

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

**ARTICLE I
NAME**

The name of the Chapter will be The American Psychiatric Nurses Association – Oklahoma Chapter (herein after “APNA-OK” or “Chapter”).

**ARTICLE II
RULES**

Section 1 – Not for profit

The Chapter is organized under, and shall operate as, an Oklahoma 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 Oklahoma. This chapter is the Oklahoma 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 organization, 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 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 or handicapped condition.

ARTICLE III MEMBERSHIP

Section 1 – Members

a. “Regular” Chapter 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.

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

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

Section 2 – Voting Rights

Regular and retired registered nurse members shall be entitled to one vote on each matter submitted to a vote of the members. Only members who are currently paid with national dues are eligible to vote.

Section 3 – Resignation of Membership

Any member may resign by failure to pay national dues.

ARTICLE IV MEETINGS OF MEMBERS

Section 1 – Frequency

Regular meetings will be held a minimum of twice annually. One statewide meeting will be held annually, at a time to be determined by the President and the Board of Directors. Additional meetings may be called by the President or upon request of five members of the Chapter.

Section 2 – Location

-The President and the Board of Directors will determine the location of the Board meetings-and statewide 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, by electronic (or regular mail-by request), 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 members present at any meeting shall constitute a quorum.

ARTICLE V OFFICERS

Section 1 – Officers

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

Section 2 – Election and Terms of Office

The Nominating Committee will make recommendations and prepare a ballot that will be sent electronically or mailed by request to the membership no later than April 30th of each year. Elections will begin at the time the electronic ballots are sent and will end May 31st of each year. Election of Secretary will take place in even numbered years. Election for the President Elect, and Treasurer will take place in odd numbered years. The term for each office will begin July 1st, following their election, at the end of the state conference. The term for the President, President-Elect will be one year, 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 appointment by the remaining 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 bylaws. The President shall be an ex-officio member of all committees except the Nominating Committee.
- b. The Immediate Past President shall serve for one year on the Board of Directors. The Immediate Past President shall perform the duties of the President in the event of the President's absence and shall serve after the election during the first year of the current Presidential term.
- c. The President-elect shall serve for one year on the Board of Directors. The President-elect shall perform the duties of the President in the event of the President's absence and shall serve during the second year of the Presidential term.
- d. The Secretary shall be responsible for all Chapter mailings and electronic mail correspondence. The Secretary shall also be responsible for maintaining all Chapter minutes and reports.
- e. 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.

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, the out-going President. There may also be appointed board members who will chair standing committees.

Section 3 – Re-election to Office

No officer shall exceed two consecutive terms in any one office.

Section 4 – Regular Meetings

Meetings of the Board of Directors will be held as needed with a minimum number of meetings per year being four. These meetings 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-OK. 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.

Section 5 – Quorum

The members present shall constitute a quorum.

Section 6 – Vacancies

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

Section 7 – Compensation

Directors, as such, shall not receive any salaries for their services. The President may, as a representative of the state Chapter, by resolution of the Board of Directors, is allowed expenses for attendance at the national and Oklahoma statewide APNA annual meetings and conferences. This amount will cover the cost of conference registration, transportation and hotel only.

ARTICLE VII COMMITTEES

The Chapter may contain the following committees: Advanced Practice, General Practice, Education, Membership, Bylaws, and Nominating. The President and Board of Directors may convene other committees on an ad hoc basis. Chairpersons of committees will be appointed by the president and will report to the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 – Contracts

The Board of Directors, after consultation with the national organization, 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 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 be determined by resolution of the Board of Directors. In the absence of the Treasurer, the duties shall be temporarily reassigned by resolution of the Board of Directors.

Section 3 – Deposits

All funds of the Chapter shall be deposited promptly 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 for any special purpose of the Chapter.

ARTICLE IX BOOKS AND RECORDS

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

ARTICLE X FISCAL YEAR

The fiscal year of the Chapter shall run from January 1-December 31.

ARTICLE XI AMENDMENT TO BYLAWS

Bylaw changes may be proposed by any APNA-OK member in good standing and submitted to the Board of Directors. The Board of Directors will appoint an ad hoc Bylaws Committee who 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 if requested or at the annual meeting.

October 3, 2012 Updated

January 8, 2013 Review

January 10, 2013 BOD Review

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Revised March 6, 2018