

AMERICAN PSYCHIATRIC NURSES ASSOCIATION MISSISSIPPI CHAPTER GOVERNANCE POLICIES

ARTICLE I APNA MISSISSIPPI CHAPTER

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

ARTICLE II RULES

Section 1 – Not For Profit

The Chapter is organized under and shall operate as a Mississippi 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 Mississippi.

Section 2 – Mission/Purposes

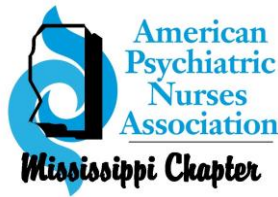
The purposes of the chapter are:

- A. To promote Knowledge for advancement of Psychiatric/Mental Health Nursing practice thought continuing education and networking.
- B. To encourage the role modeling as a means to enhance the therapeutic practice of individuals working in Mental Health care.
- C. To act as a consumer advocate thought interfacing with other professional associations and consumer organizations.
- D. To monitor and promote legislation relevant to the enhancement of the mental health of the citizens of Mississippi.

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



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bylaws, the Chapter shall not carry on any other activities not permitted to be carried on (a) 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 Unites States Internal Revenue Law) or (B) by any corporation, contributions to which are deductible under Section 170 c 2 of the Internal Revenue Code of 1954(or the corresponding provision of any future Unites 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 age, race, sex, religion, national origin or handicapped condition.

ARTICLE III MEMBERSHIP

Section 1 – Members

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.

Section 2 – Regions

The Region a member is included in is based on a member's location in the state. Regions are designated as Northern, Central, or Southern. A map of MS with the Regional Separation Lines is provided as an attachment.

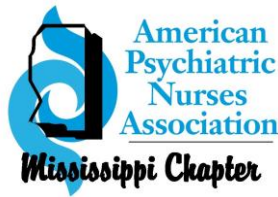
Section 3 – Voting Rights

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

Section 4 – Resignation

Any member may resign by failure to pay national dues.

ARTICLE IV MEETINGS OF MEMBERS



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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 officers, receiving reports of the Board of Directors and Committees, and transaction other business as may come before the meeting.

Section 2 – Regular Meetings

Each region will host one meeting/conference per year for the chapter. Each region may meet as often as determined by their local membership.

Section 3 – Special Meetings

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 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, to each member entitled to vote at such meeting, not less than 14 nor more than 90 days before the date of such meeting, by or at the discretion of the Board.

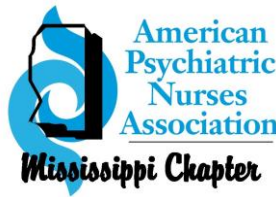
Section 5 – Quorum

The members present shall constitute a quorum.

ARTICLE V OFFICERS, ELECTIONS AND TERMS OF OFFICE

Section 1 – Officers

- A. Composition - Officers of the Mississippi Chapter shall include the President, President-Elect, Treasurer, Secretary and a representative from each region.
- B. President – The President shall be the principal executive officer of the Chapter and shall in general supervise all of the affairs of the Chapter.
- C. President-Elect – In the absence of the president or in the event of one's inability 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. The President-Elect also shall be responsible for coordinating the continuing education program for all meetings. Each region will take responsibility for planning a program and getting contact hours approved.



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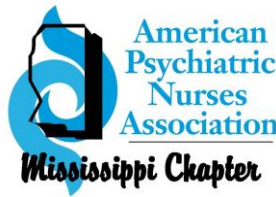
- D. Immediate Past-President – The Immediate Past President shall assume responsibility for the MAPNA archives, serve as a Chair of the Nominating Committee, and Perform other duties as may be prescribed by the Board of Directors.
- E. Treasurer – The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter, receive and give receipts for moneys due and payable to the Chapter from any sources whatsoever; deposit all such monies due and payable to the Chapter; deposit all monies in the name of the Chapter in banks, trust companies or other depositories as shall be selected in accordance with the provisions of the bylaws. The Treasurer shall provide a written finance report to the Board at meeting and submit all books and accounts for audit.
- F. 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 Chapter records; and conduct the general correspondence of the Chapter.
- G. Regional Representatives – One Regional Representative will be selected by each region to enhance the level of regional activity and involvement. The regional Representative will serve as the regional contact person for the chapter. Responsibilities will include coordinating the annual regional program/meeting, serving as the prime recruiter for the region and presenting regional reports at all chapter meetings.

