VERSION 16

The By-laws of the College of Pastoral Supervision and Psychotherapy

Adopted by the Governing Council
in Chicago, on November 14, 2014

As modified by the Operations Team, at the direction of the Governing Council in Salt Lake City, March 16, 2016.

College of Pastoral Supervision and Psychotherapy| PO Box 162 Times Square Station | New York, NY 10108

This page is intentionally left blank.

Table of Contents

Article I. DEFINITIONS AND ABBREVIATIONS 5

Article II. IDENTIFICATION AND PURPOSE 7
Section 2.01 Name. 7
Section 2.02 Purpose. 7
Section 2.03 Registered Office and Registered Agent. 7

Article III. MEMBERSHIP 8
Section 3.01 CPSP Constituency. 8
Section 3.02 Candidates for Certification. 8
Section 3.03 CPSP Board Certified Clinical Chaplains, Associate Clinical Chaplains, Pastoral Counselors, and Associate Pastoral Counselors. 8
Section 3.04 Section 3.04 CPSP Pastoral Psychotherapists 8
Section 3.05 CPSP Diplomates in Pastoral Supervision and Pastoral Psychotherapy. 8
Section 3.06 Members. 8

Article IV. GOVERNANCE 9
Section 4.01 Composition of the Governing Council. 9
Section 4.02 Consultants to the Governing Council. 9
Section 4.03 Duties of the Governing Council. 9
Section 4.04 Meetings. 10
Section 4.05 Meeting by Electronic Means. 10
Section 4.06 Governance between Governing Council Meetings. 10
Section 4.07 Decision-Making. 10

Article V. OFFICERS 11
Section 5.01 Officers. 11
Section 5.02 Appointment of Officers. 11
Section 5.03 Terms. 11
Section 5.04 Vacancies. 11
Section 5.05 Resignation. 11

Article VI. DUTIES of OFFICERS and ADMINISTRATION 12
Section 6.01 Duties of the General Secretary. 12
Section 6.02 Duties of the President. 12
Section 6.03 Duties of the Treasurer. 12
Section 6.04 Duties of the President-Elect. 13
Section 6.05 Duties of the Administrator. 13
Section 6.06 Duties of the Administrative Coordinator. 13
Section 6.07 Other Officers and Agents. 13

Article VII. STANDING COMMITTEES 14
Section 7.01 Purpose and Roles of Standing Committees. 14
Section 7.02 Selection and Ratification of Chairs of the Standing Committees. 14
Section 7.03 Structure of the Committees. 14
Section 7.04 Duties of the Standing Committees. 15
Section 7.05 Membership on Committees. 16
Section 7.06 Records of Proceedings. 16

Article VIII. CPSP CHAPTERS 17
Section 8.01 Authority of CPSP Chapters. 17
Section 8.02 Function of CPSP Chapters. 17
Section 8.03 Relationship of Chapters to the Governing Council. 17
Section 8.04 Certification. 17
Section 8.05 Continuing Membership in Chapters 17
Section 8.06 Chapters "In Formation". 17
Section 8.07 Continuing Recognition of Chapters. 18

Article IX. INDEMNIFICATION 19
Section 9.01 Definitions. 19
Section 9.02 Authority to Indemnify. 19
Section 9.03 Purchase of Insurance. 19

Article X. BOOKS AND RECORDS 19
Section 10.01 Obligation to Keep 19

Article XI. FINANCES 20
Section 11.01 Fiscal Year 20
Section 11.02 Dues. 20
Section 11.03 Notification of Dues. 20

Article XII. AMENDMENTS 20
Section 12.01 Amendments. 20

Article XIII. CONFLICT 20
Section 13.01 Conflict. 20

Article I. DEFINITIONS AND ABBREVIATIONS

As used in these By-laws, when capitalized:

"Act" means the Virginia Non-Profit Corporate Code, as amended time to time.

"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.

"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.

"By-laws" means the by-laws of the College as amended from time to time.

"Certified Member" shall refer to a person who meets the requirements of the respective CPSP Standards, who has been duly certified by and participates in a CPSP Chapter, pays the required annual dues of CPSP, and whose certification(s) has been annually ratified by the CPSP Governing Council. "Certified Member" shall include "Diplomate in Pastoral Supervision," "Diplomate in Pastoral Psychotherapy," "Pastoral Counselor," "Associate Pastoral Counselor," "Clinical Chaplain," and "Associate Clinical Chaplain."

