

Bylaws

of

The Hospital Lay Chaplaincy Program Board



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Bylaws
of
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ARTICLE I.

PURPOSE AND IDENTIFICATION

1.1 Mission and Purpose. The Program's mission is to ensure that every patient who identifies him/herself as Episcopalian, when admitted to a hospital under the purview of the program, is visited at least once by a Lay Hospital Chaplain before being discharged (the "Program.")

1.2 Fiscal Year. The fiscal year of the Program shall be determined by appropriate resolution of the Board of Directors of the Program (the "Board") and may be changed from time to time by the Board.

1.3 Place of Business. The principal place of business of the Program shall be in the Episcopal Diocese of Pennsylvania.

ARTICLE II.

THE BOARD OF DIRECTORS

2.1 Number, Tenure and Qualifications. The business and affairs of the Program shall be managed by the Board of Directors. The Board shall be responsible for the policies, programs, operations and activities of the Program in furtherance of the purpose of the Program. The number of Directors may be increased or decreased from time to time by the affirmative vote of eighty percent (80%) of the Board, but in no case shall the number of Directors be less than eight.

Each Director shall hold office for a term of three years and until his or her successor shall have been elected and qualified or until his or her earlier resignation, removal from office, or death. Directors need not be residents of the Commonwealth of Pennsylvania. Each Director must be an individual who is Episcopalian, a resident in the Diocese of Pennsylvania and a member of a parish or employee of the Diocese in good standing. The Board shall be divided into three approximately equal groups having staggered terms of three years, with the intention that no more than approximately one-third of the members of the Board will have expiring terms in any single year. The terms of newly created positions on the Board of Directors shall be established so as to maintain the division of the members of the Board into three approximately equal groups having staggered terms of three years. With the exception of the Chair, an individual shall be allowed to serve as a Director of the Program for a maximum of three full three-year terms, but may be re-elected to the Board after a hiatus of one year. Board members are not compensated for their service on the Board, but may receive appropriate reimbursement reasonable, documented out-of-pocket expenses.

2.2 Election. The Directors shall be elected by the then-existing Directors from nominations presented by the Governance Committee. Cumulative voting shall not be permitted and each Director shall vote only once per each vacancy. The nominees with the most votes shall fill each vacancy until all the vacancies are filled.

2.3 Vacancies. Whenever any vacancy shall occur among the Directors on the Board by death, resignation, removal, increase in the number of Directors or otherwise, the same may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board. The Director(s) so elected shall hold office for the remainder of any term for which a vacancy is being filled or for the term established for any newly created position on the Board of Directors. In the case of more than one newly created position on the Board of Directors, Directors shall assume the Board position for which nominated by the Governance Committee.

2.4 Place, Call and Adjournment of Directors Meetings. Upon written notice in accordance with section 2.6 hereof, meetings of the Board may be held either within or without the Diocese and shall be held no less than three times each year. Directors shall be provided in advance with adequate information about action items on the agenda. Meetings of the Board may be called by the Chair or by any two Directors. The Chair shall preside at all meetings of the Directors and in his or her absence, the Vice Chair. Members may participate in meetings by telephone, or web-conferencing provided that all members may hear each other.

A majority of the Directors present at a meeting, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of any adjournment of a meeting to another time or place shall be given in the manner described in this section to the Directors who were not present at the time of the adjournment.

2.5 Annual Meeting. The Board shall hold an annual meeting during any calendar year for the purpose of organization, election of Directors and officers and consideration of any other business that may properly be brought before the meeting.

2.6 Notice of Meetings. Written notice of the meeting time, date and place shall be dispatched by mail, fax, text or email at least ten (10) days prior to the meeting. Notice of any meeting of the Board may be waived in writing signed by the person or persons entitled to such notice, whether before or after the time of such meeting. Attendance of a Director at such meeting shall constitute a waiver of notice thereof.

