

(As originally proposed August 22, 2005)
(As amended and approved by the membership in:
Visalia, CA: October 24, 2005)

By laws of:

**ASSOCIATED CHAPLAINS IN CALIFORNIA STATE SERVICE
(ACCSS)**

Note: Amendments to the August 22, 2005 draft, proposed and adopted by the members are identified by italics. Future amended versions of these by-laws shall always illustrate the newest amendments in italics, with the previously approved language all in straight type. The model for this process can be found in method of distinguishing amendments to bills as they progress through the State Legislature.

Article 1 - Name

The name of the association shall be the Associated Chaplains in California State Service, also referred to by its initials: ACCSS. This name may be changed only by a two thirds vote of the membership present at a duly constituted annual meeting.

Article 2 - Purpose

(a) The purpose of the association is the professional development of its membership and the support of their respective ministries and activities that accomplish the larger calling of each Chaplain, that is, service to their fellow men and women, including staff, but especially those institutionalized by the State, and/or who have recently been released from same.

In the furtherance of this purpose ACCSS may endeavor to provide the following specific activities:

- 1) provide professional interfaith dialogue between chaplains leading to a more effective ministry in the institutional setting or community;
- 2) establish regular means through educational forums and communications, for the expression of concerns and proposals to address various religious and social issues affecting the ministries and missions of chaplains;
- 3) facilitate communication, cooperation and assistance between chaplains and any other religious, faith-based, or governmental organizations;
- 4) develop and maintain professional standards for chaplains that will help insure a highly skilled, effective and motivated chaplain in their respective ministries.

Article 3 - Organization

(a) This organization is incorporated as a private nonprofit, tax exempt organization according to law and regulations of the State of California and the United States. It is not organized for the private gain of any person, although compensation may be paid for services rendered to the organization according to these by-laws.

(b) The property of ACCSS is dedicated to charitable, educational and professional purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any officer or private person, except as described in paragraph (a).

Article 4 - Offices and Records

(a) The office of the organization, also known as the Principal Executive Office of the corporation, shall be located at that address where records are maintained. Unless otherwise arranged for by provisions of these by-laws, such office shall be with the ACCSS Secretary.

(b) All records of the organization shall be retained at the principal executive office and available for inspection to officers and members of the association, subject to the laws of the State of California. Records to be maintained include at the minimum any and all ACCSS meeting minutes and any financial records prepared by the Treasurer and presented at an ACCSS meeting.

(c) Unless otherwise provided for in these by-laws, the responsibility for the maintenance, handling and transference between successors, of the records of ACCSS shall be with the Secretary of ACCSS. Until such time as ACCSS has a separate business address, this office is with the home of the Secretary of the organization, or any other location at the discretion of the Secretary with the approval of the President.

1) Such location may include a non-officer of the organization, such as the home/office of any agent who agrees and/or is retained for administrative services, upon agreement with the agent.

2) Such agent is answerable to the Secretary for such record keeping until such time as the agent may separate from service to ACCSS, or the record keeping function is directly assumed by the Secretary.

3) In the event that an agent does maintain ACCSS records, it is the responsibility of the agent to insure transference of any and all records in their keeping to the Secretary, upon demand, either in person, or by mail or special delivery service.

4) Any time a transference of ACCSS records is accomplished, there shall be a receipt created by both parties concerning such transference. Such a receipt must include date of transference, dated signatures and titles of both parties, and a brief description of the records transferred.

5) For any such transference it is intended that all records be transferred, but at the minimum that shall include any and all meeting minutes and financial records submitted by the Treasurer to the Board at ACCSS meetings.

(c) The President with the approval of the board, may establish an exclusive business address for its organization at such time as resources are included in the Annual Budget for such purposes and approved by the Board.

Article 5 - Annual Membership Meeting & Board Meetings

(a) The supreme and final authority of ACCSS is its membership when constituted by a quorum of at least 50% of all members being present, as determined by the presiding officer, at the annual meeting. Any motions submitted to the membership may only be passed by a majority of those present, unless otherwise noted in these by-laws.

(1) The by-laws shall only be amended by a two-thirds vote of the membership present at the annual meeting. Proposed amendments will be transmitted by the Secretary to the membership at least thirty days in advance of the annual meeting, as evidenced by postmark on a mailing to the members.

(2) At least one annual meeting of the board shall be held, no later than October 31, 2005, Subsequent meetings of the board shall occur at least every 12 months thereafter. The annual meeting shall provide a financial report to all those in attendance. Questions may be posed to the board by any member in good standing, in attendance. The financial report shall be approved by a majority of the membership in open session.

