

# **APNA Colorado Chapter Governance Policies (Formerly Bylaws) (Adopted April 2014)**

## **ARTICLE I: NAME OF THE ASSOCIATION**

The name of the Association shall be the American Psychiatric Nurses Association Colorado Chapter (hereinafter "APNA, Colorado Chapter" or "Association").

## **ARTICLE II: PURPOSES**

**Section 1.** (a) APNA, Colorado Chapter provides leadership to promote psychiatric-mental health nurses, improve mental health care for culturally diverse individuals, families, groups, and communities, and shape health policy for the delivery of mental health services; (b) to make charitable contributions and grants to nonprofit organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "IRC"), as well as governmental units and other nonprofit organizations, that promote and further the purposes described in this Section 1 above; and (c) to exercise any other powers conferred upon Associations organized pursuant to the provisions of the Colorado General Association Law, under the auspices of the national APNA as the same may be amended or supplemented (hereinafter referred to as the "Act").

**Section 2.** The APNA, Colorado Chapter Association is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3).

**Section 3.** Notwithstanding any other provision of these Bylaws, the APNA, Colorado Chapter Association shall not carry on any other activities not permitted to be carried on: (i) by an Association exempt from federal income tax under IRC Section 501(c)(3); or (ii) by an Association contributions to which are deductible under IRC Section 170(c)(2).

**Section 4.** No substantial part of the activities of the APNA, Colorado Chapter Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

## **ARTICLE III: MEMBERSHIP**

### **Section 1. Classes and Eligibility.**

The association shall have the following categories of membership:

- (a) "Regular" members shall be those individuals who are registered nurses, pay dues, and are engaged in pursuits which further the purposes of the Association. Regular members may vote, serve on committees and seek election to the Board of Directors.
- (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 seek election to the Board but may serve on committees/task forces. "Student" members who are registered nurses may vote.
- (c) "Retired registered nurse" members shall pay dues at a reduced rate. These members may vote, seek election to the Board or serve on committees/task forces.
- (d) "Affiliate" members shall be those members who are not "regular" members, "student" members, "retired registered nurse" members, or "international" members. Affiliate members shall include, but not be limited to, all other mental health or health

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professionals who are not registered nurses. Affiliate members shall pay the same dues as "regular" members and receive the same benefits, but may not vote or hold office.

- (e) "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.**

All registered nurse members regardless of their membership class, and all retired registered nurse members, shall be entitled to one vote on each matter submitted to a vote of the members.

## **Section 3. Dues.**

Membership dues shall be determined by the Board of Directors. Increases in dues shall be limited to one per fiscal year.

## **Section 4. Membership Renewal**

To renew membership in the APNA, Colorado Chapter Association, all members other than honorary members shall pay an annual membership fee due before the expiration date, which is one year from the joining date, or one year from the last renewal date for continuing members.

## **Section 5. Termination of Membership**

Membership in the Association shall be suspended or terminated if a member does not pay all required membership dues, in full, by the due date established by the Board of Directors, pursuant to procedures established by the APNA, Colorado Chapter Board of Directors. Membership in the Association also may be terminated by the death of a member, by the timely (as determined by the APNA, Colorado Chapter Board of Directors) submission of written notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations, if any, as more fully described elsewhere in these Bylaws.

## **ARTICLE IV: MEETINGS OF MEMBERS**

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

An Annual Meeting of the members shall be held at the APNA, Colorado Chapter Association's Annual Conference each year at a time and place selected by the APNA, Colorado Chapter Board of Directors for the purpose of installing directors, receiving reports of the APNA, Colorado Chapter Board of Directors and Committees, and transacting other business as may come before the meeting. In lieu of holding an annual meeting of members at a designated place, the APNA, Colorado Chapter Board of Directors may, in its sole discretion, determine that any annual meeting of members may be held solely by means of remote communication.

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## **Section 2. Special Meeting**

Special meetings of the members may be called either by the APNA, Colorado Chapter President or a quorum of the APNA, Colorado Chapter Board of Directors, or by not less than one-half of the members having voting rights.