Section 2 – Election And Term Of Office

- A. Terms of Office: All officers except the President, President-Elect and Immediate Past-President shall hold office for a two-year term. The President, President-Elect and Immediate Past-President shall hold office for a one-year. The Term of office shall begin at the close of the annual meeting in the year of election.
- B. Election to Office: All Officers, except the President and the Immediate Past-President, shall be elected by electronic ballot prior to the annual meeting of members. Election of Officers shall be staggered so that one or more experienced Officers are retained each year. The President-Elect shall automatically succeed to the Presidency and the President shall automatically succeed to the Immediate Past Presidency.

Section 3 - Vacancies

A vacancy in any office regardless of cause 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 President, the President-Elect shall automatically succeed to the Presidency. A vacancy in any office because of death, resignation, or disqualification, or otherwise, may be filled by the Board of Directors for the unexpired position of the term.



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Section 4 - Treasurer

She or he shall have charge and custody of and be responsible for all funds and securities of the chapter; receive and give receipts for the monies due and payable to the Chapter from any sources whatsoever; deposit all such monies in the name of the Chapter in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of the bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to her or him by the Board of Directors.

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 Board of Directors shall be constituted by the President, President-Elect, Immediate Past-President, Secretary, Treasurer, and Regional Representatives. All Directors must be APNA members in good standing.

Section 3 – Nomination and Election

The Nominating Committee shall strive to obtain candidates for each vacant office position on the Board of Directors. Insofar as possible, the Nominating Committee will endeavor to have two candidates for each vacant office position. No person will be nominated without previously agreeing to serve. Voting shall be done by secret ballot during a special meeting of the membership. The Committee is responsible for preparation of the ballot, mailing the ballots to membership 90 days prior to Annual Meeting, and tallying returns to be reported at the Annual Meeting.

Section 4 – Re-Election to Office

No Board member shall serve more than two consecutive terms in the same office

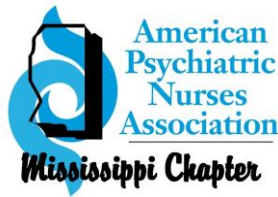
Section 5 –Regular Meetings

The Board shall meet no less than twice a year to conduct the business of the Chapter.

Section 6 – Quorum

A quorum shall constitute 50% or greater of the Board membership.

Section 7 - Vacancies



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1. Vacancy of the Presidency shall be filled by the President-Elect. All other vacancies shall be appointed by the Board.
2. The Regional Representative vacating the position of an unexpired term shall recommend an appropriate candidate for approval by the board.

Section 8 – Compensation

Directors as such shall not receive any salaries for their services.

Section 9 – Removal of Officers

Any Director may be removed by the Board of Directors whenever in its judgment the best interest of the Association would be served thereby.

ARTICLE VII COMMITTEES

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

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS & 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 and such authority may be general or confined to specific instances.

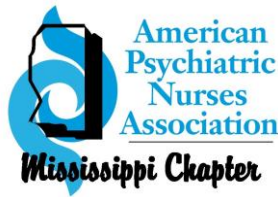
Section 2 – Checks, Drafts, Etc.

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 resolution of 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



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

Section 5 – Dues

The Board of Directors may determine the amount of annual dues.

ARTICLE IX BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the proceeding of its Board of Directors, and state-wide and regional meetings.

ARTICLE X FISCAL YEAR

The fiscal year of the Chapter shall be January 1st to December 31st.

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 vote of those present and voting, or by mail ballot supervised and counted at the meeting, providing notice for the proposed amendment has been sent to the members at least thirty (30) days prior to the meeting.

Adopted by the Board of Directors: March 21, 2014

Revised February 8, 2014

Revised March 6, 2018