(b) Meetings of the board may be held *by telephone conference call*, or at any place designated by the President. If it is economically feasible, it is recommended that board meetings occur quarterly. These may be called at the will of the President, at a time and place convenient to ensure a quorum of board members.

(c) Notice of board meetings shall be communicated to all board members of the association, at least 14 calendar days before the meeting. Such notice shall include the specific date, time, address, and the tentative agenda of business to be taken up at that time. In circumstances where such timely notice is not possible, the board, upon its own motion, may waive such meeting notices.

(d) If after notice has been made to all board members, and it is determined that a quorum cannot be present to conduct business, the President, or his designee, may proceed with an informational meeting wherein no actions are taken unless by proxy, or postpone the meeting and reschedule it for a later time and place, whatever is necessary. Such postponement shall be accomplished by any means that is able to make contact with each board member.

Article 6 - Quorum

- (a) Any meeting of the board must achieve a quorum, defined as a majority of the total appointed and elected board members, in order to conduct any lawful business. Passage of any motion requires a majority of those present.
- (b) Any meeting that fails to establish a quorum may meet for informational purposes and make recommendations to the full board as a subcommittee of the board. In those instances when a quorum is not reached, the only motion that may be made and approved by a majority of those present, is a motion to adjourn.
- (c) Once a quorum has been reached to permit a business meeting, such a quorum will be considered in tact, even if a member must leave the meeting. In such cases, the passage of any motion will still require a majority of the quorum as constituted at the beginning of the meeting.

Article 7 - Proxies

Any board member may provide their proxy to the President for the purposes of satisfying the quorum requirement at any meeting for conducting business.

Such a proxy must be in writing and contain the specific date for which the proxy is provided, the date upon which the proxy expires, and contain the dated signature of the board member providing the proxy. A facsimile of an original is acceptable. Any board member may revoke a proxy previously given, at any time.

The proxy shall be included in the records and minutes of the meetings for which the proxy applies. In no case shall a proxy be valid for a span of time that exceeds 11 months.

In the circumstance of items of business on the agenda requiring a vote of the board, the proxy may indicate specific votes for specific items, should a motion be made concerning them. Unless such specific votes are indicated, the President shall cast the proxy vote as he or she deems appropriate.

Article 8 - Conduct of Meetings

- (a) The President, or in the absence of the President, a Vice President *selected by majority vote of those present*, may call to order any meeting of the board and act as presiding officer. In the absence of either, if a quorum is present, those present may elect from among themselves a chair to act as presiding officer.
- (b) The Secretary shall take minutes, or if absent, another board member shall be appointed to assume those responsibilities by the presiding officer.
- (c) The elements of the meeting shall include, at least the following:

Roll call
Declaration of a quorum, without which no business can occur
Proof of notice requirements acknowledged, or waived.
Reading of and approval of previous meeting minutes.
Reports by Officers
Reports by Committees
Election of Directors, if applicable
Unfinished Business
New Business
Adjournment

Article 9 - General Powers of the Board

- (a) Whenever the general membership is not in session during its annual meeting, the business of the association shall be conducted by the board, constituted by officers elected *from and* by the general membership.
- (b) The motions, resolutions and policies set by the board shall guide the officers and agents acting on behalf of ACCSS during the time when the board is not meeting. Such motions, resolutions and policies shall not contradict the intention of ACCSS Articles of Incorporation, *its* By-laws, or the laws of the State of California.
- (c) Motions placed before the board are deemed approved if a majority of the board, *including proxies*, not merely those present, approve the motion.

Article 10 - Membership

- (a) ACCSS membership is open to all regularly employed Chaplains in California state service and in any facility contracted with the State. Additional membership categories may be included or excluded, upon affirmative vote of a majority of the board.
- (b) Membership is voluntary to ACCSS and ACCSS may choose not to enroll a prospective member for any reason except those listed in this paragraph. ACCSS may not discriminate against the enrollment of any prospective member for any reason related to race, sex, ethnicity, religion, or political affiliation.
- (c) A member in good standing shall be entitled to participate in any and all benefits and offerings established for ACCSS membership, in accordance with its purposes, noted in Article 2.
- (d) A member in good standing is defined as one who meets the membership criteria, whether actively employed or retired, maintains “up to date” dues payments to ACCSS, and, who has not had their membership revoked as a result of losing their job due to disciplinary action taken by state authority, or, who has not caused a majority of the board of directors to have sufficient cause in their minds to warrant expulsion as a

member in ACCSS. However such reasons may not violate the intent of paragraph (b) above.

(e) "Up to date" is defined as dues paid in full within 45 calendar days of the date of the last dues billing or request to pay issued from an ACCSS officer or agent on behalf of ACCSS, to a member directly, or his/her credit card company. After 45 days have expired, such a member shall be declared delinquent in his membership responsibility at this time.

