

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

**ARTICLE I**

The name of the Chapter will be the APNA Illinois Chapter.

**ARTICLE II Not for Profit Status, Purposes, and Rules**

**Section 1. Not for Profit Status**

The Chapter is organized under and shall operate as an Illinois 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 Illinois.

**Section 2. Purposes**

The purposes of the Chapter are:

- a. Provide a mechanism to fulfill the purposes of APNA membership in Illinois;
- b. Provide a vehicle/forum/mechanism for networking and peer support among psychiatric nurses in Illinois;
- c. Support professional development and education for members;
- d. Collaborate and advocate with groups to influence public and health care policy for the provision of mental health services; and
- e. Encourage the generation and dissemination of psychiatric nursing research.

**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 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 Chapter shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for political office. Notwithstanding any other provisions of these bylaws, the Chapter shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501©(3) of the Internal Revenue Code.
- 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 of the assets of the Chapter exclusively to the American Psychiatric Nurses Association.
- c. The Chapter shall not adopt any practice, policy or procedure which would result in discrimination on the basis of age, race, gender, religion, color, national origin, sexual orientation, or disability.

## **ARTICLE III MEMBERSHIP**

### **Section 1. Members**

- a. Members in good standing shall be those individuals who are registered nurses, are current in their APNA dues payment, reside in Illinois, and abide by the bylaws of the APNA and the Illinois Chapter of APNA.
- b. Members in good standing may vote, serve on committees, and seek election to the Board.

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

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

### **Section 3. Dues**

Membership dues, if any, shall be determined by the APNA, IL Chapter Board of Directors.

### **Section 4. Reinstatement**

Any former APNA member who rejoins, even after a lapse in membership, is automatically reinstated as a member of APNA, IL Chapter.

### **Section 5. Resignation**

Any member may resign from the APNA, Illinois Chapter by simply discontinuing payment of APNA 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 directors, receiving reports of the Board of Directors and Committees, and transacting other business as may come before the meeting.

### **Section 2. Regular Meetings.**

Periodic regular meetings of the Chapter may be held, and will be determined by the Board of Directors.

### **Section 3. Special Meeting**

Special meetings of the members may be called either by the President or a majority of the Board of Directors, or by not less than one-half of the members having voting rights. One month (30 days) advance notice in writing must be given to the membership.

### **Section 4. Place of Meeting**

The Board of Directors may designate any appropriate place as the place of meeting for any annual, regular, or-special meeting.

### **Section 5. Notice of Meeting**

Written or electronic (E-Mail) notice stating the place, day, and hour of any meeting of members shall be delivered to each member entitled to vote, not less than fourteen (14) days before the date of such meeting. or delivered by US mail. In the case of a special meeting or when required by statute or by these bylaws, the purpose for which the meeting is called shall be deemed delivered when deposited in the United States mail with prepaid postage or by electronic (E-Mail) transmission addressed to the member at his or her address (home or e-mail) as it appears on the records of the Chapter. Any member may waive notice of any meeting.

### **Section 6 -Quorum**

The members present shall constitute a quorum.

## **ARTICLE V. BOARD OF DIRECTORS**

### **Section 1. Composition**

The Board of Directors of the Illinois Chapter shall include the President, President-Elect, Immediate Past President, Secretary, Treasurer, and three Members at Large.

a. President

The president shall be the principal executive officer of the Chapter and shall in general supervise and control all of the affairs of the Chapter. He or she shall preside at all meetings of the Board of Directors and shall be the Chairperson of the Board. The President may sign, with the Secretary or any other proper officer of the Chapter authorized by the Board of Directors, any contracts which the Board of Directors has authorized to be executed. In addition, the President shall prepare and submit to APNA National Office an Annual Report of the Chapter as prescribed by APNA Bylaws. The President also shall perform all duties as may be prescribed by the Board of Directors from time to time.

b. President-Elect

In the year prior to becoming the Chapter's next President, the President-Elect shall attend Board meetings to observe how the Chapter functions and become thoroughly familiar with all Chapter affairs. 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.

c. Immediate Past President

The primary responsibility of the Immediate Past President shall be to serve as a senior advisor to the President and Board of Directors. In addition, the Immediate Past President shall serve as chair of the Nominating Committee whose responsibilities include: conducting the Call-for –Nominations to Chapter members; organizing a slate of candidates for the election of officers, and preparing election materials such as ballots and candidates' statements.

d. 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 of the Chapter records; in general perform all duties incident to the office of Secretary; and shall perform all duties as may be prescribed by the Board of Directors from time to time.

e. Treasurer

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The Treasurer shall have charge and custody of and be responsible for all financial matters of the Chapter including: receiving and giving receipts for moneys due and payable to the Chapter from any sources whatsoever; depositing all such moneys 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 preparing an annual Income-and-Expense Statement for the fiscal year, as required by the President's Annual Report to APNA Headquarters. The Treasurer shall perform all duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Board of Directors.

f. Members-at-Large

The three Members-at-Large shall share responsibilities working with the Board on program planning and recruitment and retention activities. The Members-at-Large shall also serve as the members of the Nominating Committee. In addition, the Members-at-Large shall perform other duties as prescribed by the Board of Directors from time to time.

