

# APNA Wisconsin Chapter Governance Policies

## **Article I. Name of the Association**

The name of the chapter shall be the American Psychiatric Nurses Association Wisconsin Chapter (abbreviated hereafter as APNA WI Chapter).

## **Article II. Chapter Goals**

- A. APNA WI Chapter seeks to engage in statewide initiatives to promote mental health and mental wellness, support recovery from mental illness and substance use disorders, and reduce the stigma associated with mental illness and substance use disorders.
- B. We work to support the mission of the American Psychiatric Nurses Association (APNA) through networking, continuing education, and political awareness, while recognizing and encouraging the diversity of the APNA Wisconsin Chapter membership.

## **Article III. Purposes**

- A. APNA WI Chapter provides a mechanism to fulfill the purposes of APNA membership in Wisconsin.
- B. APNA WI Chapter provides leadership to promote psychiatric-mental health nursing, improve mental health care for culturally diverse individuals, families, groups, and communities, and shape health policy for the delivery of mental health services and recovery-oriented mental health and substance use disorder services.
- C. APNA WI Chapter provides a vehicle for networking and peer support among psychiatric nurses in Wisconsin.
- D. APNA WI Chapter provides support for professional development and education for Wisconsin members.
- E. APNA WI Chapter fosters opportunities to collaborate and advocate with other groups to influence public and health care policy for mental health, substance use disorder, and recovery services.
- F. APNA WI Chapter provides encouragement for the generation and dissemination of psychiatric nursing research.

## **Article IV. Membership**

### **Section 1. APNA National and WI Chapter Membership**

- A. To join or renew your APNA membership, please visit the APNA Membership page. After joining APNA, you can interact with other Wisconsin members through the Wisconsin Chapter Community Home Page in the APNA Member Bridge.
- B. Any APNA member who resides in Wisconsin is automatically a member of APNA Wisconsin Chapter.
- C. Members in good standing shall be those individuals who are registered nurses, current in their APNA national dues payments, residents of Wisconsin, and who agree to abide by the Governance of the APNA and the APNA WI Chapter.

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## **Section 2. Resignation and Reinstatement**

- A. A member may resign from the APNA WI Chapter by submitting a letter of resignation to the APNA WI Chapter President or by discontinuing payment of APNA dues.
- B. A former member whose APNA dues are current and who meets the requirements necessary to be a member in good standing of APNA and the APNA WI Chapter may rejoin the APNA WI Chapter by informing the APNA WI Chapter President.

## **Section 3. APNA WI Chapter Voting Rights**

- A. Each APNA WI Chapter member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.
- B. APNA WI Chapter members in good standing may vote, serve on committees, and seek election to the Board.
- C. APNA WI Chapter voting members present at any meeting of the APNA WI Chapter shall constitute a quorum.

## **Article V. Board of Directors**

- A. The elected Officers of APNA WI Chapter compose the Board of Directors.
- B. APNA WI Chapter Board of Director meetings shall be held at least quarterly.
- C. The Chapter Board of Directors in attendance at a meeting of the Board shall constitute a quorum.
- D. APNA WI Chapter Officers and appointed Chairs shall not receive a salary for their services.

## **Article VI. Meetings**

### **Section 1. Annual Meeting**

- A. An annual meeting of the members of APNA WI Chapter shall be held each year during the fourth calendar quarter of the year at a time and place, via scheduled conference call, or via online meeting as set by the Board of Directors.
- B. A meeting of APNA WI Chapter Board shall be held at the same time as the fourth quarter annual meeting.
- C. The annual meeting shall be open to the membership. Members shall be given notice of the annual meeting not fewer than 14 days and no more than 90 days before the date of such meeting through an emailed notice or a posted notification on the APNA WI Chapter Member Bridge Community or on the Chapter's webpage ([www.apna.org/Wisconsin](http://www.apna.org/Wisconsin)) .
- D. The primary purposes of the annual meeting shall be the installation of APNA WI Chapter officers, acceptance and review of reports of the Board of Directors and Committees, and transacting other business as may be brought before the meeting.