## **Section 3. Notice of Meetings**

- (a) Notices of meetings of the members shall state the place, if any, date, and hour of the meeting, and the means of remote communication, if any, by which members may be deemed to be present in person and vote at such meeting. In the case of a special meeting, the notice shall state the purpose or purposes for which the meeting is called. No business other than that specified in the notice thereof shall be transacted at any special meeting. Notice to members may be given in writing or by electronic transmission as permitted by subsection (b) of this Section. If given in writing, notice may be delivered personally or by mailing such notice in a postage prepaid envelope directed to each member at such member's address as it appears in the records of the Association. Notice shall be given to each member entitled to vote at such meeting not fewer than ten days or more than sixty days before the date of the meeting. Any member may waive notice of any meeting.
- (b) Any notice to members given by the APNA, Colorado Chapter Association shall be effective if given by a form of electronic transmission to which the member to whom the notice is given has consented. Notice given pursuant to this subsection shall be deemed given: (1) if by facsimile telecommunication, when directed to a number at which the member has consented to receive notice; (2) if by electronic mail, when directed to an electronic mail address at which the member has consented to receive notice; (3) if by posting on an electronic network together with separate notice to the member of such specific posting, upon the later of (a) such posting and (b) the giving of such separate notice; and (4) if by any other form of electronic transmission, when directed to the member.

## **Section 4. Quorum**

At least ten percent (10%) of the members having voting power shall be present or represented by proxy at any properly called meeting in order to constitute a quorum for the transaction of any business at such meeting.

## **Section 5. Chairman**

The APNA, Colorado Chapter President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the APNA, Colorado Chapter President-Elect shall serve as temporary Chairman.

## **Section 6. Manner of Acting**

When a quorum is present, the vote of a majority of the voting members present at a meeting or represented by proxy shall be the act of the voting membership, unless as otherwise provided by law, by the APNA, Colorado Chapter Association's Articles of Incorporation, or by these Bylaws, a different vote is required or permitted, in which case express provision shall govern and control the decision of the question.

**Section 7. List of Members Entitled to Vote.** At least ten (10) days before each meeting of members, the officer in charge of the member ledger of the APNA, Colorado Chapter Association shall prepare a complete list of the members entitled to vote at the meeting, arranged in alphabetical order and showing the address of each member. The APNA, Colorado Chapter Association shall not be required to include electronic mail

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addresses or other electronic contact information on such list. Such list shall be open to the examination of any member, for any purpose germane to the meeting for a period of at least ten (10) days prior to the meeting: (a) on a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (b) during ordinary business hours, at the principal place of business of the APNA, Colorado Chapter Association. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time of the meeting and may be inspected by any member present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any member during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access the list shall be provided with the notice of the meeting.

### **Section 8. Remote Communication.**

If authorized by the APNA, Colorado Chapter Board of Directors in its sole discretion, and subject to such guidelines and procedures as the APNA, Colorado Chapter Board of Directors may adopt, members may, by means of remote communication, participate in a meeting of the membership and be deemed present in person and vote whether such meeting is held at a designated place or solely by means of remote communication. Such members or their proxy holders shall be given a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings. Any meeting conducted by means of remote communication shall be subject to the same quorum and notice requirements as a meeting held in person.

### **Section 9. Action by Written Ballot.**

Any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be taken by written ballot without a meeting if the Association delivers a written ballot to every member entitled to vote on the matter. Written ballots shall be sent to the membership via U.S. Mail, postage prepaid, or by a form of electronic transmission to which the member to whom the ballot is given has consented. A written ballot shall: (1) set forth each proposed action; and (2) provide an opportunity to vote for or against each proposed action. For action by written ballot without a meeting to be valid, in all matters other than election of Directors, an affirmative vote of a majority of all members entitled to vote is required. For election of Directors, an affirmative vote of a plurality of all members entitled to vote is required. Each written ballot submitted to the Association shall be signed and dated by the voting member. Any ballot submitted by a member to the Association via electronic transmission shall be deemed to be written, signed and dated for purposes of this Section, as of the date on which such ballot is transmitted.

