

PCN Bylaws

These Bylaws serve as a covenant of the heart to describe and guide the relationships of the PCN with its members, donors, and other interested persons.

Revised at the 2004 PCN Forum, May 15, 2004 Revised at the 2008 PCN Forum, May 1, 2008 Revised at the 2010 PCN Forum, April 28, 2010

Revised at the 2011 PCN Forum, April 28, 2011

Revised at the 2014 PCN National Conference, May 7, 2014

Revised at the 2016 PCN National Conference, May 3, 2016

(Changes are highlighted for first year following adoption.)

ARTICLE I. Name, Mission, and Purpose of the Organization

A. This organization is called the Pediatric Chaplains Network. In these Bylaws it is referred to as the PCN.

B. The PCN shall be organized and operated as a charitable organization to promote the following mission: "To enhance the spiritual care of children and families in health care."

C. The Pediatric Chaplains Network serves the following purpose:

To advocate for the unique spiritual needs of children and families in health care;

To establish and maintain a network designed specifically for pediatric chaplains to provide nurture, support, communication and other collegial opportunities;

To create continuing education opportunities to improve the quality of professional development in pediatric chaplaincy, to share important resources and to promote excellence in clinical skills of pediatric chaplains;

To encourage theological and spiritual edification and reflection;

To speak for the interests of pediatric chaplaincy in relationships with other professional chaplaincy organizations and with individuals and groups making public policy decisions

ARTICLE II. Fiscal Year and Expenditures

A. The fiscal year for the PCN shall coincide with the calendar year.

B. All expenditures of the PCN shall be in compliance with its mission and purpose, as described in Article I of these Bylaws. The Advisory Council shall at least annually review the expenditures to ensure such compliance and seek outside oversight as deemed necessary by the Advisory Council action or majority vote of PCN membership.

ARTICLE III. INDIVIDUAL MEMBERSHIP

A. **Individual** membership in the PCN shall be open to all pediatric chaplains and others interested in pediatric chaplaincy and supportive of the mission and purpose of the PCN.

B. **Individual** membership shall be renewed each calendar year by payment of dues. Members whose dues are received by April 1 shall be eligible to vote and hold office.

C. **The amount of membership dues in the PCN-Individual membership dues** shall be set by the Advisory Council and approved at the annual business meeting.

ARTICLE IV. INSTITUTIONAL MEMBERSHIP

A. Institutional membership in the PCN is open to hospitals, long-term care facilities, and other entities serving a pediatric population that are supportive of the mission and purpose of the PCN.

B. Institutional membership shall be renewed each calendar year by payment of dues. Chaplains employed by entities holding institutional membership shall be considered individual members of the PCN and shall be eligible to vote and hold office.

C. Institutional membership dues shall be set by the Advisory Council and approved at the annual business meeting.

D. Benefits and considerations for institutional members of the PCN shall be set by the Advisory Council and approved at the annual business meeting.

ARTICLE IV. Officers and Advisory Council

A. The officers of the PCN shall be President, President-Elect, Immediate Past President, Treasurer, and Secretary. Those positions must be filled at all times for compliance with state and federal laws regarding 501(c)(3) non-profit entities. Temporary filling of these roles upon untimely vacancy shall be in accordance with Article IV. I.

B. The Advisory Council shall be composed of these officers and six (6) At-Large Members. A Business Manager, appointed by the Advisory Council, shall serve as an ex-officio member. The Dean of the PCI (see article IX) shall also serve as an ex-officio member.

C. Members of the Advisory Council shall be elected by the membership at the annual business meeting. The President-Elect shall be elected during odd-numbered years. The treasurer shall be elected in even-numbered years. The Secretary shall be elected in even-numbered years. Three of the At-Large Members shall be elected in odd-numbered years, and three in even-numbered years.

D. The Immediate Past President shall be a non-voting, ex-officio member of the Advisory Council. The President may vote only in case of a tie. All other members of the Council shall have voting privileges. A voting member shall abstain from voting on matters in which s/he has a conflict of interest.

