

# By-Laws for the Wisconsin Chaplaincy Association, Inc.

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A non-profit 501(c) (3) Corporation

## **I. Mission, Vision, and Values of the Wisconsin Chaplaincy Association, hereafter will be referred to as WCA.**

- A. Mission: To offer holy hospitality to chaplains of all faiths in their diverse ministry settings through offering professional networking, collegiality, and education.
- B. Vision: The WCA will be a vibrant body for spiritual care providers who:
  - 1. Foster connections among colleagues in a welcoming environment.
  - 2. Engage, support, and empower one another personally and professionally.
  - 3. Share and offer a clearing house for professional resources.
  - 4. Strive to grow and be a voice for the profession.
- C. Values:
  - 1. Professional competency.
  - 2. Spiritual care as integral to holistic care.
  - 3. Spiritual leadership within organizations.
  - 4. Collegiality.
  - 5. Respecting/honoring/celebrating diversity.

## **II. Memberships**

- A. Individual Membership
  - 1. A person who is a chaplain, or who supports the mission, vision, and values of the WCA, may hold a membership in the WCA by paying annual membership fees as determined by the WCA Board of Directors.
  - 2. The membership year will be from January 1 to December 31.
  - 3. Holding a membership in the WCA will entitle each person to:
    - a. Cast one vote in determining Executive Committee, Clinical and At-Large members to serve on the Board of Directors.
    - b. Be eligible to hold offices on Executive Committee, as a Clinical or At-Large member of the Board of Directors, unless already an appointed representative of a designated group.
    - c. Receive all publications and public correspondence produced by the WCA.
  - 4. In cases where an Individual Member is a Faith Group/Judicatory representative, she/he retains her/his right to vote for members of the Board of Directors.
- B. Faith Group/Judicatory Membership

1. Faith group/judicatory organizations, which serve congregant members in the state of Wisconsin, may hold membership in the WCA by paying annual membership fees.
2. The membership fees will be determined annually, in consultation with the WCA Board of Directors.
3. The membership year will be from January 1 to December 31.
4. Holding membership in the WCA will entitle each faith group/judicatory to:
  - a. Designate 1 representative to serve on the WCA Board of Directors, if the faith group/judicatory body encompasses 100,000 or more members.
    - 1) It is recommended that the person have an understanding of the work of chaplaincy.
    - 2) The designated representative shall be in good standing with her/his organization.
  - b. Receive all publications and public correspondence produced by the WCA.

#### C. Institutional Membership

1. An institution that employs chaplains or who supports the mission, vision, and values of the WCA, may hold membership in the WCA by paying annual membership fees.
2. The membership fees will be determined annually, in consultation with the WCA Board of Directors.
3. The membership year will be from January 1 to December 31.
4. Holding a membership in the WCA will entitle each institution to:
  - a. Receive all publications and public correspondence produced by the WCA.
  - b. Consult with the WCA Board of Directors for assistance in establishing chaplaincy positions, as well as discussion regarding standards for chaplains and chaplaincy programs, and other services.

### III. Donations

- A. As a non-profit 501(c)(3) corporation, the WCA accepts individual and corporate contributions for the on-going work of the WCA.

### IV. WCA Board of Directors

- A. Chaplain WCA members of good standing may be elected by the WCA membership to serve on the Board of Directors.
- B. The role of President will be filled by the previous Vice President/President Elect. The President will serve a two (2) year term and cannot succeed her/himself as President. However, she/he may run for Vice President/President Elect.
- C. The Vice President/President Elect will be elected to serve a two (2) year term, and will immediately succeed the outgoing President following her/his term.
- D. Other members of the Board of Directors will serve a two (2) year term and may be re-elected to succeed her/himself.

- E. The Board of Directors shall be made up of:
1. The Executive Committee
    - a. President
    - b. Vice-President/President Elect
    - c. Secretary
    - d. Treasurer
    - e. Financial Secretary
    - f. WCA Conference/Continuing Education Chair
    - g. Communications/Network Chair
    - h. Other officers may be added to the Executive Committee as determined by the Board of Directors.
  2. Five (5) Clinical Board Members
    - a. Acute Care representative
    - b. Long-Term Care Representative
    - c. Hospice Representative
    - d. Mental Health Representative
    - e. Corrections Representative
  3. At least two (2) At-Large Board Members. The Board of Directors may determine if additional at-large members are needed.

#### **V. Responsibilities of the WCA Board of Directors**

- A. The Board of Directors shall:
1. All members of the Board of Directors must hold Individual Membership in the WCA and remain members in good standing.
  2. Attend scheduled business meetings.
  3. Serve on committees, task forces, and special projects as needed.
  4. Act as liaisons between their respective organizations and constituents and the WCA, conveying needed information.
  5. If any member of the Board of Directors is unable to attend Board meetings or is unable to perform her/his responsibilities as elected, she/he must tender her/his resignation.
    - a. If the Board member fails to resign, the WCA President shall dialogue with the Board member about resigning.
    - b. After prudent communication, the President may inform the appropriate membership group so a replacement may be selected to serve on the Board of Directors.
  6. In the event that an elected member of the Board of Directors resigns, an interim member may be named by the Board of Directors to serve until the next regularly scheduled election.

B. Responsibilities of the WCA Executive Officers:

1. President

- a. Shall preside at the Annual WCA Membership Business meeting, Board of Directors meetings, and Executive Committee meetings.
- b. If a vacancy occurs during the term of office, the office of President will be filled by the Vice President/President Elect.
- c. The WCA primary mailing address will be the current President's mailing address unless determined otherwise.

2. Vice President/President Elect

- a. Will assume the duties of the office of President if the President is unable to complete the term of office.
- b. Shall succeed the President on completion of her/his two year term.