### **Section 10. Minutes**

Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing results of the deliberations of the voting membership.

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## **ARTICLE V: BOARD OF DIRECTORS**

### **Section 1. General Powers**

The affairs of the APNA, Colorado Chapter Association shall be governed by its Board of Directors. It shall be the APNA, Colorado Chapter Board of Directors' duty to carry out the objectives and purposes of the Association, and to this end the Board of Directors may exercise all powers of the Association. The APNA, Colorado Chapter Board of Directors shall be subject to the restrictions and obligations set forth by law and in the Association's Bylaws. The APNA, Colorado Chapter Board shall report annually to the membership on the progress of the Association in fulfilling its purposes and on the finances of the APNA, Colorado Chapter Association.

### **Section 2. Composition**

The Board of Directors of the Association shall be composed of:

- the President, President-Elect, Immediate Past President, Secretary, and Treasurer APNA, Colorado Chapter
- four Board Members-at-Large elected by the membership;
- the Board members, if any, elected or appointed by the APNA, Colorado Chapter Board of Directors. The APNA, Colorado Chapter Board of Directors may elect or appoint such other Board members as it shall deem desirable, such Board members to have the authority to perform the duties prescribed from time to time by the APNA, Colorado Chapter Board of Directors.

### **Section 3. Term of Office**

All Officers and Directors, except the President, President-Elect, Immediate Past President, and Executive Director shall hold office for a two-year term. The President, President-Elect, and Immediate Past President each shall hold office for a one-year term.

### **Section 4. Nomination and Election to the Board**

Two candidates for each vacant position on the Board of Directors shall be offered to the Membership prior to the annual business meeting via notice sent via U.S. Mail or a form of electronic transmission consented to by the member to whom the notice is given. Elections shall be conducted either by mail ballot, electronic ballot, or at the annual business meeting of the members, as determined by the Board of Directors.

### **Section 5. Reelection of the Board**

An individual may serve as a member of the Board of Directors in the same office for only two consecutive terms. After serving two consecutive terms in the same office, an individual may not seek election for any other office until one year has elapsed. The President, President-Elect, and Immediate Past President shall serve in their offices for the required term only and may not seek reelection to the Board of Directors for a period of five years.

### **Section 6. Regular Meetings**

Regular meetings of the APNA, Colorado Chapter Board of Directors shall be held at such times as determined by the APNA, Colorado Chapter Board of Directors. Board meetings shall be open to the Membership.

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## **Section 7. Special Meetings**

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

## **Section 8. Quorum**

A majority of the APNA, Colorado Chapter Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board, provided, that if less than a majority of the directors are present at said meeting, a majority of the directors may adjourn the meeting without further notice.

## **Section 9. Manner of Acting**

The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the APNA, Colorado Chapter Board of Directors, except where otherwise provided by law or by these bylaws. Members of the APNA, Colorado Chapter Board of Directors, or any committee thereof, may participate in any meeting of the APNA, Colorado Chapter Board of Directors or such committee by means of telephone conference or other communications equipment by means of which all persons participating therein can hear each other, and participation in a meeting by such means shall constitute presence in person at such meeting.

## **Section 10. Written Action by Directors**

Any action required to be taken at a meeting of the APNA, Colorado Chapter Board of Directors or any action which may be taken at a meeting of directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the APNA, Colorado Chapter Directors entitled to vote with respect to the subject matter thereof.

## **Section 11. Vacancies**

By appointment, the APNA, Colorado Chapter Board of Directors shall fill any vacancy occurring on the Board for the unexpired term of office.

## **Section 12. Compensation**

Directors as such shall not receive any salaries for their services, but by resolution of the Board of Directors, a fixed sum and expense of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided that nothing herein contained shall be construed to preclude any director from serving the APNA, Colorado Chapter Association in any capacity.

