

**AMERICAN PSYCHIATRIC NURSES ASSOCIATION  
LOUISIANA CHAPTER GOVERNANCE POLICIES**

**ARTICLE I: NAME OF THE ASSOCIATION**

The name of the Association shall be the Louisiana Chapter of American Psychiatric Nurses Association (hereinafter “LA APNA” or “Chapter”).

**ARTICLE II: RULES**

The Chapter is organized under, and shall operate as, a Louisiana Not For Profit Organization, and shall have such powers as are now or as may hereinafter be granted by the General Not for Profit Corporation Act of the State of Louisiana.

The Chapter shall not adopt any practice, policy or age procedure, which would result in discrimination on the basis of race, sex, religion, national origin or handicapped condition.

**ARTICLE III: PURPOSES**

**Section 1.** LA APNA provides leadership to:

- (a) promote psychiatric-mental health nurses, improve mental health care for culturally diverse individuals, families, groups, and communities, and shape health policy for the delivery of mental health services; and
- (b) facilitate professional development through continuing education and networking

**Section 2.** The Chapter is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3).

**Section 3.** Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on: (i) by an Association exempt from federal income tax under IRC Section 501(c)(3); or (ii) by Chapter contributions to which are deductible under IRC Section 170(c)(2).

**Section 4.** No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

**ARTICLE IV: MEMBERSHIP**

**Section 1. Classes and Eligibility**

The Chapter shall have the following categories of membership:

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(a) “Regular” members shall be those individuals who are registered nurses, pay dues, and are engaged in pursuits which further the purposes of the Chapter. Regular members may vote, serve on committees and seek election to the Board of Directors.

(b) “Student” members who are engaged in full-time study in a nursing degree program and show evidence of student status shall pay dues at a reduced rate. These members may not seek election to the Board but may serve on committees/task forces. “Student” members who are registered nurses may vote.

(c) “Retired registered nurse” members shall pay dues at a reduced rate. These members may vote, seek election to the Board or serve on committees/task forces.

(d) “Affiliate” members shall be those members who are not “regular” members, “student” members, “retired registered nurse” members, or “international” members. Affiliate members shall include, but not be limited to, all other mental health or health professionals who are not registered nurses. Affiliate members shall pay the same dues as “regular” members and receive the same benefits, but may not vote or hold office.

**Section 2. Voting Rights.**

All registered nurse members regardless of their membership class, and all retired registered nurse members shall be entitled to one vote on each matter submitted to a vote of the members.

**Section 3. Dues.**

Membership dues shall be determined by the Board of Directors. Increases in dues shall be limited to one per fiscal year.

**Section 4. Membership Renewal**

To renew membership in the Association, all members shall pay National/State annual membership fee(s) due before the expiration date, which is one year from the joining date, or one year from the last renewal date for continuing members.

**Section 5. Termination of Membership**

Membership in the Association shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. Membership in the Association also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members’ financial obligations, if any, as more fully described elsewhere in these Bylaws.

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**ARTICLE V: MEETINGS OF MEMBERS**

**Section 1. Annual Meeting**

An Annual Meeting of the members shall be held each year at a time and place selected by the Board of Directors for the purpose of installing directors, receiving reports of the Board of Directors and Committees, and transacting other business as may come before the meeting. The Board of Directors may, in its sole discretion, hold a meeting by means of remote communication.

**Section 2. Special Meeting**

Special meetings of the members may be called either by the President or a quorum of the Board of Directors, or by not less than one-half of the members having voting rights.

**Section 3. Notice of Meetings**

(a) Notices of meetings of the members shall state the place, if any, date, and hour of the meeting, and the means of remote communication, if any, by which members may be deemed to be present in person and vote at such meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called.