"Chapters" shall refer to the gatherings of CPSP members in specific and identifiable groups whose duties are defined by the CPSP Standards.

"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.

"Clinical Pastoral Education" shall refer to the process model of learning pastoral care as defined in the CPSP Standards.

"Cluster of Chapters" shall mean the aggregation of Chapters into a group/cluster on a more or less, but not strictly, geographic basis.

"Code of Ethics" shall refer to the CPSP Code of Professional Ethics and Principles for Processing Ethical Complaints, which is periodically updated, published and available to the general public.

"College" or **"CPSP"** shall mean the College of Pastoral Supervision and Psychotherapy and shall have the same legal meaning as "corporation" under the Act.

"Convener" is any Member (other than an Other Member) who is appointed by a Chapter under the Standards to oversee the scheduling of chapter meetings, coordination and general operation of the Chapter, including Certification and Accreditation site reviews, and communication with other Conveners in the Cluster of Chapters, the Governing Council and Standing Committees.

"Covenant" shall mean the CPSP Covenant, which may from time to time be updated by the Governing Council, published and available to the general public.

"Diplomate" shall mean either a Diplomate in Pastoral Supervision or a Diplomate in Pastoral Psychotherapy.

"Diplomate in CPE Supervision" shall refer to a practitioner of this discipline as defined in the CPSP Standards.

"Diplomate in Pastoral Psychotherapy" shall refer to a practitioner of this discipline as defined in the CPSP Standards.

"Emeritus Member" shall refer to a person who is honorably retired from a Certified Member category.

"Governing Council" shall have the same legal meaning as "Board of Directors."

"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.

"Honorary Member" shall refer to a person who is granted membership in CPSP in recognition of certain achievements and contributions to CPSP.

"Institutional Member" shall refer to seminary professors, religious endorsing representatives, or other professional constituents who are members of CPSP. Institutional Member is not a category eligible for certification.

"Member" shall refer to any person who is a Certified Member, Emeritus Member, Honorary Member, Institutional Member or Other Member .

"Other Member" shall refer to a person who is not a Certified Member, Emeritus Member, Honorary Member or Institutional Member, but wishes to affiliate with CPSP, participate in a Chapter, and may attend the Annual Meeting.

"Pastoral Counselor" shall refer to a practitioner of this discipline as defined in the CPSP Standards. This certification is generally relevant to congregational ministry.

"**Pastoral Psychotherapist**" shall refer to a practitioner of this discipline as defined in the CPSP Standards.

"Plenary" shall refer to the annual general membership meeting of the College.

"Secretary of State" shall mean the Secretary of the State of Virginia.

"Standards" shall mean The Standards of the College of Pastoral Supervision & Psychotherapy, which may from time to time be updated, published and made available to the general public.

"State" shall mean the state of Virginia.

"**Training Supervisor**" shall refer to a practitioner of this discipline as defined in the CPSP Standards.

Article II. 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:

a. to ensure that the CPSP Covenant is the standard for life and membership in the Chapter;
b. to promote, certify and support the life of CPSP Chapters;
c. to provide for clinical pastoral education and training in pastoral care, counseling and psychotherapy as part of specialized training for ministry and continuing education; and
d. to certify individual members, to accredit training programs, and to oversee training programs through its Chapters.

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 individual's 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 III. MEMBERSHIP

Section 3.01 CPSP Constituency.

CPSP's diverse community of members welcomes each participant in the life and work of a CPSP Chapter without preference or prejudice as to race, ethnicity, national origin, class, age, physical disability, faith group background or affiliation, or sexual or gender identity, orientation or preference. Members live and function in the spirit of the CPSP Covenant, in accordance with the CPSP Standards, according to their own Chapter rules and traditions, which shall be congruent with the Covenant, Bylaws and Standards of CPSP.

Section 3.02 Candidates for Certification.

Persons who are qualified and accepted into training for Diplomate in Pastoral Supervision, Diplomate in Pastoral Psychotherapy, Training Supervisor, Clinical Chaplain, Associate Clinical Chaplain, Pastoral Psychotherapist, Pastoral Counselor or Associate Pastoral Counselor shall be identified as CPSP Candidates (Trainees) and shall function in accordance with duties and restrictions defined in the CPSP Standards

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

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, initially certified and annually re-certified for these functions by CPSP in accordance with the Standards.