## **ARTICLE VI: DIRECTORS AND OFFICERS**

### **Section 1. Officers**

The Officers of the APNA, Colorado Chapter Association shall be the President, President-Elect, Immediate Past President, Secretary, and the Treasurer.

### **Section 2. Qualifications**

All Directors and Officers, except the Executive Director, must be voting members in good standing for at least one year immediately prior to assuming office. Nominees for the officer and director positions who have actively served the APNA, Colorado Chapter shall be considered to have preferred qualifications. All nominees shall be required to file a conflict of interest statement. Insofar as possible, the Nominating Committee will endeavor to have a balanced slate of candidates reflecting geography, gender, professional experience, and racial diversity in order to achieve a balanced Board of

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Directors reflective of the membership.

## **Section 3. Election to Office**

The President-Elect, Secretary, Treasurer, and four Board Members-at-Large shall be elected either by mail ballot, electronic ballot, or at the annual meeting of the membership. Election of Board Members-at-Large and Officers shall be staggered so that one or more experienced Officers and one or more Board Members-at-Large are retained each year. 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 Treasurer Association office while serving in their respective offices. Other Officers and Directors shall not be candidates for any other elected office until the expiration of their present term, unless that term expires at the next annual meeting.

## **Section 4. Term of Office**

The President, President-Elect, and Immediate Past President shall hold office for a term of one (1) year. The Secretary, the Treasurer, and Board Members-at-Large shall hold office for a term of two (2) years. Only one office may be held by the same person at any one time. The term of office shall begin at the close of the annual business meeting in the year of the election.

## **Section 5. Removal**

Any Director or Officer may be removed by the APNA, Colorado Chapter Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

## **Section 6. Vacancies**

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the APNA, Colorado Chapter Board of Directors for the unexpired portion of the term. In the event a vacancy occurs in the office of the President, the President-Elect shall automatically succeed to the Presidency and the office of President-Elect shall remain vacant until the next scheduled election. The President-Elect shall subsequently serve the one year term of office as President to which elected. A vacancy in the office of Immediate Past President shall not be filled prior to the end of the term. Any member filling an unexpired term for more than one-half the term shall be considered to have served one (1) term.

## **Section 7. President**

The President shall be the principal executive officer of the APNA, Colorado Chapter Association and shall in general supervise and control all of the affairs of the APNA, Colorado Chapter Association.

## **Section 8. 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 APNA, Colorado Chapter President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President.

## **Section 9. Immediate Past President.**

The Immediate Past President shall serve as a voting member of the APNA, Colorado Chapter Board of Directors and an ex officio, non-voting member of the Nominating Committee and perform such other duties as may be prescribed by the Board of Directors

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from time to time.

## **Section 10. Secretary**

The Secretary shall keep the minutes of the meetings of the APNA, Colorado Chapter 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 corporate records and of the seal of the Association; and in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors. And shall give a bond for the faithful discharge of one's duties in such sum and with such surety or sureties as the APNA, Colorado Chapter Board of Directors shall determine.

## **Section 11: Treasurer**

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; 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 APNA, Colorado Chapter President or by the Board of Directors.

## **Section 12. Executive Director**

The Board of Directors may appoint an individual or firm to be the Executive Director to manage the day to day affairs of the Association, and exercise such other duties and responsibilities as may be assigned by the President or by the Board of Directors. The Board of Directors may delegate to the Executive Director such duties of the office of the Secretary as are necessary to be performed in the course of managing the Association's day-to-day business affairs. The Executive Director shall serve as an ex-officio, non-voting member of the Board of Directors.