No business other than that specified in the notice thereof shall be transacted at any special meeting. Notice to members may be given in writing or by electronic transmission as permitted by subsection (b) of this Section. If given in writing, notice may be delivered personally or by mailing such notice in a postage prepaid envelope directed to each member at such member's address as it appears in the records of the Chapter. Notice shall be given to each member entitled to vote at such meeting not fewer than ten days or more than sixty days before the date of the meeting. Any member may waive notice of any meeting.

(b) Any notice to members given by the Chapter shall be effective if given by a form of electronic transmission to which the member to whom the notice is given has consented. Notice given pursuant to this subsection shall be deemed given:

- (1) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice;
- (2) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice;
- (3) if by posting on an electronic network together with separate notice to the member of such specific posting; and
- (4) by any other form of electronic transmission, when directed to the member.

**Section 4. Quorum**

Members present along with one board member shall constitute a quorum

**Section 5. Chairman**

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The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the President-Elect shall serve as temporary Chairman. In the absence of both the President and President-Elect any board of director may serve as Chairman.

**Section 6. Manner of Acting**

When a quorum is present, the vote of a majority of the voting members present at a meeting shall be the act of the voting membership, unless as otherwise provided by law, by the Chapter's Articles of Incorporation, or by these Bylaws, a different vote is required or permitted, in which case express provision shall govern and control the decision of the question.

**Section 7. List of Members Entitled to Vote**

At least ten (10) days before each meeting of members, the officer in charge of the member ledger of the Chapter shall prepare a complete list of the members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member. The Chapter shall not be required to include electronic mail addresses or other electronic contact information on such list. Such list shall be open to the examination of any member, for any purpose germane to the meeting for a period of at least ten (10) days prior to the meeting:

(a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or

(b) during ordinary business hours, at the principal place of business of the Association. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time of the meeting and may be inspected by any member present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any member during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting.

**Section 8. Remote Communication**

If authorized by the Board of Directors in its sole discretion, and subject to such guidelines and procedures as the Board of Directors may adopt, members may, by means of remote communication, participate in a meeting of the membership and be deemed present in person and vote whether such meeting is held at a designated place or solely by means of remote communication, shall be given a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. Any meeting conducted by means of remote communication shall be subject to the same quorum and notice requirements as a meeting held in person.

**Section 9. Action by Written Ballot.**

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Any action required to be taken at a meeting of the voting members or any action, which may be taken at a meeting of the voting members, may be taken by written ballot without a meeting if the Chapter delivers a written ballot to every member entitled to vote on the matter. Written ballots shall be sent to the membership via U.S. Mail, or by a form of electronic transmission to which the member to whom the ballot is given has consented.

A written ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. For action by written ballot without a meeting to be valid, in all matters other than election of Directors, an affirmative vote of a majority of all members entitled to vote is required. For election of Directors, an affirmative vote of a plurality of all members entitled to vote is required. Each written ballot submitted to the Association shall be signed and dated by the voting member. Any ballot submitted by a member to the Association via electronic transmission shall be deemed as written, signed and dated for purposes of this Section, as of the date on which such ballot is transmitted.

**Section 10. Minutes**

Full minutes of each meeting shall be recorded by the Secretary, including results of the deliberations of the voting membership.

**ARTICLE VI: BOARD OF DIRECTORS**

**Section 1. General Powers**

The affairs of the Chapter shall be governed by its Board of Directors. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end the Board of Directors may exercise all powers of the Chapter. The Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Chapter's Certificate of Incorporation and Bylaws. The Board shall report annually to the membership on the progress of the Chapter in fulfilling its purposes and on the finances of the Chapter.

**Section 2. Composition**

The Board of Directors of the Association shall be composed of: the President, President-Elect, Immediate Past President, Treasurer, and Secretary. The Board of Directors may elect or appoint such other Board members as it shall deem desirable, such Board members to have the authority to perform the duties prescribed from time to time by the Board of Directors.

**Section 3. Term of Office**

The President-elect will transition through 1-year terms as incoming President-Elect, President and Past President. All other elected officers will serve for a term of 2 years.