2.7 Quorum and Acts

(a) A majority of the Directors then in office shall constitute a quorum for the transaction of business. Except as set forth in Section 2.7(b), below, the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

(b) Any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the Directors, is filed in the minutes of the proceedings of the Board.

2.8 Rules of Order. The order of business at all meetings of the Board shall be under the control of the presiding officer.

2.9 Removal. At a meeting of the Board called expressly for that purpose, any Director may be removed, with or without cause, by the affirmative vote of eighty percent (75%) of all Directors.

2.10 Resignation. Any Director may resign at any time by giving written notice to the Board, the Program Executive Director or the Secretary of the Program. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2.11 Compensation. Directors shall serve without compensation. Under a policy that may be determined by the Board, Directors may be reimbursed for ordinary and necessary reasonable, documented out-of-pocket expenses incurred in furtherance of the tax-exempt purposes of the Program and authorized, approved, or ratified in accordance with these Bylaws.

2.12 Interest of a Director in Transactions. No contract or other transaction between the Program and one or more of its Directors or any other corporation, firm, association or entity in which one or more of its Directors are directors, officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The contract or transaction is fair and reasonable as to the Program at the time it is authorized by the Board; and

(b) The fact of such relationship or interest is disclosed or known to the Board which authorizes, approves or ratifies the contract or transaction by a two-thirds vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such contract or transaction.

The Program shall maintain and follow a conflict of interest policy governing its consideration of transactions with Directors and other interested persons.

2.13 Directors Emeritus. The Board, in its discretion, may elect any number of persons to be Directors Emeritus. A Director Emeritus must be a former member of the Board of Directors who has exhibited a long-standing commitment to the Program and its mission, but who, by choice, does not desire to be an active member of the Board. Directors Emeritus may not vote at a meeting of the Board or committee thereof, and are not included for purposes of determining a quorum. They are entitled to notices of meetings of the Board of Directors. They are elected to

this position in the same manner as set forth in this Article. The term of a Director Emeritus is three years and such person may be re-elected to successive terms without limit. A Director Emeritus may be removed at any regularly scheduled meeting of the Board or at a meeting called expressly for that purpose, by a majority vote of the voting Directors present at a meeting at which a quorum is present.

2.14 Honorary Directors. The Board, in its discretion, may elect any number of persons to be Honorary Directors. An Honorary Director is eligible for this position because of his or her interest and commitment in furthering the mission of the Program. Honorary Directors serve without may not vote at a meeting of the Board or committee thereof, and are not included for purposes of determining a quorum. They are entitled to notices of meetings of the Board of Directors. They are elected to this position in the same manner as set forth in this Article. The term of an Honorary Director Emeritus is three years and such person may be re-elected to successive terms without limit. An Honorary Director may be removed at any regularly scheduled meeting of the Board or at a meeting called expressly for that purpose, by a majority vote of the Voting Directors present at a meeting at which a quorum is met. The Honorary Director is not subject to term limits and serves without compensation.

ARTICLE III.

THE COMMITTEES

3.1 Authority of Committees. The Board, by resolution adopted by a majority of the entire Board, may designate the members of any committee as the Board deems reasonable and necessary, each of which shall have all the authority as provided herein or as provided by the resolution of the Board, except as set forth in Section 3.2(a) hereof.

The Board or the Chair may designate one or more persons as alternate members of any committee, except the Executive Committee, who may replace any absent member or members at any meeting of such committee.

3.2 Standing Committees. Standing committees shall be governed by Charters approved by the Board. Except where inconsistent with these Bylaws, a committee Charter may establish membership requirements, duties and responsibilities of the committee and its officers and members, quorum requirements, and other requirements relating to the operations and functioning of the committee.

