

BY-LAWS
OF
THE COLLEGE OF PASTORAL SUPERVISION
AND PSYCHOTHERAPY

The College of Pastoral Supervision and Psychotherapy
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**BY-LAWS
OF
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PSYCHOTHERAPY**

ARTICLE 1. DEFINITIONS AND ABBREVIATIONS

As used in these By-laws, when capitalized:

Section 1.01. “College” shall mean the College of Pastoral Supervision and Psychotherapy and shall have the same legal meaning as “corporation” under the Act.

Section 1.02. “Act” means the Virginia Non-Profit Corporate Code, as amended time to time.

Section 1.03. “Governing Council Annual Meeting” shall be the date on which the annual meeting of the Governing Council shall be held at a time and place selected by the Governing Council.

Section 1.04. “By-laws” means the by-laws of the College as amended from time to time.

Section 1.05. “Secretary of State” shall mean the Secretary of the State of Virginia.

Section 1.06. “State” shall mean the state of Virginia.

Section 1.07. “Governing Council” shall have the same legal meaning as “Board of Directors.”

Section 1.08. The word “Minister” shall refer to a person who has been authorized by a religious endorsing body through ordination, consecration or equivalent means to exercise specific religious leadership and service within and on behalf of the religious endorsing body, which furthers its purpose and mission.

Section 1.09. The words “Clinical Pastoral Education” shall refer to the process model of learning pastoral care as defined in the CPSP Standards.

Section 1.10. The words “Certified Members” shall refer to the practitioner of these disciplines as defined in the CPSP Standards.

Section 1.10.1. The words “Certified Member” shall refer to a person who participates in a CPSP Chapter; has the right to attend and vote at the Members’ Annual Meeting; pays the required annual dues of CPSP; and is a recipient of communications from CPSP. The words “Certified Member” shall refer to a person who meets the requirements of the respective CPSP Standards, who has been duly certified by a CPSP Chapter, and whose certification(s) has been duly ratified by the CPSP Governing Council. “Certified Member” shall include “Diplomate in CPE Supervision,” “Diplomate in Pastoral Psychotherapy,” “Pastoral Counselor,” “Associate Pastoral Counselor,” “Clinical Chaplain,” and “Associate Clinical Chaplain.”

Section 1.10.2. The words “Diplomate in CPE Supervision” shall refer to a practitioner of this discipline as defined in the CPSP Standards.

Section 1.10.3. The words “Diplomate in Pastoral Psychotherapy” shall refer to a practitioner of this discipline as defined in the CPSP Standards.

Section 1.10.4. The words “Pastoral Counselor” shall refer to a practitioner of this discipline as defined in the CPSP Standards. This certification is generally relevant to congregational ministry.

Section 1.10.5 The words “Associate Pastoral Counselor” shall refer to a practitioner of this discipline as defined in the CPSP Standards. This certification is generally relevant to congregational ministry.

Section 1.10.6. The words “Clinical Chaplain” shall refer to the practitioner of this discipline as defined in the CPSP Standards. This certification is generally relevant to institutional, agency, or military ministry.

Section 1.10.7. The words “Associate Clinical Chaplain” shall refer to the practitioner of this discipline as defined in the CPSP Standards. This certification is generally relevant to institutional, agency, or military ministry.

Section 1.10.8. The words “Emeritus Member” shall refer to a person who is honorably retired from a Certified Member category.

Section 1.11. Other Members

Section 1.11.1. The words “Honorary Member” shall refer to a person who is granted membership in CPSP in recognition of certain achievements and contributions to CPSP, Honorary Members do not vote at the Members’ Annual Meeting.

Section 1.11.2. The word “Member” shall refer to a person who is not certified by CPSP, but wishes to affiliate with CPSP, participate in a Chapter, and attend the Members’ Annual meeting. Members do not vote at the Members’ Annual Meeting.

Section 1.11.3. The words “Institutional Member” shall refer to seminary professors, religious endorsing representatives, or other constituents who are members of CPSP. Institutional Member is not a certification category, and Institutional members do not vote at the Members’ Annual Meeting.

Section 1.12. The word “Chapters” shall refer to the gatherings of CPSP members in specific and identifiable groups whose duties are defined by the CPSP Standards.

Section 1.13. The words “Code of Ethics” shall refer to the CPSP Code of Professional Ethics, which is periodically updated, published and available to the general public.

ARTICLE 2. IDENTIFICATION AND PURPOSE

Section 2.01. **Name.**

The name of the Association is The College of Pastoral Supervision and Psychotherapy.