## **ARTICLE VII. COMMITTEES**

### **Section 1. Nominating Committee**

The Nominating Committee shall consist of the Immediate Past President of the Board of Directors who shall serve as an ex officio, non-voting member of the Committee, three elected members and two members appointed by the Board of Directors. The Nominating Committee Chair shall be appointed by the Board of Directors from among the three elected and two appointed members of the Committee. Elected and appointed members shall serve a one-year term. The Nominating Committee shall make recommendations and solicit recommendations from APNA, Colorado Chapter members 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 the Board of Directors. Following Board approval of the slate, notice of the slate of candidates will be prepared and mailed or provided electronically to each member in good standing.



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## **Section 2. Finance Committee**

The Finance Committee shall consist of the Treasurer, the President and the President-elect and such other non-Board members as may be appointed by the Board of Directors. The Treasurer shall serve as Chairperson. The Finance Committee shall develop the budget, monitor revenue and expenses on a regular basis, and propose financial policies and procedures to the Board to assure the financial solvency of the Association.

## **Section 3. Other Committees and Task Forces**

Other committees and task forces shall be determined by the APNA, Colorado Chapter Board of Directors consistent with the Strategic Plan. All other committees and task forces shall be advisory to the APNA, Colorado Chapter Board of Directors.

## **Section 4. Limitation on Delegated Authority**

Actions taken by committees shall in all instances be subject to Article XVI (Declaration of Policy) of these Bylaws, relating to limitations of responsibility and authority and restricting commitments on behalf of the Association and in matters of policy.

## **ARTICLE IX: Limitation of Liability and Indemnification**

### **Section 1. Limitation of Liability**

To the fullest extent permitted by the Act and the IRC, the personal liability of the Officers and Directors of the Association is hereby eliminated.

### **Section 2. Indemnification**

To the fullest extent permitted by the Act and the IRC, the Association shall indemnify and hold harmless each Officer and Director of the Association against any and all liabilities, costs and expenses (including attorney's fees and expenses) reasonably incurred by him or her or on his or her behalf in connection with any civil action or proceeding to which he or she may be a party by reason of his or her being or having been an Officer or Director of the Association, or by reason of any action alleged to have been taken or omitted by him or her in such capacity, except where the injury or damage was a result of: (i) the willful misconduct of such person; (ii) a crime, unless such person had reasonable cause to believe that the act was lawful; (iii) a transaction that resulted in an improper personal benefit of money, property or services to such person; or (iv) an act or omission that was not in good faith and was beyond the scope of authority of the Association pursuant to the Act, the Association's Articles of Incorporation, or these Bylaws. Such indemnity shall be effective only in the event that the interested Officer or Director provides the Board of Directors, within a reasonable time after the institution of such action or proceeding, written notice thereof. Such indemnity shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement or otherwise. Such indemnity shall inure to the benefit of the heirs, executors or administrators of each Officer and Director. The Association may purchase liability insurance for the indemnity specified above to the fullest extent as determined from time to time by the Board of Directors.

## **ARTICLE X: Inurement**

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, its Officers, Directors, committee members, employees, or other private persons, except that the Association 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.

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## **ARTICLE XI: Finances**

### **Section 1. Fiscal Year**

The fiscal year of the Association shall be the same as the National Association which is based on the calendar year determined by the Board of Directors.

### **Section 2. Contracts**

The APNA, Colorado Chapter Board of Directors may authorize any Officer or Officers, the Executive Director, or agent or agents of the Association, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association. Such authority may be general or confined to specific instances.

### **Section 3. Checks and Drafts**

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the APNA, Colorado Chapter Association, shall be signed by such Officer or Officers, the Executive Director, or agent or agents of the Association, and in such manner, as shall be determined by resolution of the APNA, Colorado Chapter Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall each be signed by the President, Treasurer and one (1) other Officer or Director of the national American Psychiatric Nurses Association.

### **Section 4. Deposits**

All funds of the APNA, Colorado Chapter Association shall be deposited to the credit of the APNA, Colorado Chapter Association in such banks, trust companies, or other depositories as the Board of Directors may select.

## **ARTICLE XII: Miscellaneous Provisions**

### **Section 1. Parliamentary Authority**

The rules contained in the current edition of "Robert's Rules of Order Newly Revised" shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Association may adopt.