There shall be the following standing committees:

(a) Executive Committee. The Executive Committee shall consist of the Chair of the Board, the Vice-Chair, the Secretary, the Treasurer (if the Treasurer is a Director), and such other Directors as may be approved by the Board. The Chair of the Board shall serve as Chair of the Executive Committee. In the absence of the Chair during any committee meeting, the committee may designate a Chair pro tempore. Members of the Executive Committee shall serve for so long as they hold their respective offices or appointments.

The Executive Committee shall lead the Program toward achieving its mission through effective governance, focusing on the overall mission, strategic development, execution, and financial oversight. The Executive Committee shall be responsible for the financial policies and procedures of the Program, including, without limitation, review and recommendation of an operating budget that reflects the Program's priorities and areas of interest. The Executive Committee shall also provide cost projections for the programs and goals of the Program annually and in general seek to assure the financial health of the Program. The Executive Committee shall be responsible for overseeing the actual expenditures of the Program, developing financing plans for the future, monitoring the cash flow of the organization, conferring with staff on budget matters. The Committee may engage in such other activities as may be authorized or required by the Committee's charter.

In circumstances when it is impossible or impractical for the Board to act in a timely manner, the Executive Committee may act on behalf of the Program. The Executive Committee shall report to the Board at the next meeting of the Board for ratification of actions taken by the Executive Committee in the event the Executive Committee has acted in place of the Board on matters reserved to the Board. Two-thirds of the members of the Executive Committee shall constitute a quorum of the Executive Committee for the transaction of business and, if a quorum is then present all matters shall be approved by a majority vote of those members who are present. Any action which may be taken at a meeting of the Executive Committee may be taken without a meeting if a consent in writing, setting forth the action so to be taken, signed by all of the members of the Executive Committee, is filed in the minutes of the proceedings. Meetings may be called by the Chair or any two concurring members of the Executive Committee.

(b) Governance Committee. The Governance Committee shall consist of no less than three Directors. Only Directors are allowed to serve on the Committee.

The Governance shall be responsible to lead the Program's governance processes and nominate potential Board members based on recommendations. In performing its governance function, the Committee shall obtain and maintain appropriate accreditation standards, oversee and enforce corporate relations and conflict of interest policies, and oversee and maintain the Program's corporate records. In performing its compensation function, the Committee shall evaluate executive performance and compensation in accordance with the policies of the Program. The Committee may engage in such other activities as may be authorized or required by the Committee's charter.

(c) New Hospital Program Committee. The New Hospital Program Committee shall consist of no less than three Directors, and the Program Executive Director. Only Directors are allowed to serve on the Committee.

The purpose of the Committee is to provide oversight of the initiation of the Program in new sites, and establishment of Program requirements and standards. The Committee is responsible for formalizing an opinion and recommendations to the Executive Committee and the Board on the adequacy of human assets and long term viability of each new Program. The Committee may engage in such other activities as may be authorized or required by the Committee's charter.

The Board may appoint additional committees or sub-committees as the Board deems necessary to carry on the business of the Program. Any member of a committee created hereunder, shall serve at the pleasure of the Board, and any member thereof may be removed by majority vote of the Board.

3.3 Committee Chair. Each committee shall have a committee Chair who shall be appointed by the Executive Committee and approved by the Board. The committee Chairs shall serve until the earlier of the dissolution of the Program or resignation, removal or replacement by the Executive Committee. Each committee Chair may appoint a secretary or other officers as such committee Chair deems necessary to carry out the functions of such committee.

3.4 Appointment of Committee Members. Except for the Executive Committee whose membership is specified herein, committee membership and designation of the Chairs of committees will be determined and approved by the Board. Except as otherwise set forth in these Bylaws, committee members need not be Directors. Committee members shall serve on their respective committees until the earlier of the expiration of their term as a director without re-election, dissolution of the Program or their resignation, removal or replacement, or a change is approved by the Board. Committee members shall serve at the pleasure of the Board and may be removed by the Board with or without cause.

