OR Chapter Bylaws 05/2011

American Psychiatric Nurses Association

Oregon Chapter Bylaws

Article I: Name of Association
The name of the Chapter shall be the American Psychiatric Nurses Association-Oregon Chapter (hereinafter “APNA-OR” or “Chapter”).

Article II: Purposes
Section 1. Not for Profit Status
The Chapter is organized under and shall operate as an Oregon Not for Profit Corporation and shall have such powers as are now or as may hereafter be granted by the General Not for Profit Corporation Act of the State of Oregon.

Section 2. Mission
Mission Statement: To unite, support, and educate all levels of psychiatric nursing in rural and urban Oregon, while promoting and advocating for excellence in mental health care and recovery.

The purposes of the Chapter are to:

a. Provide a mechanism to fulfill the purposes and Strategic Plan of APNA in Oregon; These Chapter Bylaws shall recognize and be secondary to the Bylaws of the APNA and shall be consistent in purpose, intent and content with those of the national Association;

b. Provide a vehicle/forum/mechanism for networking and peer support among psychiatric nurses in Oregon;

c. Collaborate, partner, and advocate with groups to influence public and health care policy for the provision of mental health services; and

d. Encourage the generation and dissemination of psychiatric nursing research.

Article III: Membership
Regular members shall be those individuals who are registered nurses, are current in payment of their national APNA dues, and are engaged in pursuits that further the purposes of the Chapter. Regular members may vote, chair and serve on committees, and seek election to the Board.

Article IV: Meetings of Members
Section 1. Frequency
Regular meetings will be held a minimum of twice annually: one will be a statewide meeting (time and place to be determined by the Board of Directors), in addition to the gathering of the membership attending the National Annual Conference. Other meetings may be determined by/or Regional groups.

Special meetings of the members may be called by the president, or a majority of the Board of Directors, or by not less than one-half of the membership.

Section 2. Notice of Meeting
A minimum of forty-five days’ notice of regular meetings shall be provided to the members. In the case of a special meeting, a minimum of seven days’ notice will be given, including the purpose for which the meeting is called. No business other than that specified in the notice may be transacted at any special meeting.

Section 3. Quorum
At least ten per cent (10%) of the members having voting power shall be present or represented by proxy statement at any properly called meeting in order to constitute a quorum.

Section 4. Meeting Conduct
Proceedings will be guided by Robert’s Rules of Order.

Article V: Board of Directors
Section 1. General Powers
The affairs of the Chapter shall be managed by its Board of Directors.

Section 2. Composition
The Board of Directors shall be composed of its officers and five members-at-large.

Section 3. Officers
The officiating structure of the Chapter shall consist of president, president-elect, treasurer, secretary, and immediate past-president.

Section 4. Members-at-Large
Five persons who are members in good standing of APNA will serve on the Board of Directors. Insofar as possible, members-at-large shall reflect the Chapter membership in terms of geography, gender, professional experience, and racial diversity.

Section 5. Elections
A Nominations Committee shall take and make recommendations to prepare a ballot that will be mailed and/or sent electronically to the membership no later than January 31st. Elections will begin at the time the electronic ballots are sent and will end February 28th. Election for Secretary will take place in odd-numbered years. Election for Treasurer will take place in even-numbered years. Elections will be staggered so that one (1) or more experienced officers and at least two (2) of the members-at-large are retained each year. No officer shall exceed two (2) consecutive terms in any one office.

Section 6. Terms of Office
The terms for each position shall begin in March, immediately following election. The terms for president, president-elect, and immediate past-president shall be one (1) year. The president-elect shall automatically succeed to the presidency and the president shall automatically succeed to the immediate past-presidency; therefore the full individual commitment to the presidency is three (3) years. The terms for treasurer, secretary, and members-at-large shall be two (2) years.

Section 7. Vacancies
If a vacancy arises on the Board, due to any reason including death, resignation, disqualification, or removal, the remaining board members may elect from among themselves an officer to fill the vacancy on a temporary “acting” basis in order to carry on the work of that position until such time as the Board is able to appoint a permanent replacement or the position is filled by the annual Chapter election.

