

# APNA North Carolina Chapter Governance Policies (Formerly Bylaws)

## ARTICLE I NAME

The name of the association shall be the **American Psychiatric Nurses Association Chapter of North Carolina** and for practicality may be referred to as **APNA-NC**.

## ARTICLE II RULES

### Section 1. Not For Profit

The Chapter is organized under and shall operate as a North Carolina 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 North Carolina.

### Section 2. Purposes

The purposes of the chapter are to:

- a) Advocate for and promote the role of psychiatric nursing as an integral part of the psychiatric mental health field.
- b) Provide a network, which promotes professional identity and growth.
- c) Expand knowledge, expertise, and skills in psychiatric mental health nursing.
- d) Advocate for quality mental health care for culturally diverse populations.
- e) Educate the community and health care professionals about the role of psychiatric nursing, mental health issues and resources.

### 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, and 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 Chapter 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 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 United States Internal Revenue Law) or (b) 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 age procedure, which would result in discrimination on the basis or race, sex, religion, national origin or handicapped condition.

## ARTICLE III MEMBERSHIP

### Section 1. Members

- a) Regular members shall be those individuals who are registered nurses, pay chapter and national dues and are engaged in pursuits that further the purposes of the Chapter. Members may vote, serve on committees and seek election to the Board.
- 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 vote or seek election to the board but may serve on committees/task forces.
- c) Retired registered nurse members shall pay dues at a reduced rate. These members may vote, seek election to the Board and serve on committees/task forces.
- d) Affiliate members shall be those members who are not "regular" voting members. This shall include, but not be limited to, all other mental health or health professionals who are non RNs. Affiliate members shall pay the same dues as "regular" members, receive the same benefits, but may not vote or hold office.
- e) International members shall be those individuals who are not citizens of the United States and are licensed or registered to practice nursing in any country, nation or republic other than the United States. They shall be given all privileges of "Regular" members. International members shall pay dues according to the rate established for this category.

## **APNA North Carolina Chapter Governance Policies (Formerly Bylaws)**

- f) Honorary members shall be individuals who have received unanimous approval by the Board of Directors in recognition for their outstanding contributions to psychiatric-mental health nursing. They shall have the right to attend membership meetings. They shall not be entitled to vote, hold office, or serve on committees. They shall be exempt from paying dues.

### **Section 2. Voting Rights.**

Each member 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. 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 and board members, and transacting other business as may come before the meeting.

### **Section 2. Special Meeting.**

Special meetings may be called by the President or a quorum of the Board of Directors, or by not less than one-half of the members having voting rights. One month advance notice in writing must be given to the membership.

### **Section 3. Place of Meeting.**

The Board of Directors may designate any place of meeting for any regular meeting for any annual meeting or for any special meeting called by the Board of Directors.

### **Section 4. Notice of Meetings.**

Written or printed notice shall state the place, day, and hour of any meeting of members. The notice shall be delivered either personally, via email or by U.S. mail to each member entitled to vote at such meeting, not less than 10 days or more than 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 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.**

- a) Composition: The Board of Directors shall be composed of seven (7) members, including the President, President-Elect, Immediate Past President, Treasurer, and Secretary who are the elected officers of the Association and two Members-at-Large. All Directors must be voting members of APNA in good standing.
- b) Tenure: All Board Members shall hold office for a two-year term.
- c) Qualifications: All Directors must be voting members in good standing prior to assuming office.

### **Section 3. Nomination and Election.**

One-to-two candidates for each vacant position on the Board of Directors shall be offered to the membership, and elected by ballot at the annual meeting of the members. Election of Directors shall be staggered so that two officers and one member-at-large are elected each year. After receiving nominations from the membership and the Board of Directors, the Nominating Committee shall present and recommend the slate of candidates to the Board of Directors for approval before its distribution to the membership. Officers and Directors will be installed in office at the annual business meeting.

### **Section 4. Reelection.**

An individual may serve as a member of the Board of Directors for only two consecutive terms regardless of office. Except for the President, President-Elect and Immediate Past President who shall serve in their offices for their required terms only. Other Board members may seek reelection to the same office or a different office for one consecutive term on the Board of Directors.

# APNA North Carolina Chapter Governance Policies (Formerly Bylaws)

## **Section 5. Regular Meetings.**

A regular annual meeting of the Board of Directors shall be held shortly after the Annual Convention. During the year, there shall be at least two other regular meetings of the Board, scheduled at the time of the annual meeting. Part of the regular Board meetings shall be open to the membership.

## **Section 6. Special Meetings**

Special meetings of the Board of Directors may be called by or at the request of the President or any four directors.

## **Section 7. Notice**

Notice of any meetings will be given at least 14 days prior to the meetings.

## **Section 8. Quorum.**

The members present shall constitute a quorum.

## **Section 9. Vacancies.**

A vacancy in the Board of Directors because of death, resignation or removal or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

## **Section 10. Removal**

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

## **Section 11. Compensation.**

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

## **Section 12.1 Telephone Conference Call for Emergency Use.**

In case of emergency, the Board may take action by telephone (conference) call. There must be concurrence of a majority of the members and a record of the minutes must be kept for reference. A report shall be made in the minutes of the next meeting.

