promote the highest quality of competency for persons seeking credentialing as chaplains and supervisors/educators in the practice of spiritual and pastoral care.
2. Recommend to the executive council changes to improve the quality and competencies.
3. Provide consultation to CPEI members as needed.
4. Identify and train individuals to serve on various credentialing sub-committees throughout the organization.
5. Recommend to the Nominating Committee individuals to fill vacancies annually and should a vacancy during the year.
6. Assist in identifying professional development resources for staff, supervisor-educators and those external to CPEI.

Section 7.02: Committee for Oversight, Review, and Effectiveness (CORE)

Committee Composition: The committee is comprised of CPEI Members and at least two stakeholders from the fields of law, ethics, education, counseling, or similar disciplines.

Mission: to provide comprehensive oversight and consistent quality review of its CPEI Affiliate Organizations to measure and enhance their overall effectiveness. The Committee provides detailed administrative support to current members and new applicants to ensure compliance with accreditation standards.

Duties:

1. Respond to CPEI Affiliate Organization inquiries.
2. Receive and review CPEI Affiliate Organization applications and Memorandum of Understanding.
3. Recommend to the Nominating Committee individuals to fill vacancies annually and should a vacancy during the year.
4. Issue a certificate to approved CPEI Affiliate Organizations.
5. Work closely with the Education Committee to ensure continuity and quality education.
6. Submit a review of the compliance of the Annual CPEI Policies and Processes Exam to the EC.

Section 7.03: Communications Committee

Mission: to promote CPEI to its members and enhance the visibility of CPEI through digital and print media and in-person representation to prospective members.

Committee Composition: The Committee is comprised of CPEI Members and at least two stakeholders from the fields of communications, public relations, web design, social media, etc.

Duties:

1. Recommend to the Executive Director and Executive Committee (EC) plans to promote CPEI in various public settings.
2. Seek to improve the image of the organization constantly.
3. Maintain the website in conjunction with the Administrative Assistant and Technology Support.
4. Develop and maintain social media sites for CPEI.
5. Promote posting current news, events, or projects among CPEI members on the CPEI Website and Social Media sites.
6. Assist in ensuring consistent messaging for CPEI, which includes but is not limited to maintaining CPEI logos, appropriate documents, assists with maintaining current email addresses for CPEI, etc.
7. Provide support to the EC in recommending and planning an annual CPEI meeting.
8. Provide leadership, support, and ongoing communication with CPEI Chaplain and Supervisors Connection Groups.

Section 7.04: Education Committee

Mission: to create and review curriculum, assignments, and evaluations/assessments for use with CPEI educational programs.

Committee Composition: The Committee is comprised of CPEI Members and at least 2 Stakeholders with a background or interest in the use and evaluation of assessments (statistics), continuing education, course development, and course design.

Duties:

1. Evaluate course content to ensure it addresses the course objectives and outcomes.
2. Enlist Subject Matter Experts (SMEs) to assist in the development of course content.
3. Ensures needs assessments, post-course assessments and other evaluative tools are in place to determine training is being conducted according to standards.
4. Ensure changes are inserted into CPE handbooks, etc.
5. Ensure that the CPE Supervisors-Educators and Supervisory Students remain informed of changes or additions.
6. Recommend to the Executive Director and the Executive Council changes in curriculum or programs.
7. Assign a committee member to work closely with the Executive Director, Administrative Assistant, and the Communications Chair (Marketing) to ensure items such as the Course Catalog, Marketing Resources are current.

Section 7.05: Ethics and Compliance Committee

Committee Composition: The Committee is to be comprised of CPEI Members and at least two stakeholders representing law, ethics, education, counseling, or similar disciplines.

Mission: is to encourage, promote, educate, and exhibit conduct that inspires public confidence by providing formal, binding ethical opinions, and ensures members follow CPEI compliance policies.

Duties:

1. Promote high ethical standards and compliance of the Code of Professional Ethics among all members.
2. Receive, review, and make recommendations regarding ethical violations or sanctions.
3. Respond to CPE and Supervisory student appeals that have not been resolved between the CPE Supervisor-Educator or CPEI Affiliate Organization Director.
4. Provide or arrange for consultation to CPEI members regarding ethical concerns or issues.

5. Promote ethical articles, case studies, etc., for CPEI chaplains and supervisors for further development.
6. Ensure chaplains and supervisors meet their annual CEU requirements by reviewing the CPEI Annual Continuing Education Survey.
7. Annually review CPEI policies and processes to meet the requirements and standards of CPEI, CORE, IACET and other accrediting bodies associated with CPEI.

Section 7:06: Finance Committee

Committee Composition: The Committee is to be comprised of CPEI Members and at least 2 Stakeholders who are representatives with a background or interest in finances, budget, grants, etc.