Section 3.04 Section 3.04 CPSP Pastoral Psychotherapists

This category of clinical practice designates persons who have demonstrated mastery of the insights and principles of both theology and the behavioral disciplines at the most advanced level of proficiency, and who have been duly examined, initially certified and annually re-certified for this function by CPSP in accordance with the Standards.

Section 3.05 CPSP Diplomates in Pastoral Supervision and Pastoral Psychotherapy.

CPSP Diplomates are persons who have demonstrated that they function at advanced levels of expertise as a Supervisor of Clinical Pastoral Education/Training or as a Supervisor of Pastoral Psychotherapy training, or both, and who have been duly examined, initially certified, and annually re-certified for these functions by CPSP in accordance with CPSP Standards. Experienced supervisors who complete a prescribed process of qualification and certification after having been certified as a Diplomate may be designated Training Supervisors.

Section 3.06 Members.

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

Article IV. GOVERNANCE

Section 4.01 Composition of the Governing Council.

Governance in the College shall be conducted by a Governing Council that is comprised of three Governance Chapters, namely, the Chapter of Chapters, the Chapter of Diplomates, and the Executive Chapter.

The Chapter of Chapters shall be comprised of a total of six (6) Chapter Conveners, made up of one representative from each of the six (6) Clusters of Chapters aggregated more or less geographically, with each representative Convener having been chosen from and by the Conveners in the Cluster.

The Chapter of Diplomates shall be comprised of a total of six (6) Diplomates, chosen at-large, without nomination or candidacy, from and by all Diplomates. Representation by Diplomates of Pastoral Psychotherapy and Diplomates of Pastoral Supervision shall be proportional to the number in each of the two categories of Diplomate.

The Executive Chapter shall be comprised of a total of six (6) persons: the General Secretary, the President, and the Treasurer; along with Chairpersons of any three of the Standing Committees, to be designated by the General Secretary.

Section 4.02 Consultants to the Governing Council.

The following shall serve as Consultants to the Governing Council and may or may not be present at its meetings:

a. President-elect,
b. Chairs of those Standing Committees not designated by the General Secretary to serve in the Executive Chapter,
c. Liaison to the Endorsing Bodies, mutually agreed upon by the Governing Council and Association of Religious Endorsing Bodies,
d. Founding Members of CPSP who are active, dues-paying Members, and
e. Past Presidents of CPSP, who are active, dues-paying Members.

Section 4.03 Duties of the Governing Council.

The Governing Council shall:

a. establish policy and procedures for the College when such policy and procedures are not addressed through the By-laws or Standards, and fully communicate such decisions in a reasonably timely manner to Chapters and their Members,
b. be responsible for all legal and fiscal matters,
c. be responsible for approving changes to the CPSP Covenant, Code of Ethics, Standards and By-Laws,
d. appoint the General Secretary, President, and Treasurer,
e. be responsible for the hiring and employment of the Administrator, and
f. plan, coordinate and execute its meetings in the best interests of the Chapters and Members of the College.

Section 4.04 Meetings.

The Governing Council shall meet twice yearly: on the day or days immediately following and at the site of the annual Plenary membership meeting in the Spring, and over a day or two approximately six months later in the Fall at a place deemed to be convenient for most to travel. Because each has been selected to responsibly represent a constituency, all who are members of the Chapter of Chapters and Chapter of Diplomates, or their qualified alternates, along with the members of the Executive Chapter, must attend. To foster collaboration, communication, transparency and effectiveness in governance, two representatives designated by the Chapter of Chapters, two representatives designated by the Chapter of Diplomates, and the General Secretary, will work with the Administrator to prepare for these meetings and distribute meeting materials reasonably in advance of the meeting. Expenses for meetings of the Governing Council, namely travel, lodging and meals, will be paid by CPSP.

Section 4.05 Meeting by Electronic Means.

The collegial nature of the Governing Council and the value of informal interpersonal processes make participation in-person always to be preferred. However, remote participation in the formal processes of the Governing Council using high-quality electronic means may be permitted. When permitted, means and parameters for such participation shall be determined and prepared reasonably in advance of the meeting.

Section 4.06 Governance between Governing Council Meetings.