Section 8. Duties
a. The president shall be the executive officer and shall administer all business of the Chapter as set forth in the Bylaws; prepare and submit to APNA National Office the Annual Report of the Chapter, as prescribed in National “Chapter Resources.”

b. The president-elect shall perform duties of the president in the absence of the president.

c. The immediate past-president shall be an ex-officio non-voting senior advisor and shall direct the functions of the Nominating Committee.

d. The secretary shall be responsible for recording and maintaining all Chapter and Board minutes, and shall be custodian of the Chapter records.

e. The treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; prepare an annual Income-and-Expense Statement each fiscal year, as part of the president’s Annual Report to APNA.

f. Members-at-large shall endeavor to represent the membership, sharing responsibilities with officers to work on program planning, recruitment, retention, public relations, education and public policy activities/issues.

g. All members of the Board of Directors shall serve as advisors to Committees, and may serve as Committee Chairpersons or members.

Section 9. Removal from Office
Any officer or board member may be relieved of their duty by the Board of Directors whenever, in the judgment of the majority of the Board, the best interests of the Chapter would be served thereby.

Section 10. Meetings
A minimum of two (2) meetings of the Board of Directors shall be held each year. Each member of the Board is expected to attend at least 50% of the meetings.

Section 11. Quorum
A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 12. Communication
Members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board or such committee by means of telephone conference or other communications technology by means of which all persons participating therein can hear each other. Participation in a meeting by such means shall constitute presence in person at such meeting. General communication for the Board (between regular meetings) may include use of electronic mail, telephone texting, and use of the APNA Member Bridge.

Article VI. Committees

Section 1. Nominating Committee
The Nominating Committee shall be appointed by the Board of Directors, preferably to be chaired by the immediate past-president. The Nominating Committee shall make recommendations and solicit recommendations from the membership for candidates to serve on the Board of Directors and the Nominating Committee. The Committee shall review all recommendations and prepare a slate of candidates for approval by the Board of Directors. Following Board approval of slate, a ballot will be prepared and distributed to each member in good standing.

Section 2. Conference Committee
The Conference Committee shall be appointed by the Board of Directors at the conclusion of each Annual Conference, for the purpose of planning the following year’s conference. The chairperson or designee shall offer periodic committee reports to the Board of Directors.

Section 3. Membership/Marketing/Communications Committee
The Membership/Marketing/Communications Committee shall be tasked with
A) developing and maintaining a web and social media presence for the Chapter
B) promoting Chapter activities and membership among nurses in Oregon, including welcoming new members
C) developing and maintaining liaisons with student groups, psychiatric facilities and other organizations for the purpose of promoting the profession and the Organization.

Section 4. Other Committees
Other committees and task forces shall be appointed and convened by the Board of Directors on an ad hoc basis consistent with the goals of the Chapter.

Article VII. Contracts, Gifts, and Funds

Section 1. Fund Management
There shall be two signatories on the Chapter’s financial account, one of which shall be the treasurer.

Section 2. Expenditures
Any significant expenditure shall require timely approval of treasurer and at least two Board members.

Article VIII. Books and Records
The Chapter shall keep accurate and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, Chapter and Regional meetings.

Article IX. Fiscal Year
The fiscal year of the Chapter shall coincide with that of the National Association: January 1st through December 31st, so that the Chapter’s Annual Report to APNA Headquarters (including Financial Report) will be synchronized with APNA’s tax reporting schedule.

Article X. Amendments to Bylaws
Changes to Chapter Bylaws may be proposed by any APNA-OR member and submitted to the Board of Directors, who may determine the need for Ad Hoc Bylaws Committee to review and present endorsed amendments. The proposed changes to the Bylaws shall be posted on the Chapter web page and notice of such posting sent to all members. Thirty (30) days shall be allowed for the membership to review the proposed amendments and submit comments/questions. These Bylaws may be amended at a chapter meeting or at any special meeting duly called for the purpose of amending the Bylaws, according to Quorum set forth herein.

Adopted 04 June 2011

Draft Amendments 09 November 2014