

# AMERICAN PSYCHIATRIC NURSES ASSOCIATION INDIANA CHAPTER GOVERNANCE POLICIES

## ARTICLE I. NAME.

The name of the Association shall be the American Psychiatric Nurses Association-Indiana Chapter.

## ARTICLE II. RULES.

### *Section I. Mission.*

**APNA-IN** provides leadership to promote psychiatric-mental health nursing practice; improves mental health care for individuals, families, groups and communities; and shapes health policy for the delivery of mental health services at the state and local level.

### *Section 2. Rules.*

The following rules shall conclusively bind the Association and all persons for or on behalf of it:

- A. No part of the net earning of the Association shall ensure the benefit of or be distributed to its members, directors, officers 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. No substantial part of the activities of the Association shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Association 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 provision of these bylaws, the Association shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code.
- B. Upon the dissolution of the Association, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Association, forward all of the assets of the Association to APNA Headquarters.
- C. The Association shall not adopt any practice, policy or procedure which would result in discrimination on the basis of age, race, sex, religion, color, national origin, sexual orientation or disability.
- D. Chapters may not join or affiliate with any other organization without the prior approval of the APNA Board of Directors.

## **ARTICLE III. MEMBERSHIP.**

### *Section 1. Members.*

- A. Regular members shall be those individuals who are registered nurses, pay dues to APNA 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.
- B. Associate members shall be those individuals who are either engaged in full-time study in an academic degree program or are registered nurses who have retired. Associate members pay dues at a reduced rate according to APNA bylaws.
- C. 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.*

Each regular and associate member 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. A dues increase of more than 10% of current dues must have membership approval by mail ballot. Increases in dues shall be limited to one per fiscal year.

### *Section 4. Membership Renewal.*

To renew membership in the 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. Failure to renew membership within 60 days after renewal date will result in the termination of all membership benefits and privileges. Any member terminated from the membership because of failure to pay dues may be reinstated by making written application and paying dues.

### *Section 5. Resignation.*

Any member may resign by filing a written resignation with the National Office or by failing to pay dues.

## ARTICLE IV. MEETING OF MEMBERS.

### *Section 1. Scheduled Meetings.*

Two meetings 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. Special Meeting.*

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

### *Section 3. Place of Meeting.*

The Board of Directors may designate any place as the place of meeting for any scheduled meeting or for any special meeting called by the Board of Directors.

### *Section 4. 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 mail to each member entitled to vote at such meeting, not less than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting.

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 addressed to the member at his or her address as it appears on the records of the Association with postage thereon prepaid. Any member may waive notice of any meeting.

### *Section 5. Quorum.*

The members present holding at least a majority of the votes which may cast at any properly called meeting shall constitute a quorum at such meeting.

## ARTICLE V. BOARD OF DIRECTORS.

### *Section 1. Compensation.*

The affairs of the Association shall be managed by its Board of Directors. The Board of Directors of the Association shall be composed of nine (9) elected members, including the President, President-elect, Immediate Past President, Treasurer, Secretary, and four Members at Large. The Board of Directors may elect or appoint such other Directors as it shall deem desirable, such Directors to have the authority to perform the duties prescribed from time to time by the Board of Directors.

### *Section 2. Qualifications.*

All Board Members must be voting members in good standing for at least one year immediately prior to assuming office. Nominees for the Board of Directors who have actively served the APNA-IN 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 Directors reflective of the membership.

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

All Officers and Board members, 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 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 via a mail ballot whenever possible. After receiving nominations from the membership and the Board of Directors, the Nominating Committee shall develop a pool of potential nominees and prepare the election slate. The Nominating Committee shall present and recommend the slate of candidates to the Board of Directors for approval before its distribution to the membership. The election process shall be completed prior to the annual business meeting. Election results will be announced at the annual business meeting of the members. Officers and Board Members will be installed at the annual business meeting.

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

An individual may serve as a member of the Board of Directors for only two consecutive terms regardless of office. Except for the President, President-elect and Immediate Past President who shall serve in their offices for the required terms only, other board members may seek reelection to the same office or a different office for one consecutive term of the Board of Directors.

*Section 6. Regular Meetings.*

A regular meeting of the Board of Directors shall be held at the same time as scheduled and Special meetings and shall be open to the membership.

*Section 7. Special Meetings.*

Special meetings of the Board of Directors may be called by or at the request of the President or any two Board Members.

*Section 8. Notice.*

Notice of any special meeting of the Board of Directors shall be given at least fourteen (14) days prior to the meeting date.

*Section 9. Quorum.*

A majority of the 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 10. Manner of Acting.*

The act of a majority of the Board Members present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or by these bylaws.

*Section 11. Informal Action by Board Members.*

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

*Section 12. Vacancies.*

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

*Section 13. Removal.*

Any Board Member may be removed by the Board Members whenever in its judgment the best interests of the Association would be served thereby.

*Section 14. Compensation.*

Board Members as such shall not receive any salaries for their services, but by resolution of the Board of Directors, 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 Association in any capacity.

*Section 15.1. Telephone Conference Call for Emergency Use.*

In case of emergency, the Board may take action by telephone (conference) call. There must be concurrence of a majority of the members and a record of the minutes must be kept for reference. A report shall be made in the minutes of the next meeting.

*Section 15.2. Telephone Conference Call as Regular Scheduled Board Meetings.*

Telephone (Conference) calls may be used as regular scheduled Board meetings. There must be a majority of the Board present on the call and all guidelines should preside as with in-person Board meetings. Minutes must be recorded and approval of minutes from previous meetings may also take place.