The Executive Chapter shall be empowered to act in behalf of the Governing Council in matters of importance that must or prudently should be determined in periods between full meetings of the Governing Council. Decisions and actions taken on such urgent matters should ordinarily be communicated in a timely manner to the CPSP members and ratified by the Governing Council at its next meeting.

Section 4.07 Decision-Making.

All decisions of the Governing Council (including meetings as specified in Section 4.06 above) will be made by consensus, including the possibility of deciding, by consensus, to use other means of decision-making if necessary.

Article V. OFFICERS

Section 5.01 Officers.

The corporate officers of the College shall be a:

a. General Secretary,
b. President, and
c. Treasurer.
d. Officers are to uphold the values and traditions, and shall protect and enhance the reputation, of CPSP.

Section 5.02 Appointment of Officers.

Officers shall be appointed by the Governing Council meeting following the annual Plenary membership meeting in the Spring.

Section 5.03 Terms.

The President and President-Elect (who is not an officer) shall hold their offices for two (2) years, each office limited to one term. The President Elect shall, upon the completion of his or her term, assume the office of President. All other officers hold office from one Spring Governing Council meeting to the next. Terms of office shall begin at the adjournment of the Governing Council meeting at which officers are selected. Officers of the College shall hold office until their respective successors are chosen and qualify in their stead.

Section 5.04 Vacancies.

If the office of any officer becomes vacant, the Executive Chapter may appoint a successor who shall serve until the next annual meeting at which time he or she may be elected to another term.

Section 5.05 Resignation.

An officer may resign at any time for health or personal reasons.

Article VI. DUTIES of OFFICERS and ADMINISTRATION

Section 6.01 Duties of the General Secretary.

The General Secretary will function as CPSP's Chief Executive Officer without use of the title. The General Secretary shall:

a. oversee and accomplish all CPSP administrative matters with the support of the Administrator,
b. offer consultation and guidance to Chapters and Committees,
c. provide liaison to cognate groups, faith groups, and seminaries,
d. approve all expenditures of funds,
e. coordinate the work of the Governing Council in cooperation with the Administrator, other Officers, and other members of the Executive Chapter,
f. oversee the drafting, adoption and administration of Standards,
g. provide oversight of the CPSP Plenary gathering,
h. working with the President, provide a report on the status of CPSP on an annual basis to the CPSP community at its Plenary gathering,
i. establish and direct special task forces and teams to accomplish specific aims not fulfilled by the Standing Committees, and
j. make and carry out necessary decisions in the best interest of CPSP when the Governing Council and Executive Chapter are reasonably unable to do so.

Section 6.02 Duties of the President.

The President of CPSP shall:

a. be the principal gracious and public face of the community,
b. promote its well-being and prosperity,
c. work to implement the decisions of the Executive Chapter and Governing Council,
d. work collegially and supportively with the General Secretary,
e. call the Executive Chapter and the Governing Council to session and chair such meetings, in concurrence with the General Secretary, and
f. provide a report on the status of CPSP on an annual basis to the CPSP community at its Plenary gathering.

Section 6.03 Duties of the Treasurer.

The Treasurer shall:

a. have charge of and oversee all funds, securities, receipts, and disbursements of the College,
b. deposit, in the name of the College, all monies or valuable effects in such banks, trust companies or depositories as shall, from time to time, be selected by the Governing Council,
c. render to the President and to the Governing Council, whenever requested, an accounting of the financial condition of the College,
d. disburse funds on approval of the General Secretary, and
e. serve on the Finance Committee.

Section 6.04 Duties of the President-Elect.

The President-Elect shall:

a. shall be mentored by the President,
b. in the absence or disability of the President, have all the powers and perform all the duties of the President as ordered by the Governing Council, and
c. upon termination of duties by the President, assume office as President. In the event of the inability of the President to fulfill a term of office, the President-Elect shall succeed the President immediately and complete his/her term before beginning his/her own term as President.

Section 6.05 Duties of the Administrator.