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## Section 2. Regular Meetings

- A. Periodic regular meetings of APNA WI Chapter may be held. Regular meetings shall be held at least once each calendar quarter.
- B. The Board of Directors shall schedule regular meetings at a specific time and place, arrange for a scheduled conference call, or set up meetings through an online internet-based meeting service.
- C. Members shall be given notice of any regular meeting not fewer than 14 days and no more than 90 days before the date of such meeting through an emailed notice or a posted notification in the APNA WI Chapter Member Bridge Community or on the Chapter's webpage ([www.apna.org/Wisconsin](http://www.apna.org/Wisconsin)).

## C. Section 3. Special Meetings

- A. A special meeting of the members may be called by the President or by a quorum of the Board of Directors, or by not fewer than one-half of the members having voting rights.
- B. Members shall be given notice of any special meeting not fewer than 14 days and no more than 90 days before the date of such meeting through an emailed notice or a posted notification on the APNA WI Chapter Member Bridge Community or on the Chapter's webpage ([www.apna.org/Wisconsin](http://www.apna.org/Wisconsin)).

## D. Article VII. Officers, Elections, Terms of Office

### Section 1. Officers and Succession

- E. **Officers.** Officers of the APNA WI Chapter (the Board of Directors) shall include the President, President-Elect, Immediate Past President, Secretary, Treasurer, and three Members-at-Large.
- F. **Officer succession.** The succession of officers shall be as follows.
  - a. The President-Elect is elected to and serves one year in the office of President-Elect. The President-Elect automatically succeeds to the office of President following a one-year term as President-Elect.
  - b. The President automatically succeeds to the office of President after serving a one-year term as President-Elect. The President automatically succeeds to the office of Immediate Past President following a one-year term as President.
  - c. The Immediate Past President automatically succeeds to the office of Immediate Past President following a one-year term as President. The Immediate Past President serves a one-year term.
- G. **President.** The President shall be the principal executive officer of the APNA WI Chapter and serves as the chair of the Board of Directors. The duties of the President are elaborated below.

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- a. Works with chapter officers to develop strategic goals to meet the chapter mission and purpose as it is defined in the APNA bylaws.
  - b. Sets dates for Board and general meetings.
  - c. Establishes and transmits meeting agendas.
  - d. Attends chapter meetings.
  - e. Presides at Board, special, and regular meetings.
  - f. Forwards minutes from each meeting to APNA headquarters.
  - g. Keeps the Board apprised of information received from APNA headquarters. Replies to all APNA requests for information from the Chapter. Represents the interest of the chapter to APNA headquarters.
  - h. Participates in APNA headquarters conference calls for Chapter Presidents held in January, May, and September. Participates in surveys, questionnaires, etc. sent by APNA headquarters while communicating the needs of the chapter on behalf of the APNA WI Chapter members and Board of Directors.
  - i. Submits the Annual Report to APNA Headquarters in January of each year.
- H. **President-Elect.** The President-Elect is responsible for assisting the President and overseeing other duties as assigned by the President or the Board. The President-Elect term serves as an orientation for the upcoming year as President. The duties of the President-Elect are elaborated below.
- a. The President-Elect should be able to run meetings in the absence of the President.
  - b. In the absence or disability of the President, the President-Elect performs the duties of the President, and when so acting, has all the powers of and is subject to all the restrictions of the President.
  - c. Works as a partner with the President to ensure that chapter goals are met.
  - d. Fulfills functions assigned by the President.
  - e. Attends Board meetings.
  - f. May serve as program chair or other chairs as determined by the president or the chapter.
  - g. Continually works to identify potential candidates to fulfill Board positions.
- I. **Immediate Past President.** The primary responsibility of the Immediate Past President shall be to serve as a senior advisor and counselor to the President, President-Elect, and Board of Directors. The duties of the Immediate Past President are elaborated below.
- a. Continues to serve on the chapter Board of Directors to lend continuity and experience to the Officers and Chapter.
  - b. Serves on the Nominating Committee and coordinates election process.
- J. **Secretary.** The Secretary shall perform all duties incident to the office of Secretary and all duties as may be prescribed by the Board of Directors from time to time. The duties of the Secretary are elaborated below.
- a. Collects files and documents from the preceding secretary prior to assuming office.