3.5 Operation of the Committees. Unless a greater proportion is required by the resolution designating a committee or is otherwise required by these Bylaws or the charter of a committee, a majority of the entire authorized number of members of such committee shall constitute a quorum for the transaction of business of such committee. If a quorum is then present, the vote of a majority of the committee members present at a meeting at the time of such vote shall be the act of such committee, except that any action which may be taken at a meeting of such committee may be taken without a meeting if consent in writing is signed by all of the members of the committee setting forth the action. Such consent in writing shall be filed in the minutes of the proceedings of the committee.

3.6 Rules of Order. The order of business at all meetings of the committees shall be under the control of the committee Chair.

3.7 Interest of a Committee Member in Transactions.

3.8 Compensation. [Reserved.]

ARTICLE IV

THE OFFICERS

4.1 Number and Qualifications. The officers of the Program may consist of a Chair, a Vice Chair, the Program Executive Director and such other officers, assistant officers and agents, assistant secretaries and assistant treasurers, as may be deemed necessary or desirable by the Board of Directors. One person may hold more than one office at a time either as a volunteer or compensated employee of the Program, except that no person may simultaneously hold the offices of Vice Chair and Chair. The Chair and/or Vice Chair, shall report to the Board of Directors.

4.2 Election and Term of Office. The officers of the Program shall be elected by the Directors at the annual meeting of the Board of Directors or any special meeting held for that purpose. Each officer shall hold office for a term of one (1) year or until his or her successor shall have been duly elected and shall have qualified, or until his or her earlier death, resignation or removal.

4.3 Compensation. Except for the Program Executive Director, who may be compensated, there is no compensation for any officers, board members or committee chairs.

4.4 Removal. Any officer or agent may be removed by the Board of Directors for any reason, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not in itself create contract rights.

4.5 Resignation Any officer may resign at any time by giving notice to the Board of Directors, the Chair, the Program Executive Director, or the Secretary of the Program. Such resignation shall take effect at the time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

4.6 Vacancies. A vacancy in any office, however occurring, may be filled for the unexpired portion of the term by action of the Board of Directors; provided that in the case of a vacancy in the position of Secretary or Treasurer, the position may be filled by the Chair, such appointment to serve until the Board of Directors is able to act.

4.7 Authority and Duties of Officers. The officers of the Program shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Program Executive Director, the Chair, or the Board of Directors or these Bylaws, except that in any event each officer shall exercise such powers and perform such duties as may be required by law.

(a) Chair. The Board shall elect from among the Directors a Chair, who shall preside over the meetings of the Board and exercise the other powers granted to him or her in these Bylaws. The Chair shall work with the Program Executive Director, board, staff and community to further the Program's Mission. The Chair shall be the spokesperson to the larger community, speaking in public on behalf of the Program and advocate for its causes especially as they relate to advocacy and public policy. The Chair will be the key strategist taking the lead in fund raising and development.

(b) Vice Chair. The Board shall elect from among the Directors a Vice Chair, who shall preside in the absence of the Chair and perform such other duties as may be assigned to him or her by the Chair or the Board of Directors.

(c) Secretary. The Board of Directors shall elect from among the Directors a Secretary, who shall record or cause to be recorded upon the books and records of the Program the proceedings of the Board of Directors at its meetings. He or she shall provide for notification of the Directors of the Program of their meetings in accordance with these Bylaws, shall be the custodian of the corporate records and seal and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors.

(d) Assistant Secretary. If one shall be elected, the Assistant Secretary, in the absence of the Secretary, shall have all the authority and duties vested in the Secretary, except that the Assistant Secretary shall not serve on the Executive Committee.

(i) Program Executive Officer: The duties of the Program Executive Officer can be set forth with specificity in a negotiated contract and job description but will include, among other things, the following duties and responsibilities.