**Section 4. Nomination and Election to the Board**

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Two candidates for each vacant position on the Board of Directors shall be sought prior to the annual business meeting. Electronic transmission of voting is the preferred method. However, upon request, a ballot will be sent via U.S. Mail.

**Section 5. Reelection of the Board**

An individual may serve as a member of the Board of Directors in the same office for only two consecutive terms. After serving two consecutive terms in the same office, an individual may not seek election for any other office until one year has elapsed. An exception to this rule may be amended if there are no qualified candidates running for office.

**Section 6. Regular Meetings**

Regular meetings of the Board of Directors shall be held at such times as determined by the Board of Directors. Board meetings shall be open to the Membership.

**Section 7. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or a majority of the officers

**Section 8. Quorum**

A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors may adjourn the meeting without further notice.

**Section 9. Manner of Acting**

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 of Directors, except where otherwise provided by law or by these bylaws. Members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board of Directors or such committee by means of telephone conference or other communications equipment by means of which all persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

**Section 10. Written Action by Directors**

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

**Section 11. Vacancies**

By appointment, the Board of Directors shall fill any vacancy occurring on the Board for the unexpired term of office.

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**Section 12. Compensation**

Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the Association in any capacity.

**ARTICLE VII: DIRECTORS AND OFFICERS**

**Section 1. Officers**

The Officers of the Association shall be the President, President-Elect, Immediate Past President, Treasurer, and Secretary.

**Section 2. Qualifications**

All officers must be voting members in good standing. Nominees for the officer and director positions who have actively served the APNA shall be considered to have preferred qualifications. All nominees shall be required to file a conflict of interest statement. Insofar as possible, the Nominating Committee will endeavor to have a balanced slate of candidates reflecting geography, gender, professional experience, and racial diversity in order to achieve a balanced Board of Directors reflective of the membership.

**Section 3. Election of Officers**

The elections of the officers shall be held annually. The President-Elect shall automatically succeed to the Presidency and the President shall automatically succeed to the Immediate Past Presidency.

**Section 4. Term of Office**

The President, President-Elect, and Immediate Past President shall hold office for a term of one (1) year. The Treasurer, Secretary, and other Board Members shall hold office for a term of two (2) years. The same person may hold only one office at any one time. The term of office shall begin at the close of the annual business meeting in the year of the election.

**Section 5. Removal**

The Board of Directors may remove any Director or Officer whenever in its judgment the best interests of the Association would be served.

**Section 6. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term. In the event a vacancy occurs in the office of the President, the President-Elect shall automatically succeed to the Presidency and the office of President-Elect shall remain

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vacant until the next scheduled election. The President-Elect shall subsequently serve the one-year term of office as President to which elected. A vacancy in the office of Immediate Past President shall not be filled prior to the end of the term. Any member filling an unexpired term for more than one-half the term shall be considered to have served one (1) term.

**Section 7. President**

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

**Section 8. 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 9. Immediate Past President.**

The Immediate Past President shall serve as a voting member of the Board of Directors and an ex officio, non-voting member of the Nominating Committee and perform such other duties as may be prescribed by the Board of Directors from time to time.

**Section 10. Treasurer**

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

**Section 11. Secretary**

The Secretary shall keep the minutes of the meetings of the Board of Directors; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the records and of the seal of the Chapter; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

**ARTICLE VIII. COMMITTEES**

**Section 1. Nominating Committee**

The Nominating Committee shall consist of the Immediate Past President of the Board of Directors who shall serve as an ex-officio, non-voting member of the Committee, three members appointed by the Board of Directors. The Nominating Committee Chair shall be appointed by the Board of Directors from among members of the Committee. Members shall serve until new officers are installed.

The Nominating Committee shall make recommendations and solicit recommendations from Chapter members for candidates to serve on the Board of Directors. The Committee



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shall review all recommendations and prepare a slate of candidates for approval by the Board of Directors. Following Board approval of the slate, notice of the slate of candidates will be prepared and mailed or provided electronically to each member in good standing.