The Administrator, who shall be a paid employee of the College and not be an Officer, shall:

a. coordinate the affairs of the three constituent Chapters of the Governing Council leading up to and following its semi-annual meetings,
b. provide day-to-day chief-of-staff support to the General Secretary to assure the effective conduct of the affairs of the Executive Chapter and Standing Committees,
c. perform other duties as determined by the Governing Council,
d. oversee the taking of minutes of all meetings of the Governing Council and any meetings of any Executive Chapter, for this purpose alone shall serve as a sub-officer of the College , and shall make these minutes readily available to Members,
e. regularly review and maintain membership, Chapter and training site information, and
f. keep and maintain official CPSP documents, including archives of the Governing Council meetings minutes, which shall be kept at CPSP's principal office. Such records shall also include corporate articles of organization, by-laws, and the names and addresses of current officers.

Section 6.06 Duties of the Administrative Coordinator.

The Administrative Coordinator who is a paid employee of the College, shall assist the General Secretary and the Administrator with general administrative functions, including but not limited to coordination of mailings and meetings, updating documents and manuals of CPSP, receiving and reviewing all certification and accreditation actions of chapters, and other duties as assigned.

Section 6.07 Other Officers and Agents.

The Governing Council may appoint other officers and agents as it may deem advisable who shall hold their offices for such terms and shall exercise such power and perform such duties as shall be determined by the Governing Council.

Article VII. STANDING COMMITTEES

Section 7.01 Purpose and Roles of Standing Committees.

The Standing Committees are established to support the essential functions of the College. The Chairs of the Standing Committees serve from day to day in relation to the General Secretary as a cabinet with a specific portfolios of responsibilities.

The Standing Committees are:

- Accreditation Oversight
- Certification of Individuals
- Certification and Promotion of Chapters
- Communications
- Finance
- Standards
- Ethics

Section 7.02 Selection and Ratification of Chairs of the Standing Committees.

Certified members shall be appointed as Chairs of the Standing Committees by the General Secretary for two-year renewable terms, with all appointments to be ratified by the Governing Council at its annual Spring meeting.

Section 7.03 Structure of the Committees.

The **Accreditation Oversight Committee** shall be composed of a Chair, who is a Diplomate, and at least three other Certified Members at least one of whom shall be a Diplomate.

The **Certification of Individuals Committee** shall be composed of a Chair and at least three other persons at least one of whom shall be a Diplomate and one of whom shall be a non-diplomate Certified Member.

The **Certification and Promotion of Chapters Committee** shall be composed of a Chair and at least three persons who are or have been Chapter Conveners who themselves are representatives of the variety of chapter types (Diplomates-only, non-diplomate Certified Members-only, and mixed).

The **Communications Committee** shall be composed of a Chair and at least two persons, one each from the Chapter of Chapters and Chapter of Diplomates.

The **Finance Committee** shall be composed of a Chair, the Treasurer, and at least two persons, one each from the Diplomates and non-diplomate Certified Members.

The **Standards Committee** shall be composed of a Chair and at least three persons including a representative from the Chapter of Chapters and Chapter of Diplomates.

The **Ethics Committee** is composed of the current Officers and at least three others including a representative from the Chapter of Chapters and Chapter of Diplomates.

Section 7.04 Duties of the Standing Committees.

(a) The Accreditation Oversight Committee shall:

1. compile data related to current CPSP accredited training programs,
2. create and recommend to the Governing Council standards and procedures for training programs,
3. offer consultation and guidance to training programs for their work, and
4. validate the functional quality of training programs and Chapter oversight; recommend corrective action when training programs fail to meet Standards.

(b) The Certification of Individuals Committee shall:

1. create and recommend Standards and procedures for membership certification,
2. offer consultation and guidance to chapters for their certification work, and
3. recommend to the Governing Council requests for ratification of certifications.

(c) The Certification and Promotion of Chapters Committee shall:

1. offer consultation and guidance to Chapters for their life and work to ensure the functional quality of chapter life while respecting local culture and tradition,
2. work with the General Secretary on the review, approval and monitoring of Chapters in Formation, and
3. certify and annually re-certify Chapters on the basis of the Standards.

(d) The Communications Committee shall:

1. oversee means and methods of official communication of information of importance and interest to members of the College, and
2. promote positive public awareness of the College by means including, but not limited to, various media.

(e) The Finance Committee shall:

1. prepare and recommend an annual operating budget to the College,
2. regularly review the financial status of the College and make regular reports to the Governing Council, and
3. oversee the investment funds and other assets of the College.