Section 2.02. **Purpose.**

There are several purposes of the College: to supervise the life of CPSP Chapters to insure that the CPSP Covenant is the standard for life and membership in the Chapter; and to provide for clinical pastoral education and training in pastoral care and pastoral psychotherapy as part of continuing education and specialized education for ministry.

Section 2.03. **Registered Office and Registered Agent**

- a. **Obligation to Maintain.** The College shall have and continuously maintain in the State a registered office which may be, but need not be, the same as its place of business, and a registered agent or agents, which agent or agents may be either an individual or individuals residence in the State whose business office is identical with such registered office or another domestic corporation or a foreign corporation authorized to transact business in this State, such domestic or foreign corporation having a business office identical with such registered office.
- b. **Change of Registered Office.** The College may change its registered office or registered agent or agents, or both, by executing and filing in the office of the Secretary of State a statement setting forth the facts required by the Act.
- c. **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 College, or 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. MEMBERSHIP

Section 3.01. CPSP Constituency.

The broad constituency or active participants in the CPSP process are all dues-paying members of a CPSP Chapter, regardless of race, ethnic origin, gender, or sexual orientation, who are participating in the life and work of a CPSP Chapter. Such persons live, function and vote in accordance with the local CPSP Chapter rules and traditions.

Section 3.02. Candidates for Certification.

Persons who are qualified and accepted into training for Diplomat in CPE Supervision, Diplomat in Pastoral Psychotherapy, Pastoral Counselor, Associate Pastoral Counselor, Clinical Chaplain, or Associate Clinical Chaplain shall be identified as CPSP Candidates and shall function in accordance with duties and restrictions as defined in the CPSP Standards.

Section 3.03. CPSP Pastoral Counselors, Associate Pastoral Counselors, Clinical Chaplains, and Associate Clinical Chaplains.

These categories of clinical practice designate persons who have demonstrated proficiency and competency in supportive and crisis-oriented pastoral care and counseling, and who have been duly examined, certified and ratified for these functions by CPSP, in accordance with CPSP Standards.

Section 3.04. CPSP Diplomates.

CPSP Diplomates are persons who have demonstrated that they function at advanced levels of expertise as either a Supervisor of Clinical Pastoral Education and/or as a Pastoral Psychotherapist, and who have been duly examined, certified, and ratified for these functions by CPSP, in accordance with CPSP Standards.

Section 3.05. Certified Members, Emeritus Members, Honorary Members, Members, Institutional Members.

These members participate in the life and work of CPSP as their membership category is defined in the By-Laws above.

ARTICLE 4. MEETINGS OF MEMBERSHIP

Section 4.01. **Annual Meeting.**

An annual meeting of the members shall be held on the Members Annual Meeting Date as set forth in Section 1.03 for the sole purpose of appointing officers in accordance with Article 5.01, hearing reports of the Governing Council, adopting the budget, amending by-laws when appropriate, and making appointments as needed.

Section 4.02. **Special Meetings.**

Special meetings of the members may be called by the President or by a majority of the Governing Council. Written, printed, or electronically communicated notice stating the place, date and hour of any such meeting of the membership shall be delivered to each member entitled to vote on matters to be presented at such meeting not less than thirty (30) days nor more than sixty (60) days before the date of such meeting. The purpose or purposes of which the meeting is called shall be stated in the notice.

Section 4.03. **Place of Meeting.**

The Governing Council shall designate the time and place of meeting for any annual or special meeting.

ARTICLE 5. OFFICERS AND GENERAL SECRETARY

Section 5.01. **Officers.**

The officers of the College shall be a President, a President-Elect, a General Secretary, a Registrar, a Treasurer, and Chairpersons of the Standards and Chapter Life Committees.

Section 5.02. **Elections.**

Officers shall be elected by a majority of votes cast by the members at the annual meetings. Terms of office shall begin at the adjournment of the annual meeting in which the election is announced. If the office of any officer becomes vacant for any reason, the Governing Council shall fill the vacancy.

Section 5.03. **Terms.**

The officers of the College shall hold office until their respective successors are chosen and qualify in their stead. The President and President-Elect shall hold office for two (2) years and shall not succeed themselves. The Registrar, Treasurer and Chairs of committees shall serve three (3) years and no more than three (3) consecutive terms.

Section 5.04. **Duties of the President.**

The President shall be the chief elected officer of the College, the Chair of the Governing Council, and shall perform such duties as are customary for a presiding officer including: presiding at the annual meeting of members; submitting a report to be circulated to all members regarding the operations of the College for the preceding fiscal year; having general management of the College as controlled by the Governing Council; and executing all orders and resolutions of the Governing Council.