**Section 2. Finance Committee**

The Finance Committee may consist of the Treasurer, the President and the President-elect and such other non-Board members as may be appointed by the Board of Directors. The Treasurer shall serve as Chairperson. The Finance Committee shall develop the budget, monitor revenue and expenses on a regular basis, and propose financial policies and procedures to the Board to assure the financial solvency of the Chapter.

**Section 3. Other Committees and Task Forces**

Other committees and task forces shall be determined by the Board of Directors consistent with the Strategic Plan. All other committees and task forces shall be advisory to the Board of Directors.

**ARTICLE IX: LIMITATION OF LIABILITY AND INDEMNIFICATION**

**Section 1. Limitation of Liability**

To the fullest extent permitted by the Act and the IRC, the personal liability of the Officers and Directors of the Chapter is hereby eliminated.

**ARTICLE X: FINANCES**

**Section 1. Fiscal Year**

The fiscal year of the Chapter shall be determined by the Board of Directors.

**Section 2. Contracts**

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

**Section 3. Checks and Drafts**

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 such Officer or Officers, the Executive Director, and in such manner, as shall be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the President, Secretary, or Treasurer and one (1) other Officer or Director of the Chapter.

**Section 4. Deposits**

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

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**ARTICLE XI: MISCELLANEOUS PROVISIONS**

**Section 1. Parliamentary Authority**

The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

**Section 2. Books and Records**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors and committees having any of the authority of the Board of Directors.

**Section 4. Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of Louisiana.

**Section 5. Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

**ARTICLE XII: CONFLICTS OF INTEREST**

In all instances, Directors, Officers, and committee members of the Chapter should avoid all actions involving material conflicts of interest with the Chapter. From time to time, as necessary, the Board of Directors may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest.

No contract or transaction which may result in a direct or indirect financial or personal benefit to one or more the Chapter’s Directors, Officers, or employees shall be void or voidable solely for this reason, if:

- (1) The material facts of the individual’s or individuals’ relationship or interest in the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and
- (2) The Board of Directors in good faith authorizes the contract or transaction in advance by the affirmative vote of a majority of the disinterested Directors or , even though the disinterested Directors or members may constitute less than a quorum; and
- (3) The contract or transaction is fair to the Association as of the time it is authorized, approved or ratified by the Board of Directors.

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Interested Directors, Officers or other interested individuals shall recuse themselves from Board of Directors meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself. Interested Directors members may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the Board authorizes the contract or transaction at issue.

**ARTICLE XIII: AMENDMENT TO THE BYLAWS**

Proposed Bylaw changes with signatures of five or more active members may be submitted to the Board of Directors. The Board will review and present the endorsed changes to be voted on by APNA members either by mail ballot, electronic ballot, or at the annual meeting. Ballots shall be supervised and counted by at least two Board members or two other members duly appointed by the Board.

If U. S. Postal Service is used, the Ballots must be mailed to members at least 30 days before the deadline for casting votes and the deadline date must be clearly specified on the ballot. To be counted, the completed ballot must be postmarked no later than the specified deadline.

**ARTICLE XIV: PRIVACY OF MEMBER INFORMATION**

The Chapter in general and Board of Directors in particular shall take reasonable steps to protect the privacy of member information such as: home address, E-mail address, and phone and FAX numbers.

**Section 1. Mailing Lists**

The Chapter shall not sell mailing lists of members to outside organizations. However, the Board may provide mailing labels with member's names and addresses to allied organizations to help publicize programs the Board feels would be of interest to members.

**Section 2. E-mail Addresses**

The Chapter shall not sell members' E-mail addresses to outside organizations, nor publish any member's E-mail address without that member's express permission.

**ARTICLE XV: DURATION AND DISSOLUTION**

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.