

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

**ARTICLE I
NAME**

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

**ARTICLE II
RULES**

Section 1 – Not for profit

The Chapter is organized under, and shall operate as, a Pennsylvania 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 Pennsylvania. This chapter is the Pennsylvania state affiliate of The American Psychiatric Nurses Association (APNA).

Section 2 – Purposes

The purposes of the Chapter are:

- a. To provide a mechanism to fulfill the purposes of APNA membership on a state level.
- b. To provide a forum, at the state level, for exchanging information, experiences and research leading to better psychiatric and mental health nursing
- c. To facilitate professional development through educational opportunities and continuing education.
- d. To foster cooperation and collaboration with other professional and technical associates, health care organization, educational institutions and government bodies in issues affecting the quality of care to the psychiatric patient at the state level.

Section 3 – Rules

The following rules shall conclusively bind the Chapter and all persons acting for or on behalf of it.

- a. No part of the net earnings of the Chapter shall ensure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Chapter shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law).

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- b. Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Chapter, dispose of all the assets of the Chapter to the American Psychiatric Nurses Association.
- c. The Chapter shall not adopt any practice, policy or procedure that would result in discrimination on the basis of age, race, sex, religion, national origin or handicapped condition.

**ARTICLE III
MEMBERSHIP**

Section 1 – Members

- a. “Regular” members shall be those individuals who are registered nurses, pay national APNA dues, and are engaged in pursuits that further the purposes of the Chapter. Members may vote, serve on committees and seek election to the board.
- b. “Student” members who are engaged in full or part time study in a nursing degree program and show evidence of student status, may be members of APNA at a reduced rate and may participate in this Chapter. They may not vote or seek election as officers but may serve on committees.
- c. Addition of: “Retired registered nurse” members shall pay dues at a reduced rate. These members may vote, seek election to the Board and serve on committees and task forces.

Section 2 – Voting Rights

Regular and retired registered nurse members shall be entitled to one vote on each matter submitted to a vote of the members.

Section 3 – Resignation

Any member may resign by failure to pay national dues.

**ARTICLE IV
MEETINGS OF MEMBERS**

Section 1 – Frequency

Regular meetings will be held a minimum of twice annually as determined by each regional group. One statewide meeting will be held annually, at a time to be determined by the President and the Board of Directors. A special meeting may be called by the president or upon request of five members of the organization.

Section 2 – Location

Location of the (took out “bimonthly”) meetings will be determined by the members of each regional group. The President and the Board of Directors will determine the location of the Board meetings and statewide annual meeting.

Section 3 – Notice of Meetings

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Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, either personally, or by electronic (or regular mail-by request), to each member entitled to vote at such meetings, not less than 14 nor more than 120 days before the date of such meeting, by or at the discretion of the Board.

Section 4 – Quorum

The members present at any meeting shall constitute a quorum

**ARTICLE V
OFFICERS**

Section 1 – Officers

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

Section 2 – Election and Terms of Office

The Nominating Committee will make recommendations and prepare a ballot that will be sent electronically or mailed by request to the membership no later than January 31st of each year. Elections will begin at the time the electronic ballots are sent and will end February 28th of each year. Election of Treasurer will take place in odd numbered years. Election for the President-Elect, and Secretary will take place in even numbered years. The term for each office will begin in Spring, immediately following their election, at the end of the PA Chapter conference. The term for the President, Secretary, and Treasurer will be two years.

In the event that the ballot is composed of all unopposed candidates, the Board may vote, representing the membership, to fill the offices.

Section 3 – Vacancies

A vacancy in any office because of death, resignation, or disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4 – Duties

The duties of the officers shall be as follows:

- a. The President shall be the executive officer and shall administer all business of the organization as provided for by the Governance Policies. The President shall serve for one year on the Board of Directors. The President shall be an ex-officio member of all committees except the Nominating Committee.
- b. The Immediate Past President shall serve for one year on the Board of Directors. The Immediate Past President shall perform the duties of the President in the event of the President's absence and shall serve after the election during the first year of the current Presidential term.

