

American Psychiatric Nurses Association New York Chapter Governance Policies

ARTICLE I

NAME

The name of the chapter will be The American Psychiatric Nurses Association - New York State Chapter.

ARTICLE II

RULES

Section 1 - Not for profit

The chapter is organized under and shall operate as a New York State 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 New York. This chapter is the New York State affiliate of The American Psychiatric Nurses Association (APNA).

Section 2 - Purposes

The purposes of the chapter are:

- a. To provide a mechanism to fulfill the purposes of APNA membership on a state level.
- b. To provide a forum, at the state level, for exchanging information, experiences, and research leading to better psychiatric and mental health nursing.
- c. To facilitate professional development through educational opportunities and continuing education.
- d. To foster cooperation and collaboration with other professional and technical associates, health care organizations, educational institutions and government bodies in issues affecting the quality of care to the psychiatric patient at the state level.

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

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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, 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 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 procedure that would result in discrimination on the basis of age, race, sex, religion, national origin, sexual orientation or any physically or emotionally challenging condition.

ARTICLE III

Membership

Section 1 - Members

Regular members shall be those individuals who are registered nurses, pay national APNA 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.

Student members who are engaged in full or part time study in a nursing degree program and show evidence of student status may be members of APNA at a reduced rate and may participate in this Chapter. They may not vote or seek election as officers but may serve on committees.

Section 2 - Voting Rights

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

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Section 3 - Resignation

Any member may resign by failure to pay national dues.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1 - Frequency

A minimum of one statewide meeting will be held annually, at a time to be determined by the President and Board of Directors. A special meeting may be called by the President or upon request of five members of the organization.

Section 2 - Location

Location of quarterly meetings will be determined by the members of each regional group. The President and the Board of Directors will determine the location of the board meetings and state wide annual meeting.

Section 3 - 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 electronic or regular mail, to each member entitled to vote at such meetings, not less than 14 nor more than 120 days before the date of such meeting, by or at the discretion of the Board.

Section 4 - Quorum

The majority of members present at any meeting shall constitute a quorum.

ARTICLE V

OFFICERS

Section 1 - Officers

The officer structure of the organization shall consist of President, President - Elect, Treasurer, and Secretary.

Section 2 - Election and Term of Office

The Nominating Committee will make recommendations and prepare a ballot that will be mailed and/or sent electronically to the membership no later than FEBRUARY 28th. Elections will begin at the time the electronic ballots are sent

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and will end March 15th of each year. Election for Secretary will take place in odd numbered years. Election for President, President-Elect, and Treasurer will take place in even numbered years. The term for each office will begin in APRIL, immediately following their election, at the end of the NYS conference. The term for the President-Elect will be one year. The term for the President, Secretary, and Treasurer will be two years. In the event that the ballot is composed of all unopposed candidates, the Board may vote, representing the membership, to fill the offices.

Section 3 - Vacancies

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

Section 4 – Duties

The duties of the officers shall be as follows:

- a. The President shall be the executive officer and shall administer all business of the organization as provided for by the By-laws. The President shall be an ex-officio member of all committees except nominating.
- b. The President-elect shall perform duties of the President in the President's absence.
- c. The Secretary shall be responsible for all chapter mailings and correspondence. The Secretary shall also be responsible for maintaining all chapter minutes and reports.
- d. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the chapter; receive and give receipts for 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 by the Board of Directors.
- e. The Immediate Past President shall serve for one year on the Board of Directors.

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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 consist of the current officers of the chapter elected by the APNA NY Chapter membership until the completion of each one's elected term. There may also be appointed board members who will chair standing councils or committees.

Section 3 - Nomination and Election

Elections to the Board of Directors will not be necessary as all members have been previously elected or appointed to their respective positions.

Section 4 - Reelection to Office

Members of the board of directors will be re-elected based on re-election to their position as officers of the chapter. No officer shall exceed two consecutive terms in any one office.

Section 5 - Regular Meetings

Meetings of the Board of Directors will be held as needed with a minimum number or meetings per year being four. These meeting may be face to face or by use of an online meeting room or telephone conference call at the discretion of the President. All regular meetings of the Board of Directors shall be open to any member of APNA-NYS. Only members of the Board may vote at Board meetings. Minutes must be recorded and approval of minutes from previous meetings may also take place at online and or telephone conferences. Approved minutes will then be posted on the APNA Website.

Section 6 - Quorum

A majority of members present shall constitute a quorum.

Section 7 - Vacancies

Vacancies to the Board of Directors can be appointed by the President for the remainder of the term.

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Section 8 - Compensation

Directors as such shall not receive any salaries and or compensation (monies to attend conference) in any way for their services.

ARTICLE VII COMMITTEES

The chapter will contain six permanent committees: Advanced Practice, General Practice, Education, Membership, Bylaws, and Nominating. Chairpersons on the permanent committees will be appointed by the President and will serve on the board of directors. The Board of Directors will convene all other committees on an ad hoc basis.

COUNCILS

APNA Members in geographical areas of New York State with similar interests in an aspect of psychiatric mental health nursing not addressed elsewhere in the state may submit a proposal to the Board of Directors for a Regional Council to address membership concerns and enhance the function of the organization as a whole. Councils are approved by and report to the Board of Directors.

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 and such authority may be general or confined to specific instances.

Section 2 - Checks, Drafts, etc

All checks, drafts or other orders for 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

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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 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 run from July 1 to June 30.

ARTICLE XI AMENDMENT TO BYLAWS

Bylaw changes may be proposed by any APNA-NYS member in good standing and submitted to the Bylaws Committee. The Bylaws Committee will review and present the endorsed changes to the Board of Directors. The Board of Directors will work with the Bylaws Committee and grant final approval on changes to be voted on by APNA members by e-mail, mail ballot or at the annual meeting.

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DATES:

- Proposed By-Laws revision based on review of existing APNA-NY By-Laws, National APNA
- By-Laws and Pennsylvania State By-Laws emailed to Committee members 1/31/2010 with a Comments Return date request for 2/8/2010.
- NY By-Laws published on the APNA Member Bridge April 2010
- Working dialogue on By-Laws e-mailed to committee members, 2/20/2009, three members responded.
- Feedback from APNA Members at the Albany Conference 4/30/10 noted here 5/9/10