

AMERICAN PSYCHIATRIC NURSES ASSOCIATION

ALABAMA CHAPTER GOVERNANCE POLICIES

ARTICLE I

The name of the chapter shall be Alabama Chapter of the American Psychiatric Nurses Association.

ARTICLE II RULES

Section 1 – Not For Profit

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

Section 2 – Purposes

The purposes of the Alabama Chapter shall be consistent with those of the National body wherein Alabama Chapter of American Psychiatric Nurses Association will provide leadership for the purpose of advancing psychiatric mental health nursing practice, improving mental health care for the culturally diverse individuals, families, groups, and communities, while collaborating on the shaping of health policy for the delivery of mental health services throughout the state of Alabama.

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 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, or otherwise attempting to influence legislation, 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 provision of these bylaws, the Chapter shall not carry on 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).
- b. Upon 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 age, procedure that would result in discrimination on the basis of race, sex, religion, national origin or handicapped condition.

ARTICLE III

MEMBERSHIP

Section 1 – Members

Members shall be those individuals who are Registered Professional Nurses and Licensed Practical Nurses who are in good standing (financially active) on both the National and the State level, and who are engaged in activities/pursuits which promote the purposes, mission, and goals of the Chapter. Members (RN's) may vote, serve on committees and seek election to office. LPN's are considered affiliate members and as such receive all benefits of membership with the exception that they may not vote nor hold office. Affiliate members are those persons who are not RN's.

Section 2 –Voting Rights

Each member as stipulated in Section 1 shall be entitled to one vote on each matter submitted to a vote of the members provided they meet the criteria which allows them such a right.

Section 3 – Resignation

Any member who fails to pay dues and maintain active financial status has essentially resigned their membership and shall lose all rights of membership until such time as financial status in the organization changes to active.

ARTICLE IV MEETINGS

Section 1 – General Meetings

General meetings shall be bi-monthly (January, March, May, July, September, and November) and as called by the President when necessary.

Section 2 – Special Meetings

Special meetings are those meetings called by the President and/or the Board as necessary to conduct what is deemed urgent/emergent business which cannot wait until the general session. Communication of these meetings, are generally handled by phone.

Section 3 – Notice of Meetings

Written or printed notice which indicates the place, date and time of meetings shall be delivered either via e-mail, snail mail, facsimile, or telephone to each member entitled to vote at such meetings, not less than 14 nor more than 120 days prior to the date of the meeting. Such notice shall be by or at the discretion of the Board.

Section 4 – Quorum

A quorum shall be established following roll call with at least 2 officers and 3 active members being in attendance before any business matter can be voted upon.

ARTICLE V OFFICERS

Section 1 – Officers

The Alabama Chapter of Alabama Psychiatric Nurses Association shall have the following officers:

- President (elected)
- President Elect (elected)
- Secretary (elected)
- Treasurer (elected)
- Nominating Chair (appointed)
- Historian (appointed)
- Bylaws Chair (appointed)
- Education Chair (appointed)

Section 2 – Election and Term of Office

The President, President Elect, Secretary, and Treasurer shall be elected on the odd year. The President, President Elect, and Secretary shall serve a 2 year term and the Treasurer shall serve a 4 year term (continuity and stability). All officers shall be eligible for 2 consecutive terms in the same office if elected.

Committee Chairs shall serve two year terms consistent with the term of the Board except in the case of the Historian. The Historian may be a perpetual office if the Board so desires as a means of assuring accurate maintenance of Chapter historical data.

Section 3 – Vacancies

A vacancy in any office due to death, resignation, illness, disqualification, or otherwise, may be filled by the Board of Directors for the duration of the unexpired term.

Section 4 – Treasurer

She/he shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for monies due and payable to the Chapter from any sources whatsoever; deposit 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 in general perform, all the duties as from time to time may be assigned to her/him by the Board of Directors. The Chapter shall assure the Treasurer is bonded and all checks written on behalf of the Chapter shall require a minimum of 2 Officer's signatures (President or President Elect in addition to the Treasurer).

Section 5 – Removal of Officer(s)

Any Officer found to be derelict in the performance of the duties of their respective offices and/or not financially active shall be removed from office by the Board of Directors and the office filled in accordance with Section 3 and APNA shall be notified immediately. Any fraudulent, unethical, or questionable activity on the part of the individual officer is also grounds for removal from office if deemed to bring unfavorable publicity, criticism...to the Chapter and/or the National organization.

ARTICLE VI BOARD OF DIRECTORS

Section 1 – General Powers

The Board of Directors of the Alabama Chapter of the Alabama Psychiatric Nurses Association shall manage the affairs of the Chapter and assure compliance with the both the local and national bylaws.