Section 5.05. **Duties of the President-Elect.**

In the absence or disability of the President, the President-Elect shall have all the powers and shall perform all the duties of the President as ordered by the Governing Council. The President-Elect shall be mentored by the President and, upon termination of duties by the President, shall assume office as President.

Section 5.06. **Duties of the Registrar.**

The Registrar shall take minutes of all meetings of the Governing Council and any meetings of any Executive Committee, and shall make these minutes available to all members. The Registrar shall oversee the keeping of accurate roll of members and programs and update documents and manuals of CPSP.

Section 5.07. **Duties of the Treasurer.**

The Treasurer shall have charge of and oversee all funds, securities, receipts, and disbursements of the College, and shall deposit, in the name of the College, all monies or valuable affects in such banks, trust companies or depositories as shall, from time, to time, be selected by the Governing Council. The Treasurer shall render to the President and to the Governing Council, whenever requested, an accounting of the financial condition of the College.

Section 5.08. Duties of the General Secretary.

The Governing Council shall select and appoint a General Secretary. The General Secretary, in concert with the Governing Council, shall offer vision for the direction of CPSP; oversee and accomplish the administration of all CPSP matters; offer consultation and guidance to CPSP Chapters and Committees; provide liaison to the other pastoral care cognate groups, faith groups, and seminaries; and coordinate the work of the Governing Council in cooperation with the CPSP officers.

Section 5.09. Duties of the Administrative Assistant.

The Administrative Assistant shall assist the General Secretary and the CPSP Officers with general administrative functions, including but not limited to coordination of mailings and meetings, updating documents and manuals of CPSP, receive and review all certification and accreditation actions of chapters, and overseeing preparations for the Members' Annual Meeting.

Section 5.10. Duties of the CPSP Webmaster.

The CPSP Webmaster shall provide direction, guidance, and oversight of the CPSP Website.

ARTICLE 6. GOVERNING COUNCIL

Section 6.01. **Number and Qualifications.**

The business and affairs of the College shall be managed by a Governing Council to include the following persons:

- a. Founding members of CPSP.
- b. One representative from each designated CPSP Chapter.
- c. Five officers of the College.
- d. The Chairpersons of the Standards Committee and Chapter Life Committee.
- e. Two public representatives (non CPSP-Diplomates).

Section 6.02 **Duties of the Governing Council.**

The Governing Council shall establish policy for the College, when such policy is not addressed through the Constitution or By-laws, and shall fully communicate such policy to all members. It shall be responsible for all legal and fiscal matters as well as the employment of the General Secretary. It shall recommend fiscal matters such as an annual budget and other matters which affect the identity and function of the College. It shall establish any council, committee or task group deemed necessary for the work of the College.

Section 6.03. **Meetings.**

The Governing Council shall meet at the time of the annual meeting, and at other times as deemed necessary by Officers of the College.

Section 6.04. **Conference Calls.**

Members of the Governing Council or committee designated by the Governing Council may participate in meetings by means of a conference telephone or similar equipment, which allows these persons to fully communicate.

ARTICLE 7. COMMITTEES

Section 7.01. **Established Committees.**

The following standing committees are established: the Chapter Life Committee, the Finance Committee, the Standards Committee, and the Nominating Committee.

Section 7.02. **Structure of the Committees**

- a. The Chapter Life Committee shall be composed of six persons appointed by the Governing Council, each for a three-year term of office.
- b. The Finance Committee shall be composed of the Treasurer and two persons appointed by the Governing Council, each for a three-year term of office.
- c. The Standards Committee shall be composed of six persons appointed by the Governing Council, each for a three-year term of office.
- d. The Governing Council shall appoint the Nominating Committee annually.

Section 7.03. **Duties of the Committees.**

The Governing Council shall establish the duties and authority of the committees.

- a. The Chapter Life Committee shall offer consultation and guidance to Chapters for their life and work.
- b. The Finance Committee shall regularly review the financial status of the College and make regular reports to the Governing Council.
- c. The Standards Committee shall regularly review CPSP Standards to insure compliance by persons in CPSP and shall propose to the Governing Council amendments for ratification by the general membership.
- d. The Nominating Committee shall propose to the Governing Council a slate of nominees for the various offices of CPSP and for membership on committees.

Section 7.04. **Membership on Committees.**

Members to committees shall be appointed by the members at the Annual Meeting from a slate created by the Nominating Committee, or by special appointment by the Governing Council meeting between sessions of the Annual Meeting.

Section 7.05. **Records of Proceedings.**

All Committees shall keep minutes of their acts and proceedings and shall submit these to the next succeeding meeting of the Governing Council.

