

AMERICAN PSYCHIATRIC NURSES ASSOCIATION ARIZONA CHAPTER GOVERNANCE POLICIES

ARTICLE I

The name of the chapter will be the Arizona Chapter of the American Psychiatric Nurses Association.

ARTICLE II

Section 1 – Not-for-Profit

The Chapter is organized under and shall operate as an Arizona 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 Arizona.

Section 2 – Purposes

The purposes of the Chapter are to provide a local forum for psychiatric mental health nurses to network and develop innovative ways to promote the role, practice, and standards of psychiatric mental health nursing for the benefit of clients, families, the community, and individual nurses.

Section 3 – Rules

The following rules shall conclusively bind the Chapter and all persons acting for or on behalf of it.

- a. No part of the net earnings of the Chapter shall ensure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Chapter shall not carry on any other activities not permitted:
 1. by a corporation exempt from Federal income tax under section 501(c)3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or
 2. by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding

provision of any future United States Internal Revenue Law).

- b. Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter to the American Psychiatric Nurses Association.
- c. The Chapter shall not adopt any practice, policy, or procedure which would result in discrimination on the basis of race, sex, religion, age, national origin, or handicapped condition.

ARTICLE III – MEMBERSHIP

Section 1 – Members

- a. Members shall be those individuals who are registered nurses, pay national dues, and are engaged in pursuits which further the purposes of the Chapter. Members may vote, serve on committees, and seek election to the Board.
- b. Student members are those who are engaged in full-time study in a nursing degree program, show evidence of student status, and pay national dues at a reduced rate. Student members may not vote or seek election to the Board; however, may serve on committees/task forces.

Section 2 – Voting Rights

Each member with the exception of Student members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3 – Resignation

Any member may resign by failure to pay national dues.

ARTICLE IV – MEETINGS OF MEMBERS

Section 1 - Meetings

The Arizona Chapter of the American Psychiatric Nurses Association will conduct at least two meetings per year, one of which may be at the (national) Annual Conference.

Section 2 - Voting Rights

Each member with the exception of Student members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3 - Place of meeting

The Board may designate any appropriate place as the place of meeting.

Section 4 - Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail (including electronic e-mail), to each member entitled to vote at such meeting, not less than fourteen (14), nor more than one hundred and twenty (120) days before the date of such meeting, by or at the discretion of the Board.

Section 5 - Quorum

The members present shall constitute a quorum.

ARTICLE V - OFFICERS

Section 1 - Officers

Officers shall be the President, President-Elect, Secretary, and Treasurer.

Section 2 - Term of Office

The Secretary and Treasurer shall hold office for a two-year term. The President and President-Elect shall hold office for a one-year term.

Section 3 - Nomination and Election to the Board

The Nominating Committee shall consist of at least one current Chapter member not pursuing election to the Board. The Nomination Committee shall solicit recommendations for officers from Chapter membership. Nominations for officers may be submitted via mail, fax, or e-mail. The Nominating Committee shall review all recommendations and prepare a slate of candidates. A ballot shall be prepared and mailed to each member in good standing.

The election process shall be completed prior to the annual business meeting (before July). Election results will be announced at the annual business meeting of Members. Officers will be installed at the annual business meeting.

Section 4 - Vacancies

A vacancy in any office because of death, resignation, disqualification, or otherwise, may be filled by the Board.

Section 5 - Re-election to Office

Officers may not serve more than two (2) consecutive terms.

Section 6 - President

The President shall be the principal executive officer of the Chapter and shall in general supervise and control all of the affairs fo the Association.

Section 7 - President-Elect

In the absence of the President or in the event of one's inability or refusal to act, the President-Elect shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

Section 8 - Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter. In general, s/he shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or the Board.

Section 9 - Secretary

The Secretary shall keep the minutes of the meetings of the Board, see that all notices are duly given in accordance with the provisions of these by-laws, be custodian of the Chapter records and the Chapter Charter, and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or the Board.

ARTICLE VI - BOARD OF DIRECTORS

Section 1 - General Powers

The affairs of the Chapter shall be managed by its Board of Directors.

Section 2 - Composition, Tenure, and Qualifications

The Arizona Chapter Board of Directors shall be composed of the Officers (listed in Article V - section 1), the Immediate Past President, and at least one Member-at-Large. Tenure for Officers as described in Article V - section 2.

The Immediate Past President shall serve as advisor to the Board and such other duties as may be prescribed by the Board from time to time for a term of one year.

The Member-at-Large shall serve the Board through program planning and recruitment and retention activities. In addition, the Member-at-Large shall perform other duties as prescribed by the Board from time to time.

Section 3 - Nomination and Election

Officers shall be nominated and elected according to Article V - section 3. The Member- or Members-at-Large will be elected by a quorum vote of the membership at the annual meeting and will serve for two years.

Section 4 - Re-election to Office

Board members may not serve for more than two consecutive terms.

Section 5 - Meetings

The Board of Directors will meet no less than two (2) times a year to conduct its business.

Section 6 - Quorum

The majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 7 - Vacancies

Vacancies in the Board of Directors shall be voted on by the Board (in accordance with Article V - section 4).

Section 8 - Compensation

The Board of Directors shall not receive any compensation for their services.

ARTICLE VII - COMMITTEES

Nominating Committee will operate in accordance with Article V - section 3.

Committees will be convened by the Board of Directors on an ad hoc basis.

ARTICLE VIII - CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 - Contracts

The Board of Directors may authorize any Chapter Board Member to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter. Such authority may be general or confined to specific instances.

Section 2 - Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Chapter, shall be signed by the Treasurer of the

Chapter, and in such manner as shall from time to time be determined by the Board of Directors. In the absence of the Treasurer, the Board of Directors shall appoint an agent to this duty.

Section 3 - Deposits

All funds of the Chapter shall be deposited from time to time to the credit of the Chapter in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4 - Gifts

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or device for the general purposes or any special purpose of the Chapter.

ARTICLE IX - BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account(s), and shall also keep minutes of all Board of Directors' and membership meetings.

ARTICLE X - FISCAL YEAR

The fiscal year for the Chapter shall be from July 1 to June 30.

ARTICLE XI - AMENDMENT TO BYLAWS

These Bylaws may be amended at a Chapter meeting, or at any special meeting duly called for the purpose of amending the Bylaws, by a majority of present, eligible voting members, or by mail ballot supervised and counted at the meeting (providing notice of the proposed amendment has been sent to the members at least thirty (30) days prior to the meeting).

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