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- b. Records the minutes of Board, special, and general meetings and submits these to [chaptersupport@apna.org](mailto:chaptersupport@apna.org) after review by the board.
  - c. Sends minutes to President and Board members for review within 14 days of any chapter Board or general meeting.
  - d. Reviews, amends, and approves minutes to be sent to APNA headquarters by the chapter President.
  - e. Publishes and sends out notices of chapter, Board of Director and committee meetings.
  - f. Retains chapter administrative records (e.g., correspondence, Governance).
  - g. When the APNA WI Chapter revises its Governance, sends a copy to APNA headquarters for the permanent file.
  - h. Maintains the chapter Governance, minutes, and other official documents.
  - i. Records meeting attendance and information on chapter activities.
  - j. Reviews APNA headquarters' rosters and advises Chapter Support of any changes.
  - k. Keeps the historical records of the chapter and passes them on in a timely and efficient manner.
- K. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all financial matters of the APNA WI Chapter. The duties of the Treasurer are elaborated below.
- a. Tracks any receipts and disbursements of all monies received by the chapter. Compares this to the monthly financial reports sent by APNA Headquarters.
  - b. Attends Board meetings to report on financial interests of the chapter.
  - c. Prepares and submits the Annual APNA WI Chapter Financial Report.
  - d. Obtains the approval of the Board and the President and two signatures for any disbursement of funds. Submits disbursement requests (with two authorized signatures) to APNA via [chaptersupport@apna.org](mailto:chaptersupport@apna.org).
  - e. Furnishes a financial report to the chapter at each meeting.
  - f. Retains chapter financial records (e.g., financial statements, Treasurer's reports).
  - g. Delivers accounting records in appropriate, balanced order to the incoming Treasurer.
- L. **Member-at-Large.** The Members-at-Large represent the interests of the chapter members in all business that comes before the Board. The duties of the Members-at-Large are elaborated below.
- a. Leads the profession and specialty practice of psychiatric mental health nursing.
  - b. Ensures effective and accountable governance.
  - c. Provides responsible oversight of the chapter.
  - d. Demonstrates personal leadership.
  - e. Represents the association as required.
  - f. Exercises sound business judgment.
  - g. Demonstrates competent and accountable leadership and ensuring leadership continuity.

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- h. Mentors and prepares prospective leaders.

### **Section 2. Elections**

- M. An annual election of officers for the APNA WI Chapter shall be held each year according to a schedule that ensures that newly elected officers can be installed at the fourth quarter chapter meeting.
- N. APNA WI Chapter Officers shall be elected by ballot. Electronic balloting shall be the preferred method of balloting. However, a mail ballot shall be made available for any member who requests it.
  - a. Ballots shall be emailed to members on or about 30 days prior to the fourth quarter chapter meeting. The Board shall allow 30 days for return of the ballots and specify this date in the ballot instructions.
  - b. The Board's designated election officials shall tally all ballots and shall report the election results to the President and other Board members at least 3 days prior to the fourth quarter chapter meeting.
- O. Removal from Office
  - a. Any APNA WI Chapter elected officer may be removed by the Board of Directors by majority vote at a regular or special meeting whenever in its judgment the best interests of the chapter would be served.
- P. Vacancies
  - a. A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term, except that a vacancy in the office of Immediate Past President shall remain vacant until the next scheduled election.
  - b. Any member filling an unexpired term for more than one-half the term shall be considered to have served one term.