E. The President and President-Elect, with the consultation of the Advisory Council, shall constitute the Nominating Committee and present, at the annual business meeting, a slate of eligible members who meet the qualifications specified in the job descriptions and have agreed to serve, if elected. Additional nominations from members shall be accepted from the floor.

F. The vote to elect Advisory Council members shall be taken by paper ballot, at the annual business meeting, unless the membership shall vote to suspend this rule for any reason.

G. The term of office shall be two years. The President-Elect shall succeed the President, without further vote of the membership. The Treasurer, Secretary and At-Large Members of the Advisory Council, may serve two successive terms of office, if re-elected by the membership.

H. Any member of the Advisory Council may be removed from office by a two-thirds (2/3) affirmative of the votes cast at the annual business meeting or by two-thirds (2/3) affirmative of the PCN membership voting by mail ballot whenever, in the judgment of six (6) voting members of the Advisory Council, the best interests of the PCN shall be served by the removal.

I. A vacancy in any office because of death, resignation, removal, or other reason may be filled for the unexpired portion of the term by presidential appointment, with the approval of the majority of the Advisory Council.

ARTICLE VI. Duties of Advisory Council

A. The President shall be the principal executive officer and spokesperson of the PCN, and subject to review by the Advisory Council, shall perform all duties customary to that office

and shall direct the affairs of the PCN in accordance with its mission and purpose and the policies and directives approved by the membership. The President may sign documents and enter into agreements necessary to carry out the objectives of the PCN, except where the membership or these Bylaws prohibit.

B. The President-Elect shall serve in the absence of the President and shall succeed the President. S/he shall accept delegated responsibility from the President, by mutual agreement.

C. The Treasurer together with the President and President-elect, prepares an annual budget to be approved by the Advisory Council and then presented to the PCN membership for comment at the annual Business Meeting. This budget is to include both the PCN and PCI Income and Expense estimates. The Treasurer shall follow guidelines, procedures, and policies established by the Advisory Council to ensure that key financial records are preserved and accessible in the event that The Treasurer is unable to perform his or her duties.

D. The Secretary or designee shall keep the minutes of all PCN and Advisory Council meetings; maintain the correspondence and records of the PCN. (Note: The Business Manager shall keep accurate accounts of receipts and disbursements, assets and liabilities. S/he shall deposit all money and other valuables received in the name of the PCN as designated by the Advisory Council.)

E. The At-Large Members of the Advisory Council shall participate in leadership decisions for the future of the PCN and shall assume responsibilities and serve on committees, as the President or the Advisory Council as a whole may designate. Such responsibilities may include: program plans for the annual PCN National Conference; publicity; communication with members and prospective members via e-mail, newsletter, telephone, etc; fundraising and grant writing; professional education; professional standards and advocacy; and other activities, as may further the mission and purpose of the PCN.

F. The Immediate Past President shall serve in an advisory capacity to the President and to the Advisory Council, for purposes of continuity of leadership, and shall accept responsibilities from the President and/or the Advisory Council, by mutual agreement.

ARTICLE VII. PCN National Conference

A. The PCN shall schedule and hold an annual conference called the PCN National Conference.

B. The PCN National Conference shall offer opportunities for professional education, fellowship, and corporate worship for PCN members and others interested in the mission and purpose of the PCN.

C. The Advisory Council shall set the annual registration fee for the PCN National Conference.

ARTICLE VIII. Business Meetings and Advisory Council Meetings

A. The annual business meeting of the PCN shall be conducted at the PCN National Conference. In addition, a regular meeting of the Advisory Council shall be held at least once a year. Special meetings of the Advisory Council may be called by the President or at the request of any three Advisory Council Members. The time and place of all meetings shall be designated by the President. Advisory Council meetings shall be open to all PCN members and other interested persons. Exception to open meetings: Two or more Council members may call for a closed executive session at their discretion.

B. Notice of the annual business meeting of the PCN and the regular meetings of the Advisory Council shall be posted at least thirty (30) days in advance, on the PCN website

and/or in the newsletter or other mailing. Special business meetings require as much notice as is possible under the circumstances. If less than thirty (30) days notice is given, a telephone vote or other reasonable and alternate form of participation shall be arranged, as practical.