(f) ACCSS reserves the right to terminate any member at any time past the 45 days grace period, who fails or refuses to keep their dues payments up to date. Such revocation of membership and the benefits accruing, shall only occur after a delinquency letter, warning the member of such delinquency, its effects, and a final opportunity to bring their dues account up to date within a time certain, has been mailed, by confirmed receipt mail. At the specified time thereafter, ACCSS may revoke from the delinquent member, membership in good standing and any and all benefits that have been provided as a result of association with ACCSS.

(g) The Executive Committee at its discretion and according to any stipulations, may approve "affiliate" membership to individuals and organizations, it deems appropriate to ACCSS purposes.

Article 11 - Qualification, Composition, Tenure and Removal of Officers

(a) All officers, or candidates for office, must be members-in-good-standing at the time of their nomination, election and throughout their respective term of office.

(b) The number of officers of the board of *directors* shall vary, according to the parameters described herein, but include at least the following officers from their respective departments:

- President at large
- Vice President, Developmental Services
- Vice President, Corrections, Adult Division
- Vice President, Corrections, Juvenile Division
- Vice President, Veteran's Affairs
- Vice President, Mental Health
- Secretary at large
- Treasurer at large

(c) The term of the officers in paragraph (b) above shall be for two years and be elected biannually at the annual meeting of the full membership. The election of President, Secretary and Treasurer shall occur in odd-numbered years. The election of the Vice Presidents shall occur in even-numbered years.

(d) In the event a Vice President is elected the subsequent year to another office, the President shall appoint a replacement to serve the unexpired term of the Vice President.

(e) The board shall also include annually elected officers to the board for any faith group not otherwise represented by any faith held by any of the individual biannually elected officers of the board. Such annual election shall be held within respective faith groups at the annual meeting and reported to the general membership. These terms shall be for one year. The eligible faith groups include:

- Protestant
- Catholic
- Jewish
- Muslim
- Native American
- Any other group adopted by resolution of the board

(f) The board shall also include two biannually appointed officers:

- Parliamentarian
- Newsletter Editor
- President Emeritus

(g) Appointments shall be made by resolution of the board, upon recommendation by the President. The terms for these officers shall be two years, unless readopted by the board. Such appointments shall occur in odd-numbered years. These appointed officers may also serve as elected officers.

(h) A board member who resigns their position with the association shall do so in writing to the President or Secretary of the board. The President may appoint a replacement for the duration of the unfilled term, subject to the requirements of board composition noted above.

(i) An officer may be deemed as having resigned, according to the discretion of the President, and thereby be removed from the board by the President, if the officer does not attend a majority of the meetings duly called by the President, according to the by-laws of the association, excluding any special meetings.

(j) For business purposes, or due to factors outside anyone's control, any officer may be removed from the board without cause if it is considered in the best interests of the association. Such removal may be made by motion of any officer and affirmed by a two-thirds vote of the board. Such removal does not revoke membership-in-good-standing with the association.

(k) If a matter concerning any any member or officer involves a topic addressed within the Chaplain Code of Conduct, which may bring disrepute or harm to ACCSS in the estimation of the board, such member or officer may be removed as a member in

good standing any all offices within ACCSS by a two thirds vote of the Board. However, such action shall be taken only after less onerous means, according to the discretion of the board, to correct the situation have been attempted.

Article 12 - Finances & Compensation

(a) The Finance Committee established pursuant to Article 12 will submit at their discretion, any recommendations for changes to membership dues to the full membership present at the annual meeting. A majority of those present are required to approve a new dues amount.

(b) No compensation shall be provided to officers for their services in accordance with Article 3. However, expenses for the attendance at duly called and/or annual meetings of the board, is authorized.

(c) Nothing shall be construed by these by-laws to preclude an officer, with the knowledge and approval of the board, from serving the association as an agent for the administration of ACCSS services and receiving compensation for those services.

(d) The retaining of any services to ACCSS shall be at the discretion and the direction of the President, but must be approved by the EC. The President and the EC shall take into account the annual budget of ACCSS and may not obligate ACCSS to operate in a deficit.

Article 13 - Committees

(A) Executive:

(1) The Executive Committee (EC) of the Board of Directors shall be comprised by those officers described in Article 10 (b) and (e). These members of the board shall be vested with voting privileges to conduct the business on behalf of the Board. Other members of the Board are advisory to the EC.

(2) The EC shall meet as required by the President and/or according to the by-laws, to conduct business between the annual meetings of ACCSS. It shall also prepare the program and agenda for the annual meeting.

(3) Actions of the EC shall be recorded in minutes available to members at the annual meeting.