The Program Executive Officer, under the supervision and direction of the board, shall carry on the general affairs of the Program. The Program Executive Officer shall be a member of the staff of the Program. It shall be his or her duty to approve the expenditure of the monies appropriated by the Board of Directors in accordance with the budget approved by the Board of Directors. The Program Executive Officer shall make periodic reports to the Board of Directors concerning the programs of the Program. He or she shall comply with all orders from the Board of Directors for the control of the agents, servants and employees of the Program, and all such servants, agents and employees shall report, and be responsible, to him or her. He or she shall perform such other duties as may be determined by the Board of Directors. The board through a resolution may from time to time expand, contract, redefine or modify the duties and responsibilities of the Program Executive Director as it deems appropriate or as the needs of the Program change.

The board, at its discretion, and by resolution, may choose to designate the position of Program Executive Director as a volunteer or compensated position as

it deems reasonable and/or appropriate. The Program Executive Director shall make periodic reports to the Board regarding the Program Executive Director's activities on behalf of the Program.

ARTICLE V.

AMENDMENTS, SALE, MERGER AND DISSOLUTION

5.1 Amendment of Bylaws. By the affirmative vote of at least two-thirds (2/3) of the Directors, the Board shall have the exclusive power to alter, amend or repeal these Bylaws or adopt new Bylaws.

5.2 Sale, Merger or Association. The approval of at least two-thirds (2/3) of the Directors shall be necessary for the Program to do or take any of the following actions:

(a) the merger of the Program or the transfer or sale of all or substantially all of the Program's assets, or

(b) to associate, joint venture or enter into any other similar arrangement with another organization that would have a material or financial effect on the Program.

5.3 Dissolution of the Program. The Program shall be dissolved by the approval of at least two-thirds (2/3) of the Directors. Prior to dissolution of the Program, the Board shall approve and adopt a plan of complete liquidation that conforms to applicable law.

ARTICLE VI.

BOOKS AND RECORDS

6.1 Maintaining Books and Records. The Program will maintain complete and accurate books and records, and will also maintain minutes of the proceedings of the Board and the committees. The Program will keep at its principal place of business the original or a copy of its Bylaws, including amendments to date certified by the Secretary of the Program.

6.2 Inspection. All books and records of the Program may be inspected by any Director for any proper purpose relating to the business of the Program, at any reasonable time on written demand stating such purpose.

ARTICLE VII.

INDEMNIFICATION

7.1 Indemnification. Any person who was or is a party, or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether or not brought by or in the right of the Program, by reason of the fact that he or she is or was a Director, officer, employee, or agent of the Program, or is or was serving at the request of the Program as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Program, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonable incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof unless the conduct of such person is finally adjudged by a court of competent jurisdiction or is determined by the Program to have been grossly negligent or to constitute willful misconduct in the specific case. Such determination by the Program shall be made:

(a) By the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding; or,

(b) If such a quorum is not obtainable or, even if a quorum is obtainable and a majority of a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion.

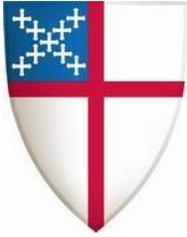
Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Program in advance of the final disposition of such action, suit, or proceeding upon receipt of a written undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Program as authorized in these Bylaws. Indemnification hereunder shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person may otherwise be entitled apart from these Bylaws.

7.2 Purchase of Insurance. The Board may authorize the purchase and maintenance of insurance on behalf of any person who is or was a Director, officer, employee or agent of the Program, or is or was serving at the request of the Program as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Program would have the power to indemnify him against such liability under the provisions of these Bylaws.

If any expenses or other amounts are paid by way of indemnification (other than by court order, or an insurance carrier pursuant to insurance maintained by the Program), the Program shall deliver either personally or by mail to each member of the Board, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation. Such statement shall be delivered not later than the time of delivery to members of the Board of written notice of the next annual meeting of the Board, unless such meeting is held within three months from the date of such payment, and, in

any event, within 15 months from the date of such payment.

Adopted April 25, 2019



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of

The Hospital Lay Chaplaincy Program Board