(f) The Standards Committee shall:

1. regularly review CPSP Standards to insure the highest level of professional practice,
2. collaborate with other Standing Committees to develop proposed revisions to Standards, and
3. propose to the Governing Council amendments to the Standards for ratification.

(g) The Ethics Committee shall:

- serve as a consultation resource in support of Chapters reviewing ethical matters within the Chapter,
- assign outside consultants or consultancy teams in cases of ethical complaints that are referred to the General Secretary or Governing Council,
- regularly review and make proposals to the Governing Council concerning possible revisions to the CPSP Code of Ethics, and
- promote and enforce the highest ethical standards within the College.

Section 7.05 Membership on Committees.

Committee membership recommendations are made by the committee Chair to the Governing Council for ratification at its Fall meeting. Committee membership lasts for one year from the conclusion of the Governing Council meeting where ratified to the next Fall meeting and may be renewed without limit as to number of terms. Interim vacancies may be filled by the Executive Chapter.

Section 7.06 Records of Proceedings.

Committees shall keep minutes of their actions and proceedings and shall submit these to the annual Spring meeting of the Governing Council.

Article VIII. CPSP CHAPTERS

Section 8.01 Authority of CPSP Chapters.

CPSP membership is lived out in Chapters. Chapters are authorized by the Governing Council to function under the auspices of CPSP. This authorization must be renewed at the Spring Governing Council meeting. Chapters maintain their authority to function as Chapters of CPSP if they remain in good standing, i.e., in compliance with CPSP Standards, including filing the Chapter Annual Report and an outside consultation visit as needed and at a minimum of every three years. A written report of the consultation shall be included in the Chapter Annual Report made to the Governing Council.

Section 8.02 Function of CPSP Chapters.

Chapters shall be the place where all persons participating in CPSP are known, fully accountable for both professional functioning and personal integrity, and in process of training for subsequent certification. Each 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 (6) to twelve (12) members.

Section 8.03 Relationship of Chapters to the Governing Council.

Each Chapter, through the representation of its Convener, shall participate in the selection by consensus of a Cluster representative to the Chapter of Chapters of the Governing Council. The Cluster representatives will give voice to the interests of the Chapters within their Cluster, will be responsible for communication to and from the Governing Council and the Chapters of the Cluster, and will thereby assure that all Chapters are responsibly participating in and providing leadership to the entirety of CPSP life and its processes.

Section 8.04 Certification.

The Chapter shall review all candidates for certification from among its members. These reviews shall be in accordance with CPSP Standards and shall be referred to the Governing Council for ratification.

Section 8.05 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. The Chapter shall submit a Chapter Annual Report to the Governing Council with the names of all certified members in good standing being recommended for re-certification at the next meeting of the Governing Council.

Section 8.06 Chapters "In Formation".

A new Chapter shall be established "in formation" in consultation with and by request to the General Secretary and the Committee for Certification and Promotion of Chapters. The Chapter-In-Formation shall have ongoing consultation according to the Standards and the procedures of the Committee. This probationary period shall continue until the Chapter-In-Formation, believing it has fulfilled the Standards, is ready to apply to the Governing Council for affirmation of full Chapter status. While their members have membership in CPSP, Chapters-In-Formation having not been ratified by the Governing Council as Chapters, shall not be represented in governance and processes of CPSP decision-making.

Section 8.07 Continuing Recognition of Chapters.

Chapters will submit a Chapter Annual Report to the Governing Council through the Certification and Promotion of Chapters Committee that, contingent upon fulfilling the Standards for Chapters, will provide continuing recognition as a CPSP chapter.

Article IX. INDEMNIFICATION

Section 9.01 Definitions.

"Representative" shall mean any individual who represents the College (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 of the College, or an employee of College. "Liability" means the obligation to pay a judgment, settlement, penalty, fine, or reasonable expenses incurred with respect to a proceeding. "Party" refers to a Representative 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 Representative 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 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 X. 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, all chapters, and all accredited training sites.

Article XI. FINANCES

Section 11.01 Fiscal Year.

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

Section 11.02 Dues.

Any dues and fees for Members, Trainees, Chapters or Centers shall be decided by the Governing Council.

Section 11.03 Notification of Dues.

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

Article XII. AMENDMENTS

Section 12.01 Amendments.

The CPSP By-Laws may be amended by a consensus of any meeting of the Governing Council.

Article XIII. 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.