3. Secretary

- a. Shall record minutes at the Annual WCA Membership Business meeting, Board of Directors meetings, and Executive Committee meetings.
- b. Maintain up to date by-laws.
- c. Will maintain all membership records.
- d. Maintain current contact list for chaplains in the state of Wisconsin.

4. Treasurer

- a. Shall sign checks and pay WCA bills. Payment of bills that exceed the pre-authorized amount set annually by the Board of Directors must be authorized by both the Treasurer and President.
- b. Coordinate and prepare the annual operating budget / process with the board of directors.

5. Financial Secretary

- a. Will maintain all financial records of the WCA.
- b. Will deposit all receipts and complete the book keeping responsibilities of the WCA.
- c. Will prepare quarterly financial statements in consultation with the Treasurer and distribute said statements to the Board of Directors.
- d. Will ensure the completion of an annual audit of the WCA's financial records.
- e. Will maintain financial receipt records of memberships.

6. WCA Conference/Continuing Education Chair

- a. Will, in conjunction with the Board of Directors and the WCA Conference/Continuing Education Committee, develop and make arrangements for hosting continuing education events sponsored by the WCA, including the WCA Annual Fall Conference.

7. Communications/Network Chair
  - a. Will create communications concerning the WCA to the membership in consultation with the Board of Directors.
  - b. Will maintain WCA website.
  - c. Will create and edit WCA newsletters.
8. Other officers and their responsibilities may be added to the Executive Committee as determined by the Board of Directors.

#### **VI. WCA Meeting Procedures**

- A. The Board of Directors shall meet at least quarterly, or more frequently as needed, to carry out the business of the WCA.
- B. The Executive Committee shall designate the time and place of the meetings.
- C. A quorum of 50% plus one (1) members shall be present and voting at a duly called meeting.
- D. The Executive Committee may act on behalf of the Board of Directors on non-policy issues and/or financial expenses not exceeding \$1000.00 between Board meetings and will report their actions at the next Board meeting.
- E. An Annual WCA Membership Business meeting shall be held during the WCA Annual Fall Conference.

#### **VII. Election Procedures for the WCA Board of Directors**

- A. Candidates for the Executive Committee must be members in good standing of the WCA.
  1. Elections for the following positions will be held in even number years:
    - a. Vice President/President Elect
    - b. Secretary
    - c. Financial Secretary
    - d. WCA Conference/Continuing Education Chair
  2. Elections for the following positions will be held in odd number years:
    - a. Treasurer
    - b. Communications/Network Chair
- B. Candidates for Clinical Members must be members in good standing of the WCA.
  1. Elections for the following positions will be held in even number years:
    - a. Acute Care Representative
    - b. Long-Term Care Representative
    - c. Mental Health Representative
  2. Elections for the following positions will be held in odd number years:
    - a. Hospice Representative
    - b. Corrections Representative

- C. Candidates for at least two (2) At-Large Members must be members in good standing of the WCA.
  - 1. At least one (1) At-Large Member will be elected in even number years.
  - 2. At least one (1) At-Large Member will be elected in odd number years.
- D. The election process shall take place in the following manner:
  - 1. Nominations for members of the Board of Directors must be received by the Nominating Committee by August 31.
  - 2. Candidates' biographical sketches shall be received by the Nominating Committee by September 15.
  - 3. The election will take place at the annual membership meeting during the WCA Annual Fall Conference.
  - 4. Absentee ballots will be made available to members who are unable to attend the conference.
  - 5. The announcement of newly elected members of the Board of Directors shall be announced to the WCA membership following the election.

## **VIII. Standing Committees**

- A. Standing Committees shall be chaired by members of the Board of Directors and members of the committee may be members of the Board of Directors and/or other WCA members.
- B. The following Standing Committees shall carry out the functions and duties, and have the rights and responsibilities as designated by the Board of Directors.
  - 1. WCA Conference/Continuing Education Committee
    - a. Shall be appointed by the President of the Board of Directors to work under the direction of the WCA Conference/Continuing Education Committee Chair.
    - b. Will develop plans, contract with speakers, contract for conference locations, prepare materials, make arrangements for hosting WCA Annual Fall Conference and any other educational event sponsored by the WCA.
  - 2. Nominating Committee
    - a. Shall be appointed by the Executive Committee and shall include a chair appointed by the President.
    - b. Shall receive from the WCA membership, nominations for the Executive Committee, Clinical, and At-Large Members for the Board of Directors.
    - c. Shall present a slate of candidates for the Board of Directors for election by the WCA membership.
    - d. Shall receive and distribute candidates' biographical data to the WCA membership.
    - e. Shall receive all election ballots, tabulate the results, and present the results to the Board of Directors who will announce the results to the WCA membership.

## **IX. WCA Publications**

- A. The WCA Newsletter will be published and distributed to WCA members, and others as approved by the Board of Directors.
- B. The WCA Website will be up to date and available to the general public to provide information about the WCA.

## **X. Code of Ethics**

- A. The WCA adheres to the professional chaplains Unified Code of Ethics of the Association of Professional Chaplains, the Association of Clinical Pastoral Education, The National Association of Catholic Chaplains, and the National Association of Jewish Chaplains.

## **XI. Terminating the WCA**

- A. If it is necessary for any reason for the WCA to cease to exist, its assets shall be transferred to one or more of the national professional chaplaincy organizations.

## **XII. Changes in the WCA By-Laws**

- A. These By-Laws may be changed at any regular meeting of the WCA Board of Directors, provided that a 30 day written notice, including the proposed changes, has been given to Board members.
- B. A two-thirds vote of those present is required to amend the By-Laws.