Section 2 – Composition, Tenure, and Qualifications

The Board of Directors shall consist of the President, President Elect, Secretary, Treasurer, Immediate Past President, and appointed chairs as stipulated in Article V-Section 1. Tenure shall be consistent with term of office as stipulated in Article V-Section 2. Qualifications shall be consistent with the requirements of membership wherein the individual seeking to hold an office must be an active member who is an RN in good standing.

Section 3 – Nomination and Election

The Nominating Committee shall solicit nomination in April of the odd year and present a slate of candidates at the May meeting. Elections shall be held by secret ballot and Officers installed at close of this meeting to assume duties at the July meeting remaining consistent with the fiscal year of the organization.

Section 4 – Re-election to Office

No Officer may serve more than 2 consecutive terms in office. If a situation arises wherein no one else consents to serve, the Board would need to meet to determine the best course of action to include consulting with APNA and possibly amending the Bylaws with consent of the Chapter membership.

Section 5 – Regular Meetings

Board meetings will be held bimonthly on the same schedule as the general membership meetings however these will be held prior to the general membership meetings to solidify the agenda and discuss any business which may require action by the membership and explanation from members of the Board. These meetings may be conducted through online conferences, teleconferences or actual face to face meetings whichever is determined to be most appropriate by the President.

Section 6 – Quorum

Two – thirds (2/3) of the officers shall constitute a quorum and once established business may be conducted.

Section 7 – Vacancies

A vacancy occurring on the Board due to illness, death, resignation, or resignation shall be filled by the President through appointment following collaboration with the Board members. In the event the office of the President is the one vacated, the President Elect would assume these duties and appoint someone again after collaboration with the Board to fill the office of President Elect.

Section 8 – Compensation

Directors as such shall not receive any salaries for services rendered to Alabama Chapter of American Psychiatric Nurses Association. If expenses are incurred the Board member must present the original receipt, explanation of the purpose of the expense and a request for reimbursement form to the Treasurer. Any expenses in excess of \$20.00 require prior approval.

ARTICLE VII COMMITTEES

The Board of Directors will convene committees on an ad hoc basis. Standing committees shall be the following:

- Nomination
- Education
- Retention & Recruitment
- Audit
- Bylaws

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, & FUNDS

Section 1 – Contracts

The Board of Directors 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 – Checks, Drafts, Etc.

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 Chapter and one other officer being the President or the President or President Elect in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of the Treasurer, the Board of Directors shall appoint an agent to this duty such as the President and the President Elect as long as there are a minimum of two officer's signatures affixed to any instrument generated for payment from Chapter accounts.

Section 3 – Deposits

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

Section 4 – Gifts

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

Section 5 – Audit

The Audit committee as appointed by the Board of Directors shall audit the financial records at the close of each fiscal year and provide a written and oral report at the final meeting or no later than the initial meeting of the new fiscal year with written report to be maintained in Chapter records and copy submitted to APNA annually with year-end reports.

ARTICLE IX BOOKS AND RECORDS

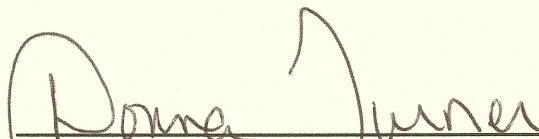
The Chapter shall keep correct and complete books and record of account and shall also keep minutes of the proceedings of its Board of Directors, and state wide and regional meetings.

ARTICLE X FISCAL YEAR

The fiscal year of the Chapter shall be consistent with that of APNA which is July 1-June 30.


ARTICLE XI AMENDMENTS TO BYLAWS

The Bylaws may be amended at a Chapter meeting, or at any special meeting duly called for the purpose of amending the Bylaws, by a majority vote of those present and voting, or by mail ballot supervised and counted at the meeting, providing notice of the propose amendment has been sent to the members at least thirty (30) days prior to the meeting. All proposed changes must include the rational for such changes.



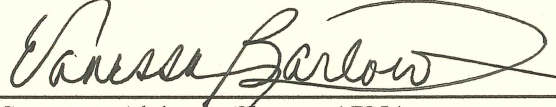
President Alabama Chapter APNA

4/12/2005
Date



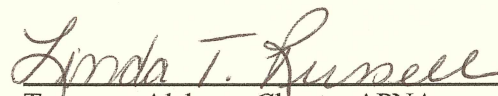
President Elect Alabama Chapter APNA

4-12-05
Date



Secretary Alabama Chapter APNA

4.12.05
Date



Treasurer Alabama Chapter APNA

4-12-05
Date

Authorized Agent APNA

Date

A true and correct original of the foregoing bylaws were filed in the National APNA office on this the _____ day of _____ 2005.

CORPORATE SEAL