Mission: to assist the Executive Director in fulfilling responsibilities with respect to reviewing and monitoring spending policy for CPEI consistent with CPEI's long-term goals and reviewing and monitoring CPEI's budget. In addition, recommend to the Executive Director and the Executive Council compensation and benefits for professional staff.

Duties:

1. Prepare and recommend an annual operating budget to the Board of Directors in the final quarter of the calendar year for approval before December 31.
2. Regularly review the financial status of CPEI.
3. Render the Executive Director an accounting of the financial condition of CPEI, Inc.
4. Work closely with the Administrative Assistant to ensure accurate financial records, invoicing, and reimbursements.
5. Provide guidance and support for obtaining grants or fund-raising items to support the mission of CPEI.
6. Render to the IRS the annual filing documents.
7. Ensure that fees are paid to maintain CPEI's corporation status and to the state's requiring fees to be licensed to offer CPEI CPE.
8. Recommend severance package for employees that are terminated or retired.

Section 7.07: Nominating Committee

Mission to identify and recommend individuals with interests and qualifications to serve on various roles with CPEI.

Composition: The Nominating Committee is led by the CPEI Board of Directors Vice Chair and recommends two Committee Chairs to serve as members of the Nominating Committee.

Duties:

1. Prepares a slate of candidates to serve in various roles.
 - a. Board of Directors Vice Chair (Ref. Section 4.01):
 - b. Committee Chairs
2. Provide Recommendations:

- a. To Board of Directors:
 - (1) a slate of names to serve as the Board of Director's Vice-Chair.
 - (2) a slate of names to serve as Committee Chairs.
 - (3) Names of at least two Committee Chairs to serve on the Nominating Committee.
2. To Executive Council: from Committee Chairs persons to replace Committee members.

Section 7.08: Technology Support Committee

The CPEI Technology Support Committee will aid the Tech Support Administrator in three areas: Technology Support, Tasks Tracking and Completion, and Future Development. Below each area is a description of the skills needed for this element.

Technology Support Mission: to aid in resolving technical issues encountered by students, faculty, and staff. The primary objective of "Support" is to ensure that the technological infrastructure, e.g., Populi, is running smoothly and without disruptions. The technology support committee responds to queries, monitors the system's performance, troubleshoots problems, and provides technical support to users.

Personnel: The following qualifications are needed with individuals that have:

1. Completed CPE or is currently a Supervisory Candidate or Supervisor-Educator.
2. An interest and are willing to be trained,
3. Basic knowledge of working with Learning Management Systems.

Tasks Tracking and Completion: The Technology Support committee will both track and complete specific technology-related tasks and projects. These projects may include requests for features in Populi such as automation, build-out of courses, build-out of assignments, software installations, data migrations, system upgrades, and other technology initiatives. The primary objective of "Tasks" is to ensure that specific technology-related tasks and projects are completed on time and meet the necessary quality standards.

Personnel: The following qualifications are needed with individuals that have:

1. Completed CPE or is currently a Supervisory Candidate or Supervisor-Educator.
2. A basic knowledge of working with Learning Management Systems.
3. Possess skills in the use of computer technology and are willing to be trained.

Technology Future Development and Implementation: The Technology Support committee will design, build, and implement future technology solutions as needed. These solutions may include software applications, educational technology training, and other custom solutions as required. The primary objective of "Development" is to ensure that future

educational technology and training are provided by providing the necessary tools and resources.

Personnel: The following qualifications are needed with individuals that have:

1. Completed CPE or is currently a Supervisory Candidate or Supervisor-Educator.
2. Possess skills in the use of computer technology and are willing to be trained.

Section 7.09: Populi Course Auditors

Populi course auditors' function under CPEI Administration and assist in reviewing Populi courses to ensure that supervisors and educators accurately address course requirements, i.e., submitting a course syllabus, providing feedback to students, ensuring final evaluations are submitted, etc. They have read-only access and can view course details. However, they are not able to review any financial information. Neither do they have the ability to give another person a user role.

Personnel: The following qualifications are important.

1. Individuals who have completed the CPE Certificate program.
2. Board-certified chaplains.
3. Educators who are willing to assist.

Section 7.10: Volunteer Librarian

General Provisions

Annual Review

1. The Board of Directors will review CPEI's Strategic Plan and Institutional Review Scoreboards.
2. The Annual budget for review and approval.
3. Annual review of the Executive Director's performance.

Contracts

1. The Board of Directors will review and approve any new contractual arrangements that CPEI enters.
2. The Board of Directors will approve all staff members (paid or unpaid).

Checks and Financial Matters

1. Checks for services or other forms of payment may be provided by the Administrative Assistant if they have been budgeted.
2. Requests for payments that supersede \$500 must be cleared up to the Finance Committee if the expense has not been budgeted.
3. A minimum of three individuals will be on the corporation's banking account at any time: Executive Director, Administrative Assistant and Finance Committee Chair.
4. CPEI's finances are maintained in Regions Bank.