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- c. The President-Elect shall serve for one year on the Board of Directors. The President-Elect shall perform the duties of the President in the event of the President's absence and shall serve during the second year of the Presidential term.
- d. The Secretary shall be responsible for all Chapter mailings and electronic mail correspondence. The Secretary shall also be responsible for maintaining all Chapter minutes and reports.
- e. The Treasurer shall keep note of any receipts and disbursements of all monies received by the chapter. Compare this to the monthly financial reports sent every month by APNA Headquarters. Attends board meetings representing and guarding the financial interests of the chapter. Prepares and submits the Annual Chapter Financial Report (part of the Chapter Annual Report). Updates the [Chapter Information Form](#) with new signers to reflect the new Chapter Treasurer and Chapter President. Submits completed [disbursement requests](#) (signed by two authorized individuals) to APNA via chaptersupport@apna.org. The Treasurer is responsible for furnishing a financial report to the chapter at each meeting.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1 – General Powers

The affairs of the Chapter shall be managed by its Board of Directors.

Section 2 – Composition, Tenure, and Qualifications

The Board of Directors shall consist of the current officers of the Chapter, the out-going President, and one representative from each regional group. There will also be appointed board members who will chair standing committees.

Section 3 – Nomination and Election

Elections to the Board of Directors will not be necessary as all members have been previously elected or appointed to the respective positions.

Section 4 – Re-election to Office

Members of the Board of Directors will be re-elected based on re-election to their position as officers of the Chapter. No officer shall exceed two consecutive terms in any one office.

Section 5 – Regular Meetings

Meetings of the Board of Directors will be held as needed with a minimum number of meetings per year being four. These meetings may be face to face or by use of an online meeting room or telephone conference call, at the discretion of the President.

All regular meetings of the Board of Directors shall be open to any member of the APNA Pennsylvania Chapter. Only members of the Board may vote at Board meetings.

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Minutes must be recorded and approval of minutes from previous meetings may also take place.

Section 6 – Quorum

The members present shall constitute a quorum.

Section 7 – Vacancies

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

Section 8 – Compensation

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

**ARTICLE VII
COMMITTEES**

The Chapter will contain seven permanent committees: Finance, Advanced Practice, General Practice, Education, Membership, Governance Policies, and Nominating. Chairpersons on the permanent committees will be appointed by the President and will serve on the Board of Directors. The chairpersons will convene all other committees on an ad hoc basis.

**ARTICLE VIII
CONTRACTS, CHECKS, DEPOSITS, AND FUNDS**

Section 1 – Contracts

Per the APNA Bylaws (see excerpt below) only the Executive Director may sign a contract on behalf of APNA. Any chapter representative signing a contract without prior written authorization from the APNA BOD is acting outside the scope of their authority.

ARTICLE XI: Finances

Section 2. Contracts

The 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.

Unsigned contracts shall be forwarded to chaptersupport@apna.org for review.

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Section 2 – Checks, Drafts, etc

Chapter leadership will designate an individual who will have responsibility of the financial affairs of the Chapter and will work with APNA staff in exercising stewardship of the funds. APNA will maintain a separate account for the Chapter and will send reports to the Chapter leadership on revenues and expenses. APNA will not disperse any chapter funds without a written authorization from the Chapter. The Chapter may delegate the authority to one or more members of the Chapter to act on its behalf.

Section 4 – Gifts

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

**ARTICLE IX
BOOKS AND RECORDS**

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

**ARTICLE X
FISCAL YEAR**

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

**ARTICLE XI
AMENDMENT TO GOVERNANCE POLICIES**

Governance policy changes may be proposed by any APNA Pennsylvania Chapter member in good standing and submitted to the Governance Policies Committee. The Governance Policies Committee will review and present the endorsed changes to the Board of Directors. The Board of Directors will work with the Governance Policies Committee and grant final approval on changes to be voted on by APNA members by e-mail, mail ballot if requested or at the annual meeting.

December 1999
Revised February 2000
Revised May 2003
Revised September 2007
Revised January 2009
Revised January 2011
Revised February 2012
Revised March 2018
Revised July 2019