*Section 16.1. Communication through Electronic Mail (E-mail) for Emergency Use.*

In case of emergency, the Board may take action by electronic mail (e-mail). There must be concurrence of a majority of members and a record of the minutes must be kept for reference. A report shall be made in the minutes of the next meeting.

*Section 16.2. Communication through Electronic Mail (E-mail).*

General use of e-mail communication for the Board does not include regular use of e-mail.

*Section 17.1. Communication through Facsimile Machine (Fax) for Emergency Use.*

In case of emergency, the Board may take action by facsimile machine (fax). There must be concurrence of a majority of members and a record of the minutes must be kept for reference. A report shall be made in the minutes of the next meeting.

*Section 17.2. Communication through Facsimile Machine (Fax) for General Use.*

A facsimile machine (fax) may be used for general communication between the Board members.

## ARTICLE VI. OFFICERS AND DIRECTORS.

### *Section 1. Officers.*

The Board of Directors shall be composed of the President, President-elect, Immediate Past President, Treasurer and Secretary who are elected as the officers of the Association and four Directors. Four Directors shall be elected as Members-At-Large to the Board. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such Directors to have the authority to perform the duties prescribed from time to time by the Board of Directors.

### *Section 2. Election and Reelection to Office.*

All officers and directors, except the President and the Immediate Past President, shall be elected by mail ballot prior to the annual meeting of the members. Election of Directors shall be staggered so that one or more experienced officers and one or more 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 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. Officers and Directors shall be eligible for reelection to the Board one term only except as specified otherwise. Any individual who has served four consecutive years on the Board of Directors shall not be eligible for reelection until one year has elapsed.

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

The President, President-elect and Immediate Past President shall hold office for a term of one (1) year. The Treasurer, Secretary and 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. However, in accordance with the ***Bylaws of the American Psychiatric Nurses Association***, Article XI, Section 2., of September, 2003, chapters may elect officers for longer terms than those stated in the By-Laws for the organization.

### *Section 4. Removal.*

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

### *Section 5. Vacancies.*

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the 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. Any member filling an unexpired term for more than one-half the term shall be considered to have served one (1) term.

*Section 6. President.*

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

*Section 7. 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 President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The President-elect shall also serve as Chairperson of the Bylaws committee.

*Section 8. Immediate Past President.*

The Immediate Past President shall submit an annual report for the prior fiscal year to APNA headquarters by September 1 of the new term year, serve as chair of the Nominating Committee and perform such other duties as may be prescribed by the Board of Directors from time to time.

*Section 9. Treasurer.*

The Treasurer shall give a bond for the faithful discharge of one's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies due and payable to the Association from any sources whatsoever, and deposit all such monies in the name of the association in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these 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 President or by the Board of Directors.

*Section 10. 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 archives and 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.

**ARTICLE VII. COMMITTEES.**

*Section 1. Executive Committee.*

The Executive Committee shall consist of the officers of the Association, that is the President, President-elect, Immediate Past President, Treasurer and Secretary who shall serve for the term of their office. The President shall serve as Chairperson. The Executive Committee shall manage the affairs of the Association when the Board of Directors is not in session. The Executive Committee shall report its actions for ratification and approval to the Board of Directors at the Board's next meeting. The Board shall retain the right to modify or otherwise alter action taken by the Executive Committee unless precluded by law.



*Section 2. Nominating Committee.*

The Nominating Committee shall consist of the Immediate Past President and three members in good standing elected by the membership. Three additional members in good standing may be appointed at the discretion of the Board. The elected and appointed members shall serve one year terms. The Immediate Past President shall serve as Chairperson.

The Nominating Committee shall make recommendations and solicit recommendations from APNA-IN members annually for candidates to serve on the Board of Directors and the Nominating Committee.

A member of the current Nominating Committee may be a candidate for a Board position in extenuating circumstances and when approved by a majority of the Board. 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, a ballot will be prepared and mailed to each member in good standing.

*Section 3. Finance Committee.*

The Finance Committee shall consist of the Treasurer, the President and the President-elect. 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 4. Bylaws Committee.*

The Bylaws Committee shall consist of the President- elect and at least three APNA-IN members in good standing appointed by the Board of Directors. The appointed members shall serve a two-year term and the Board member shall serve to the completion of his or her term of office. The President-elect shall serve as Chairperson of the committee. The Bylaws Committee shall conduct periodic review of the APNA-IN Bylaws and draft appropriate revisions and new articles/sections at the direction of the Board for approval by the membership.

*Section 5. Other Committees and Task Forces.*

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

**ARTICLE VIII. PUBLICATIONS.**

Publications such as newsletters, continuing education offerings and brochures may be authorized by the Board of Directors.

**ARTICLE IX. CONTRACTS AND GIFTS.**

*Section 1. Contracts.*

The Board of Directors may authorize any officer or officers, agent or agents of the Association in addition to the officers so authorized by these bylaws to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority may be general or confined to specific instances.

*Section 2. Gifts.*

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

**ARTICLE X. BOOKS AND RECORDS.**

The Association shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. This will include, but not be limited to, the APNA-IN Annual Report that is required to be submitted to APNA no later than each September 1st.

**ARTICLE XI. FISCAL YEAR.**

The fiscal year of the Association shall be July 1 - June 30.

**ARTICLE XII. ADMENDMENTS TO BYLAWS.**

Proposed Bylaw changes with signatures of five or more active members may be submitted to the Bylaws Committee. The Bylaws Committee will review and present the endorsed changes to the APNA-IN Board of Directors. The APNA-IN Board of Directors will work with the Bylaws Committee and grant final approval on changes to be voted on by APNA-IN members whether by mail ballot or at the annual meeting.

Rev 11/04