(B) Standing committees that may be appointed by the President, with the advice and approval of the Executive Committee include:

Finance
Nominations of Officers
Standards

(1) Finance:

(a) The Finance Committee shall consist of five members: one from each department, with the Treasurer acting ex-officio. The committee shall elect its own chairperson.

(b) It shall present a budget to the annual meeting.

(c) It shall prepare an annual financial statement.

(d) It shall provide for an annual audit of ACCSS accounts.

(2) Standards:

(a) This committee shall consist of ten members, two from each department, and shall elect its own chairperson.

(b) It shall propose to the annual meeting, standards for employment and functions of the associated Chaplains.

(c) If instructed by the annual meeting, it shall implement actions taken in the area of standards.

(3) Nominating:

(a) This committee shall consist of five members, one from each department. The committee shall elect its own chairperson.

(b) It shall present a slate of candidates for ACCSS offices at the annual meeting. This slate should be circulated to the membership thirty days prior to the annual meeting. However, nominations may be made from the floor.

(C) The President may appoint persons to other special committees subject to approval by the EC, for any legitimate purpose or specific task. Such special committee may be empowered as the President sees fit, but may not delegate to such a committee or persons appointed to it, any power expressly reserved for the board within these by-laws. The President shall outline the specific work product to be accomplished and set a sunset date when the committee shall be disbanded upon completion of its task.

Article 14 - Duties and Powers of Specific Officers

(a) The President of the board shall be empowered, subject to limitations within the by-laws, or directives of the EC. By all other means at his or her discretion the President shall direct and serve the interests of ACCSS when the EC or annual membership

meeting is not in session, by directing its administration and/or agent(s) retained for such purposes.

(b) Subject to paragraph (a), the President is authorized to enter into contracts necessary to conduct the business of the association, and making any and all operational decisions within the parameters of the annual budget established by the board.

(c) The President is not empowered to act in any manner inconsistent with the by-laws of the association or the resolutions, motions, or budget established by the board of directors.

(d) The Secretary of the board may not concurrently hold the position of President. The Secretary shall record actions of the board and prepare minutes of each board meeting. Such records shall be maintained at the principle executive office of the association.

(e) The Treasurer of the association may not concurrently hold any other position on the board of directors. The Treasurer shall act as Chief Financial Officer of the association and maintain all financial records in accordance with accepted accounting principles. Nothing shall preclude the Treasurer from being a contractor with the association for services.

Article 15 - Relationships to Other Groups (Amends to Art. 12)

(a) ACCSS shall establish any communications deemed necessary by its President, Officers or their agents, in carrying out the purposes of ACCSS. All ACCSS representatives shall maintain such communications in a professional and courteous manner. Special emphasis shall be given to *communications with* those state departments and religious organizations referenced by the specific Vice Presidents and representatives of ACCSS in Article 10.

(b) ACCSS shall take no action to intervene in matters that concern an individual chaplain and/or particular institution except at the request of that Chaplain. However, no action shall be taken, regardless of a Chaplain's specific request, for matters affecting, wages, hours, or other terms and conditions of employment, since such responsibilities are deemed by law to be reserved to the union which serves as exclusive bargaining representative for State Chaplains.

(c) In view of paragraph (b) above, ACCSS may nonetheless address any matter which it believes to have direct impact on the larger profession interests or mission of the chaplains ACCSS is organized to serve.

(d) ACCSS is politically nonpartisan.

(e) ACCSS is free to pursue any relationship with any other organization not specifically prohibited by ACCSS By-laws or the laws of the State of California or the United States.

Article 16 - Subsidiary Organizations

(a) Upon an approved motion by the Board, ACCSS may found new subsidiary nonprofit corporations under its overall authority for the purposes of furthering its larger mission and goals, as described in Article II - Purpose. The officers of such new subsidiaries may adopt any purposes and by-laws that do not contravene the goals of ACCSS.

(b) The ACCSS board of directors shall require an annual report from such new board of directors and shall function as overseer to their activities, although not responsible for its day-to-day activities. However, ACCSS through its President or Board of Directors, may disallow certain actions by the subsidiary if it determines such actions are not in keeping with Article II of its own by-laws.

(c) ACCSS shall render whatever aid and administrative support it deems necessary and is entitled to remuneration of any financial outlays made, or administrative services provided to the subsidiary, from any funds of the subsidiary.

Article 16 - Dissolution Clause

Upon the dissolution or winding up of ACCSS, or any of its subsidiary organizations, its assets remaining after payment, or provision or payment, of all debts and liabilities of this organization shall be distributed to a nonprofit corporation, fund or foundation, which is organized and operated exclusively for charitable purposes, or public employee benefit purposes.