### **Section 3. Terms of Office**

- A. Terms for President, President-Elect, and Immediate Past President shall be one year.
- B. Terms for officers other than President, President-Elect, and Immediate Past President shall be two years.
- C. Members of the APNA WI Chapter Board of Directors, other than President, President-Elect, and Immediate Past President, may serve up to two consecutive terms in the same office.
- D. The term of office shall begin at the close of the annual meeting in the year of the election.
  - a. A person may hold only one office at a time. An exception will be made when a Board member is delegated to serve in an additional office on an acting or interim basis for the purpose of filling a temporary vacancy.

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- b. If a vacancy arises on the Board, the remaining Board Members may choose from among themselves an officer to fill the vacancy on a temporary, acting, or interim basis in order to carry on the work of that position until such time as the Board is able to appoint a permanent replacement or the position is filled by the annual APNA WI Chapter election.

### **Article VIII. Standing and Ad Hoc Committees**

- A. APNA WI Chapter may create standing and ad hoc committees.
  - a. Standing committees are those that form part of the permanent organizational structure of the chapter.
  - b. Ad hoc committees are those that may be formed to serve a temporary purpose, after which they may be dissolved at the discretion of the Board.

### **Article IX. Contracts, Banking, and Other Financial**

#### **Section 1. Contracts**

The APNA WI Chapter Board may authorize any 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. Banking**

- A. APNA will serve as the holder of chapter finances. This provides continuity when the chapter leadership changes.
- B. All funds received by shall be deposited to the credit of the APNA WI Chapter with the APNA according to the APNA's banking and finance process and procedures.
- C. APNA will collect no fee for this service.
- D. As an internal division of APNA, APNA WI Chapter will be included under the umbrella of APNA's tax-exempt status as long as the chapter complies with the terms of the Chapter Affiliation Agreement.
- E. Requests for disbursements from chapter funds should be submitted to [chaptersupport@apna.org](mailto:chaptersupport@apna.org) in advance of payments desired by the chapter.

#### **Section 3. Gifts**

The Board of Directors may accept on behalf of the APNA WI Chapter contributions, gifts, or bequests for the general purpose of or for any special purpose of the chapter.

#### **Section 4. Dues**

The APNA WI Chapter Board of Directors may determine the establishment of and amount of APNA WI Chapter dues.

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### **Section 5. Restrictions on Use of APNA WI Chapter Funds**

- A. APNA WI Chapter funds shall not be used to reimburse Board members' expenses nor any other member's expenses for attending any conference or continuing education program, including APNA-sponsored conferences and the APNA WI Chapter's own continuing education programs, unless the chapter as a whole benefits from the member(s) attendance at the conference or educational program.
- B. Reimbursements may be made only upon approval of the majority of the Board.

### **Article X. Books and Records**

APNA WI Chapter shall keep correct and complete minutes of the proceedings of its membership, Board of Directors, statewide, and regional meetings.

### **Article XI. Fiscal Year**

- A. The fiscal year of APNA WI Chapter shall be the same as that of the national APNA, so long as the chapter chooses to maintain its non-profit status under the umbrella of the APNA's group tax exemption with the IRS.
- B. APNA WI Chapter's Annual Report to APNA Headquarters (including Financial Report) shall be synchronized with APNA's tax reporting schedule.

### **Article XII. Privacy of Member Information**

- A. APNA WI Chapter and Board shall take reasonable steps to protect the privacy of member information (e.g., home address, E-mail address, phone number, FAX number).
- B. APNA WI Chapter shall not sell mailing lists of members to outside organizations.
- C. APNA WI Chapter shall not sell or in any other form distribute member information (e.g., home address, E-mail address, phone number, FAX number) to outside organizations without that member's express permission.

### **Article XIII. Special Rules**

- A. No part of the net earnings of APNA WI Chapter shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that APNA WI 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.
- B. Upon the dissolution of APNA WI Chapter, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of APNA WI Chapter, dispose of the assets of APNA WI Chapter to the American Psychiatric Nurses Association.
- C. APNA WI Chapter shall not adopt any policy or practice that would result in discrimination against any person.



## APNA Wisconsin Chapter Governance Policies

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