

# **By-Laws of the Association for Theological Field Education**

A Washington Non-Profit Association

Adopted 25<sup>th</sup> January, 2003, Chicago, Illinois

## **ARTICLE I NAME AND OFFICES**

The principal office of the Corporation shall be located at its principal place of business or such other place as the Board of Directors (“Steering Committee”) may designate. The Corporation may have such other offices, either within or without the State of Washington, as the Steering Committee may designate or as the business of the Corporation may require from time to time.

## **ARTICLE II RELATIONSHIP TO ASSOCIATION OF THEOLOGICAL SCHOOLS**

1. The common concerns of ATFE and ATS are to:
  - a. Maximize the quality of service to theological field education;
  - b. Provide for optimal growth and development of field education personnel;
  - c. Achieve maximum input from field education personnel to development of strategies for theological education;
  - d. Develop and maintain an atmosphere for maximum input of content fields into experience-centered learning;
  - e. Provide for optimal participation of education personnel in education programs of ATS.

The Association for Theological Field Education stands in affiliated relationship to the Association of Theological Schools (“ATS”).

2. Such affiliated relationship implies only that:
  - a. As an agency or institution ATFE participates in meetings of ATS with a voice but without a vote;
  - b. ATFE representatives may be elected to ATS committees or commissions, and
  - c. ATFE and ATS will seek to minimize duplication of effort and expenditure between ATFE and ATS.

### ARTICLE III MEMBERSHIP

1. Membership is to be drawn primarily from member seminaries of the Association of Theological Schools but is open to anyone committed to the above purposes by reason of involvement in formation programs, higher education or denominational responsibility.
2. There shall be four categories of membership:
  - a. Institutional (includes up to three voting members)
  - b. Independent
  - c. Associate relationship
  - d. Emeritae/i
3. Institutional membership is open to denominational agencies and theological institutions which are accredited or associate members of the Association of Theological Schools. Institutional membership includes the biennial (every two years) enrollment of up to three voting members. Institutional membership shall include the right to vote as a regular member.
4. Independent membership is open to persons who are involved in supervisory ministry and the formation of others for ministry. Such members shall not be related formally to a theological institution or denominational agency which is enrolled as an institutional member. Independent membership shall include the right to vote as a regular member.
5. Associate relationship is open to individuals or institutions, usually outside the United State and Canada, who request to have a relationship with the Association for Theological Field Education. Such individuals or institutions will be on the mailing list, invited to meetings and have voice but shall have no vote and hold no office. Applications for associate relationship shall be considered and approved by the Steering Committee. Dues for Associate Members shall be set by the Steering Committee.
6. Emeritae/i membership is open to retired persons who previously have held membership in the Association for Theological Field Education.
7. Institutional, independent, associate relationship and emeritae/i members shall pay dues determined by the Steering Committee. Dues cover membership for one year, up to and including the annual consultation.
8. Each member entitled to vote with respect to the subject matter of an issue submitted to the members shall be entitled to one vote upon each such issue.

9. Each member entitled to vote at an election of the Steering Committee may cast one vote for as many persons as there are Steering Committee members to be elected and for whose election such member has a right to vote.
10. The biennial (every two years) meeting of the members shall be held on a date voted on by the membership during the previous Consultation. The date of the consultation normally shall be in January or February of the odd numbered years. The biennial meeting shall be for the purpose of electing the Steering Committee and transacting such other business as may properly come before the meeting. If the day fixed for the annual meeting is a legal holiday at the place of the meeting, the meeting shall be held on the next succeeding business day. If the annual meeting is not held on the date designated therefore, the Steering Committee shall cause the meeting to be held as soon thereafter as may be convenient.
11. The Chair of the Steering Committee, a majority of the Steering Committee, or not less than 50% of the members entitled to vote at such meeting, may call special meetings of the members for any purpose.
12. All meetings of members shall be held at the principal office of the Corporation or at such other place within or without the State of Washington designated by the Chair of the Steering Committee, by the members entitled to call a meeting of members, or by a waiver of notice signed by all members entitled to vote at the meeting.
13. The Chair of the Steering Committee, the Secretary, or the Steering Committee shall cause to be delivered to each member entitled to notice of or to vote at the meeting, either personally, by mail, (postage prepaid), or via e-mail not less than ten nor more than sixty days before the meeting, written notice stating the place, date and time of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. At any time, upon the written request of not less than 50% of the members entitled to vote at the meeting, it shall be the duty of the Secretary to give notice of a special meeting of members to be held at such date, time and place as the Secretary may fix, not less than ten nor more than sixty days after receipt of such written request. If such notice is mailed, it shall be deemed delivered when deposited in the official government mail, postage prepaid, and properly addressed to the member at his or her address as it appears on the records of the Corporation with postage thereon prepaid. If such notice is e-mailed, it shall be deemed delivered when sent to a member at his or her email address as it appears on the records of the Corporation and further when four days have passed since the date of the sending of the email message(s) and no error message (with regards to an individual member) has been sent back to ATFE regarding un-deliverability, wrong address, full mailbox, or other such evidence of non-delivery.
14. Whenever any notice is required to be given to any member under the provisions of these Bylaws, the Articles of Incorporation or applicable Washington law, a waiver thereof in

writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

15. Twenty Five percent (25%) of the members of the Corporation who are in attendance at a given Biennial Consultation or a duly called special meeting shall constitute a quorum at a meeting of the members. If less than a quorum of the members entitled to vote is represented at a meeting, a majority of the members so represented may adjourn the meeting from time to time without further notice.
16. Any action which could be taken at a meeting of the members may be taken without a meeting if a written consent setting forth the action so taken is signed by all members and/or members of the Steering Committee entitled to vote with respect to the subject matter thereof. Such written consents may be signed in two or more counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same document. Any such written consent shall be inserted in the minute book as if it were the minutes of a meeting of the members and/or members of the Steering Committee (as appropriate).
17. Members of the Corporation may participate in a meeting of members by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

#### ARTICLE IV STEERING COMMITTEE

1. The Steering Committee shall comprise the Chairperson, Vice-Chairperson, Secretary, Treasurer, Communications Coordinator, and three Members-At-Large (one of the three Members-At-Large shall be the Local Arrangements Coordinator).
2. Steering Committee Members shall be elected by a majority of members present at scheduled business meetings during Consultations of the Association, except that the Local Arrangements Coordinator must be approved by the Steering Committee. The Steering Committee shall designate a Nominating Committee to serve on behalf of the Association in order to present a slate of officers to present to the Members during the next Consultation. Nominations may also be made from the floor during the Consultation.
3. The Steering Committee shall be representative of the diversity of the membership.
4. The Steering Committee shall through its Communications Coordinator be responsible for the printing and distribution of the Proceedings of the Biennial Consultation, the

Newsletter and such other communications as deemed appropriate by the Steering Committee.

5. The Steering Committee shall through its nominations process ensure continuity in its membership from Consultation to Consultation.
6. The Steering Committee shall authorize appropriate persons to sign checks during the biennium (two year period).
7. A financial audit of the Association shall be done at the close of each biennium.

## ARTICLE V OFFICERS

1. The Officers shall be a Chairperson, Vice-Chairperson, Secretary, Treasurer, Communications Coordinator, and three Steering Committee Members-At-Large (one of whom is the Local Arrangements Coordinator for the net Biennial Consultation).
2. The Officers of the Corporation shall be elected for each biennium by majority vote at the Biennial Consultation. Unless an officer dies, resigns, or is removed from office, he or she shall hold office until the next Biennial Consultation or until his or her successor is elected.
3. The duties of the Chairperson shall be to preside at Consultations, to chair the Steering Committee and to fulfill whatever additional duties may be assigned him or her from time to time either by the Steering Committee or by mandate from the general membership at the Consultation.
4. The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson and shall automatically succeed to the position of Chairperson upon vacancy in that office for the remainder of the term. The Vice-Chairperson shall receive membership dues and immediately thereafter deposit such funds to the Corporation's bank, be responsible for keeping an up-to-date list of members and submit a complete report to the full membership at each biennial consultation.
5. The Secretary shall keep records of the Association, conduct official correspondence, issue notices of meetings, and act as a secretary to the Steering Committee.
6. The Treasurer shall serve as a custodian of all funds, shall be authorized to disburse such funds, and shall keep proper records of receipts and disbursements. He or she shall be responsible for submitting an updated financial report at each Steering Committee meeting, and a complete report shall be submitted to the full membership at each

consultation and to the full membership through the Proceedings of the Consultation. The Treasurer shall also be responsible for arranging an audit of the Association at the end of each biennium.