### **Section 2. Books and Records**

The APNA, Colorado Chapter Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the APNA, Colorado Chapter Board of Directors and committees having any of the authority of the Board of Directors.

### **Section 3. Waiver of Notice**

Whenever any notice whatsoever is required to be given under the provisions of the Act, these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall constitute a waiver of notice of such meeting, except where the person attends such meeting for the express purpose of objecting, at the commencement of such meeting, to the transaction of any business because the meeting was not lawfully called.

### **Section 4. Governing Law**

All questions with respect to the construction of these Bylaws shall be determined in accordance with the applicable provisions of the laws of the Colorado.

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## **Section 5. Headings**

The headings of these Bylaws are intended solely for the convenience of reference and are not intended for any purpose whatsoever to explain, modify or place any construction upon any of the provisions of these Bylaws.

## **Section 6. Severability**

All provisions of these Bylaws are severable. If any provision or portion hereof is determined to be unenforceable in arbitration or by a court of competent jurisdiction, then the remainder of the Bylaws shall remain in full effect.

## **Section 7. Seal**

The APNA, Colorado Chapter Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Association and the words "A Corporate Seal".

## **ARTICLE XIII: Conflicts of Interest**

In all instances, Directors, Officers, committee members, and employees of the Association should avoid all actions involving material conflicts of interest with the Association. From time to time, as necessary, the Board of Directors may develop policy guidelines to help ensure the avoidance of any such material conflicts of interest. No contract or transaction which may result in a direct or indirect financial or personal benefit to one of more the Association's Directors, Officers, or employees shall be void or voidable solely for this reason, if:

- (1) The material facts of the individual's or individuals' relationship or interest in the contract or transaction are disclosed or are known to the Board of Directors, and the Board of Directors explicitly reviews the matter with the concerned individual or individuals absent while that matter is being discussed; and
- (2) The Board of Directors in good faith authorizes the contract or transaction in advance by the affirmative vote of a majority of the disinterested Directors or , even though the disinterested Directors or members may constitute less than a quorum; and
- (3) The contract or transaction is fair to the Association as of the time it is authorized, approved or ratified by the Board of Directors.

Interested Directors, Officers or other interested individuals shall recuse themselves from Board of Directors meetings during both discussion and voting in connection with potential or actual conflict of interest situations. An interested individual may, however, answer questions if he or she otherwise recuses himself or herself.

Interested Directors members may be counted in determining the presence of a quorum at a meeting of the Board of Directors at which the Board authorizes the contract or transaction at issue.

## **ARTICLE XIV: Declaration of Policy**

Responsibility and authority for any declaration of Association policy, and/or endorsement, and/or rejection of any matter on any subject of policy, is reserved to the judgment and discretion of the Board of Directors. Committees of the Association are not authorized directly or indirectly to commit the Association in any way or in any manner, financially or otherwise, without prior approval by the Board of Directors, except as specified in the approved budget or in specific resolutions of the Board of Directors. The Board of Directors, except as herein otherwise provided, shall have control of the affairs of the Association , including all matters relating to the acquisition, holding,

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management, control, investment, and disposition of the funds and other property of the Association.

### **ARTICLE XV Amendment to the Bylaws**

Proposed APNA, Colorado Chapter bylaw changes with signatures of five or more active members may be submitted to the Board of Directors. The Board will review and present the endorsed changes to be voted on by APNA, Colorado Chapter members either by mail ballot, electronic ballot, or at the annual meeting.

### **ARTICLE XVI: Duration and Dissolution**

The duration of the Association shall be perpetual, except that it may be dissolved in the manner provided by the Act. Upon the dissolution of the Association, and after paying or making provision for the payment of all of the liabilities of the Association, all assets of the Association shall be distributed for one (1) or more of the Association's exempt purposes within the meaning of IRC Section 501(c) (3), or shall be distributed to the federal government, or to a state or local government, for a public purpose, in such manner as the Board of Directors shall determine.