## **Section 12.2 Telephone Conference Call as Regular Scheduled Board Meetings.**

Telephone (Conference) calls may be used as regular scheduled Board meetings. There must be a majority of the Board present on the call and all guidelines should preside as with in-person Board meetings. Minutes must be recorded and approval of minutes from previous meetings may also take place.

## **Section 13.1 Communication through Electronic Mail (E-mail) for Emergency Use.**

In case of emergency, the Board may take action by electronic mail (e-mail). There must be concurrence of a majority of members and a record of the minutes must be kept for reference. A report shall be made in the minutes of the next meeting.

## **Section 13.2 Communication through Electronic Mail (e-mail).**

General use of e-mail communication for the Board does include regular use of email.

## **Section 14.1 Communication through Facsimile Machine (fax) for Emergency Use.**

In case of emergency, the Board may take action by facsimile machine (fax). There must be concurrence of a majority of members and a record of the minutes must be kept for reference. A report shall be made in the minutes of the next meeting.

## **Section 14.2 Communication through Facsimile Machine (fax) for General Use.**

A facsimile machine may be used for general communication between the Board members.

## **ARTICLE VI OFFICERS/DIRECTORS**

### **Section 1. Officers.**

The officers shall consist of a President or Chairperson, Immediate Past President, President-Elect, Secretary, Treasurer, and two Members-at-Large. The Board of Directors may elect or appoint such other officers as it shall deem desirable.

### **Section 2. Board of Directors.**

# APNA North Carolina Chapter Governance Policies (Formerly Bylaws)

The officers of APNA-NC along with the standing Chairpersons shall constitute the Board of Directors. The Board of Directors shall have the general supervision of the affairs of APNA-NC between business meetings, fix the hour and place of meetings, make recommendations to the membership, and shall perform other such duties as specified in these by-laws.

## Section 3. Nominations and Elections.

The Nominating Committee shall present a slate for offices to be filled. Officers shall be elected by a majority of the attending membership. Ballot may be distributed by mail or electronic means (email/fax) prior to the annual meeting of the chapter. The President-Elect shall automatically succeed to the Presidency, and the President shall automatically succeed to the Immediate Past Presidency. The President and President-Elect shall not be a candidate for any other Association office while serving in their respective offices.

## Section 4. Quorum.

A simple majority of members in attendance at any meeting shall constitute a quorum for conducting a business meeting. No quorum requirements shall be mandated for conducting nonbusiness, educational or training meetings.

## Section 5. Term of Office.

The term of office for all officers and chairpersons shall be two years.

## Section 6. President

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

## 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. Immediate Past President

The Immediate Past President shall serve as chair of the Bylaws Committee and perform such other duties as may be prescribed by the Board of Directors from time to time.

## Section 9. Treasurer

The Treasurer shall give a bond for the faithful discharge of one's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; and in general all the duties incident to the office of Treasurer and such other duties from time to time may be assigned by the President or by the Board of Directors.

## Section 10. 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 to the corporate records and of the seal of the association; and in general perform all the duties incident to the office of secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

## Section 11. Members-at-Large

The Members-at-Large shall attend Board Meetings and perform other duties from time to time as assigned by the President or by the Board of Directors.

## ARTICLE VII COMMITTEES

### Section 1. Nominating Committee.

The Nominating Committee shall consist of the Immediate Past President, serving as Chairperson and at least 2 members in good standing approved by a quorum. The members shall serve a one-year term. The Nominating Committee shall make recommendations and solicit recommendations from APNA members annually for candidates to serve on the Board of Directors and the Nominating Committee. Members of the Committee may not seek election to the Board of Directors while they are serving on the Nominating Committee. The Committee shall review all recommendations and prepare a slate of candidates for approval by

## **APNA North Carolina Chapter Governance Policies (Formerly Bylaws)**

the Board of Directors. Following Board approval of the slate, a ballot will be prepared and mailed to each member in good standing.

### **Section 2. Other Committees and Task Forces.**

Other committees and task forces will be convened as deemed necessary by the Board of Directors. Such committees and task forces shall be advisory to the Board of Directors.

## **ARTICLE VIII CONTRACTS, DRAFTS, 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 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 and/or the President of the chapter, and in such manner as be determined by resolution of the Board of Directors. In the absence of the Treasurer and the President, the Board of Directors shall appoint an agent to this duty.

### **Section 3. 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.

### **Section 4. Gifts**

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

## **ARTICLE IX BOOKS AND RECORDS**

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

## **ARTICLE X FISCAL YEAR**

The Fiscal Year of the Chapter shall be July 1 - 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 vote of those present and voting, 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.

In addition, these Bylaws will be amended whenever the APNA bylaws are amended. A vote by the membership will not be necessary under this circumstance.

## **ARTICLE XII PARLIAMENTARY AUTHORITY**

Robert's Rules of Order (Revised) shall govern the business of the society but not preclude any special rules of order, which may be adopted by a two-thirds vote.

Revised May 2005  
Revised October 2000