7. The terms of all elected officers shall begin at the close of the final business meeting of the Consultation and end at the close of the final business meeting of the following Consultation.
8. In the event of a vacancy in the office of Vice-Chairperson, Secretary, Treasurer, Communications Coordinator, or Member-At-Large, the Steering Committee shall appoint a replacement from the ATFE membership.
9. Any officer may resign at any time by delivering written notice to the Chairperson, Vice-Chairperson, Secretary, or by giving oral or written notice at any meeting of the Steering Committee. Any such resignation shall take effect at the time specified therein, or if the time is not specified, upon delivery thereof and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.
10. Any officer or agent elected or appointed by the Steering Committee may be removed from office by the Steering Committee whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

#### ARTICLE VI COMMITTEES

1. Committees may be authorized by the general membership at each Consultation or by the Steering Committee, for such terms and purposes as may be deemed useful.
2. Committee members shall be appointed by the Chairperson of the Steering Committee, unless otherwise provided for in the paragraphs below authorizing the Committee(s).
3. The Publications Committee is established to produce ATFE literature or publications for the membership and provide income to ATFE from the sale of these publications.
  - a. The Publications Committee will: develop themes for publication, solicit, receive and screen manuscripts for publications and assume responsibility for editing and publishing “occasional papers” for ATFE.
  - b. This Committee will be responsible for implementing the resolutions regarding publications, adopted by ATFE at its Biennial Consultations.

- c. The Publications Committee is responsible to the Steering Committee and its Chair may attend a Steering Committee meeting during the biennium as needed.
- d. A Research Committee is designed to promote scholarship among the ATFE membership. The responsibility of the Committee will be to foster and encourage research among the Association's membership. To that end, it may support research projects animated by members and approved by the Steering Committee after submission of a proposal described below. It may also identify projects in consultation with Steering Committee, which it considers to be of benefit to the ongoing work of field education and recruit researchers for them.

## ARTICLE VII CONSULTATIONS

1. Consultations shall be held at a minimum of one every two years.
2. Consultations shall be planned by the Steering Committee and held at times and places agreed upon by the membership at previous Consultations.
3. No proxy voting shall be allowed.
4. Other meetings of the Association may be called by the Steering Committee.
5. The Local Arrangements Coordinator shall be recommended to the Steering Committee by members in the geographical area of the next Consultation and appointed by the Steering Committee as a Member-at-Large.
6. The Steering Committee shall be responsible for the publication and distribution of the Proceedings of the Consultation.

## ARTICLE VIII ELECTIONS

1. A member whose dues have been paid shall be eligible for election to any office in the Association.
2. Elections shall be held at the time of the Consultation.
3. Elections shall be determined by a simple majority.

## ARTICLE IX ARCHIVES

The Archives of the Association will be housed at the Union Theological Seminary in Richmond, Virginia. At the conclusion of her/his term, the chairperson of the Steering Committee shall be responsible for forwarding to the Library all papers and documents which have been determined to be of historical value. All materials remain the property of ATFE but are under the administrative control of the Librarian of the Seminary.

The Corporation shall keep at its principal or registered office copies of its current Articles of Incorporation and Bylaws; correct and adequate records of accounts and finances; minutes of the proceedings of its members and Steering Committee, and any minutes which may be maintained by committees of the Steering Committee; records of the name and address and class, if applicable of each member and Director, and of the name and post office address of each officer; and such other records as may be necessary or advisable. All books and records of the Corporation shall be open at any reasonable time to inspection by any member of three months (or more) standing or to a representative of more than five percent of the membership.

The accounting year of the Corporation shall be the twelve months ending on December 31.

The rules of procedure at meetings of the Steering Committee and committees of the Steering Committee shall be rules contained in Roberts' Rules of Order on Parliamentary Procedure, newly revised, so far as applicable and when not inconsistent with Washington's revised Code (RCW), these Bylaws, the Articles of Incorporation or any resolution of the Steering Committee.

## ARTICLE X AMENDMENTS

These Bylaws may be altered amended, or repealed and new Bylaws may be adopted by the vote of a majority of either the Members or the Steering Committee Members fixed by or in the manner provided by these Bylaws or under the provisions of the Articles of Incorporation.

The foregoing Bylaws were adopted by the Steering Committee on 26<sup>th</sup> October, 2002, and were then ratified by the vote of the full Membership on 25<sup>th</sup> January, 2003.

Mary Pat Mulligan

Secretary (signature on file)