### Section 2. Terms of Office

- a. Members of the Board of Directors may only serve two consecutive terms to the same office.
- b. All officers except the President, President-Elect, and Immediate Past-President shall hold office for a two-year term. The President, President-Elect and Immediate past-President shall hold office for one year.
- c. Only one office may be held by the same person at any one time except that any Board Member may serve in an additional office on an "acting" basis for the purpose of filling a temporary vacancy.
- d. The term of office shall begin at the close of the annual business meeting in the year of election.
- e. 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" 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 gets filled by the annual Chapter Election.
- f. Members of the Board of Directors are required to be in attendance at a minimum of 50% of regular Board Meetings.

### Section 3. Removal from Office.

Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Chapter would be served thereby.

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

Candidates (including write-ins) for each vacant position on the Board of Directors shall be offered to the Membership via a mail or-electronic ballot. The election process shall be completed prior to the annual meeting. Election results will be announced at the annual meeting. Officers and Directors will be installed at the annual meeting.

### Section 5. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term, except for a vacancy in the office of Immediate Past-President, which shall

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remain vacant until the next scheduled election. Any member filling an unexpired term for more than one-half the term shall be considered to have served one term.

### **Section 6. Meetings**

A regular meeting of the Board of Directors shall be held at the same time as the Annual Meeting. During the year, there shall be at least three other regular meetings of the Board. Part of the regular Board Meetings shall be open to the membership.

### **Section 7. Quorum**

The Board of Directors present shall constitute a quorum at any board meeting.

### **Section 8. Compensation**

The Board of Directors shall not receive any salaries for their services

### **Section 9. Telephone Conference Call as Regular Scheduled Board Meeting**

Telephone (conference) calls may be used as regular scheduled Board meetings. All guidelines should remain as with in-person Board meetings. Minutes must be recorded and approval of minutes from previous meetings may also take place.

### **Section 10. Communication through Electronic Mail (E-Mail)**

General communication for the Board includes regular use of e-mail.

## **ARTICLE VI COMMITTEES**

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

The Nominating Committee shall be comprised of the Past President as Chair, and the three Members at Large of the Board of Directors. The Nominating Committee shall make recommendations and solicit recommendations from members for candidates to serve on the Board of Directors and 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 a slate, a ballot will be prepared and mailed/E-Mailed to each member in good standing.

### **Section 2.**

Other Committees and Task Forces shall be convened by the Board of Directors on an ad hoc basis consistent with the goals of the Chapter.

## **ARTICLE VII. CONTRACTS AND GIFTS**

### **Section 1. Contracts**

The Board of Directors by majority vote 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. Gifts**

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

### **Section 3. 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 of the

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Chapter. In the absence of the Treasurer, the Board of Directors shall appoint a Board Member to carry out this duty.

### **Section 4. Deposits**

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

### **ARTICLE VIII. BOOKS AND RECORDS**

The Chapter shall keep accurate and complete books and records of accounts, and minutes of Board of Director's meetings and general meetings.

### **ARTICLE IX. FISCAL YEAR**

The fiscal year of the Chapter shall be the same as that of the National Association, so long as the Chapter chooses to maintain its non-profit status under the umbrella of the Association's group tax exemption with the IRS. In this way, the Chapter's Annual Report to APNA Headquarters (including Financial Report) will be synchronized with APNA's tax reporting schedule.

### **ARTICLE X. AMENDMENTS TO BYLAWS**

Chapter Bylaws may be amended only after posting the proposed changes on the Chapter web page and informing all members in good standing of the posting. Thirty (30) days is allowed for the membership to review the proposed changes and submit their comments/questions.

### **ARTICLE XI. PRIVACY OF MEMBER INFORMATION**

The Chapter in general and Board of Directors in particular shall take reasonable steps to protect the privacy of member information such as: home address, E-mail address, and phone and FAX numbers.

#### Section 1. Mailing Lists.

The Chapter shall not sell mailing lists of members to outside organizations.

#### Section 2. E-Mail Addresses

The Chapter shall not sell members' E-mail addresses to outside organizations, nor publish any member's E-mail address without that member's permission.

#### Section 3. Phone & FAX Numbers.

The Chapter shall not sell members' phone or FAX numbers to outside organizations, nor publish any member's phone or FAX number without that member's express permission.

#### Revision History:

01/11  
06/08  
09/04  
07/03  
01/00