ARTICLE 8. CPSP CHAPTERS

Section 8.01. **Authority of CPSP Chapters.**

As stated in the CPSP Constitution, membership in CPSP is lived out in Chapters in accordance with the CPSP Covenant. Chapters are authorized by the Governing Council to function under the auspices of CPSP. This authorization must be renewed on March 17 of each year or on the date of the Members' Annual Meeting, whichever is later. Chapters maintain their authority to function if they remain in good standing with CPSP. This requires a consultation visit at least once every three years, such visit being by either the General Secretary, the CPSP President, or a consultant approved by the Governing Council. A written report of the consultation shall be made to the Governing Council with recommendations for continuing status in good standing, probationary status, or removal of status.

Section 8.02. **Function of CPSP Chapters.**

Chapters shall be the place where all persons participating in CPSP shall be known, be fully accountable for both professional functioning and personal integrity, and where persons are in process of training for subsequent certification. The Chapter shall forever be in review of all its members whether they be fully certified or in training. A chapter shall be comprised of six to twelve members.

Section 8.03. **CPSP Certification.**

The Chapter shall review all candidates for Diplomate in CPE Supervision, Diplomate in Pastoral Psychotherapy, Pastoral Counselor, Clinical Chaplain, Associate Pastoral Counselor, and Associate Clinical Chaplain. These reviews shall be in strict accordance with CPSP Standards. A person shall be granted certification as a Diplomate in CPE Supervision, Diplomate in Pastoral Psychotherapy, Pastoral Counselor, Clinical Chaplain, Associate Pastoral Counselor, or Associate Clinical Chaplain if he/she demonstrates highest competence in these disciplines.

Section 8.04. **Continuing Membership in Chapters.**

Credentials for all members of CPSP derive from full participation in a Chapter and from full endorsement for professional functioning by that Chapter. On March 17 of each year, or on the date of the Members' Annual Meeting, whichever is later, the Chapter shall submit to the Governing Council the names of all certified members in good standing with a recommendation that they be re-certified at the next meeting of the Governing Council.

Section 8.05. **Relationship of Chapters to the Governing Council.**

Each Chapter shall elect a representative to the Governing Council both to represent the interests of that Chapter and to provide leadership to the entire CPSP process.

Section 8.06. **New Chapters.**

A new Chapter shall be established in consultation with the General Secretary. This Chapter shall have ongoing consultation with the General Secretary or with a person appointed by the General Secretary and/or the Governing Council. This probationary consultation shall continue until the Chapter believes it is ready to apply to the Governing Council for full Chapter status.

ARTICLE 9. INDEMNIFICATION

Section 9.01. **Definitions.**

“Representative” shall mean any individual who represents the College either as a director, officer, partner, or employee. “Liability” means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding. “Party” refers to an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding. “Proceeding” means any threatened, pending, or completed action, suit or proceedings, whether civil, criminal, administrative or investigative and whether formal or informal.

Section 9.02. **Authority to Indemnify.**

The College shall, to the extent legally permissible, indemnify each person (and his or her heirs, executors, administrators, or other legal representatives) who is or shall have been a member of the College, a member of the Governing Council, an officer or the College, or an employee of College, against all liabilities and expenses (including judgments, fines, penalties and attorney’s fees) and all amounts paid, incurred by any such person in connection with or arising out of any action or threatened action, suit or proceeding, in which any such person may be involved.

Section 9.03. **Purchase of Insurance.**

The College may purchase and maintain insurance on behalf of all persons to be indemnified.

ARTICLE 10. BOOKS AND RECORDS

Section 10.01. **Obligation to Keep.**

The College shall keep correct and complete books of account as well as minutes of the proceedings of the Governing Council and all Committees. The College shall also keep at its central office a record of the names, addresses, and ecclesiastical affiliation of all members of CPSP, and accredited CPSP programs.

ARTICLE 11. FINANCES

Section 11.01. **Fiscal Year.**

The Governing Council shall determine the fiscal year of the College.

Section 11.02. **Dues.**

Any dues for members, trainees, Chapters or Centers shall be recommended by the Governing Council to the Annual Meeting of Members and shall then be established by a majority vote of the membership present and voting.

Section 11.03. **Notification of Dues.**

Notification of dues to any CPSP entity shall be made three months in advance of the beginning of the fiscal year.

ARTICLE 12. AMENDMENTS

Section 12.01. **Amendments.**

The By-laws of the College shall be altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members present at the Annual Meeting of Members, provided that notice of general nature of the proposed change in the By-laws shall have been given in the notice of the meeting.

ARTICLE 13. CONFLICT

Section 13.01. **Conflict.**

If there is anything in the By-Laws inconsistent with or in conflict with any other governance procedures of the College, the spirit of the CPSP Covenant shall take precedence.