C. Official business of the PCN shall be conducted with a quorum. A quorum for the annual business meeting shall be defined as two-thirds of the PCN members registered for the PCN National Conference. A quorum for the Advisory Council shall be defined as six (6) Advisory Council members present, in person or by conference call, when at least five (5) of those members are voting members of the Advisory Council.

D. A simple majority of the voting members present shall be required to carry a motion. Advisory Council members shall be elected by a plurality of votes cast. A two-thirds affirmative of votes cast shall be required to approve additions and/or changes to the Bylaws. A two-thirds affirmative vote of the Advisory Council shall be required to remove an Advisory Council member from office before the completion of his/her term of office.

E. The President shall vote only in case of a tie.

F. The Secretary shall present written Minutes for approval at the annual business meeting and the regular meeting of the Advisory Council. The Treasurer and Business Manager will present a written Financial Report at the annual business meeting and the regular meeting of the Advisory Council.

G. An annual budget, approved by the Advisory Council, shall be submitted for comment at the annual business meeting.

H. Any recommended additions or changes to the Bylaws shall be made available in writing to the membership present at the annual business meeting, or in advance of the meeting when possible. Any approved additions or changes to the Bylaws shall be published in the newsletter and/or on the website of the PCN.

I. Only current PCN members shall vote on any issue, but any interested person may speak, if recognized by the President, and no objection is voiced by the membership.

J. Business meetings shall be conducted decently and in order, according to an Agenda presented by the President and approved by the membership as the first order of business. Discussions of all issues shall be guided by the spirit of the Golden Rule, and members shall address the group and one another with mutual respect and kindness.

ARTICLE VIII IX. Pediatric Chaplains Institute

A. In an effort to promote excellence in clinical skills for pediatric chaplains, the PCN has established the Pediatric Chaplains Institute (PCI).

B. It is the responsibility of the Advisory Council to appoint the Dean of the PCI, who will serve a renewable two (2) year term.

C. The Advisory Council shall create a sub-committee to proceed with strategic development of the PCI. The sub-committee shall consist of the President and President-Elect and other non-Advisory Council members to be appointed by the President. The sub-committee will provide an annual report to the Advisory Council at its Fall Planning meeting.

D. The PCI sub-committee shall have authority to make and act upon decisions related to the development and function of the PCI.

ARTICLE IX. General Provisions

A. All checks, drafts, or other orders and authorizations for the payment of debts shall be signed by the President, President Elect, Business Manager or such other person/s as the Advisory Council may from time to time designate. No person shall authorize a payment or reimbursement to him/herself.

B. The Advisory Council may accept on behalf of the PCN any contribution, gift, or bequest for the purposes of the PCN.

C. No part of the net earnings of the PCN shall inure to the benefit of, or be distributed to its members, Advisory Council, officers, or other private persons, except for that the PCN shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions in furtherance of the mission and purpose set forth in these Bylaws.

D. These Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted by a two-thirds (2/3) affirmative vote of the total votes cast.

E. The PCN shall not engage in any activities prohibited to an organization exempt from federal income tax under any of the following:

Section 501 (c) (3) of the Internal Revenue Service Code of 1954;

Section 170 (c) (2) of the Internal Revenue Service Code of 1954;

Corresponding future federal regulations of charitable and not-for-profit organizations.

F. The PCN shall provide an annual report of PCN activities and finances.

ARTICLE XI. Dissolution of the PCN

A. Dissolution of the PCN by consent of the members shall consist of unanimous agreement of the Advisory Council, together with a majority of votes cast at the annual business meeting which shall be publicized in advance to the membership for the purpose of this vote.

B. Should circumstances dictate that dissolution of the PCN be considered at a time other than the annual business meeting, the Advisory Council shall make provision for the membership to vote by telephone, fax, mail, and/or e-mail.

C. Should the PCN be dissolved, the Advisory Council shall:

Make provision for the payment of any remaining liabilities of the PCN;

Transfer any remaining assets of the PCN to a non-profit pediatric healthcare organization, under 501(c)(3).

REVISIONS: May 2004, May 2008, April 2010, April 2011, May 2014, May 2016