

AMERICAN PSYCHIATRIC NURSES ASSOCIATION

GEORGIA CHAPTER GOVERNANCE POLICIES

ARTICLE I

The name of the chapter will be APNA, Georgia Chapter of the American Psychiatric Nurses Association.

Article II RULES

Section 1 - Not For Profit

The Chapter is organized under and shall operate as a Georgia 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 Georgia.

Section 2 - Purposes

The purposes of the chapter are:

- Promoting dynamic, value driven leadership in the area of psychiatric nursing
- Promoting quality psychiatric-mental health nursing care
- Developing and maintaining diversity within the Chapter
- Maintaining integrity and ethical practice of psychiatric-mental health nursing
- Facilitating and supporting multiple opportunities to foster dynamic interaction and participation among the membership
- Providing a variety of communication vehicles, to assist members in their growth and development as leaders and facilitate internal and external communications for the Chapter
- Providing learning and growth inherent in relationships, partnerships, and networks with advocacy, consumer and other professional groups
- Maintaining careful allocation and prudent stewardship of the Chapter's resources

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, 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 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 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

a. Members shall be those individuals who are registered nurses, pay national dues, and are engaged in pursuits, which further the purposes of the Chapter. Members 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 - Resignation

Any member may resign by failure to pay national dues.

ARTICLE IV MEETINGS OF MEMBERS

Sections 1, 2, and 3 should be identified according to established structure of the Chapter.

Section 4 - Notice of Meetings

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

Section 5 - Quorum

The members present shall constitute a quorum.

ARTICLE V OFFICERS

Section 1 - Officers

The Board of Directors shall be composed of the President, Treasurer, and Secretary who are elected as the officers of the Chapter.

Section 2 - Election and Term of Office

All Officers, except the President, shall be elected by mail ballot prior to the annual meeting of the members. The President-Elect shall automatically succeed to the Presidency. The President and President-Elect shall not be a candidate for any Association office while servicing in their respective offices. Other Officers 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. The President and President-Elect shall hold office for a term of one (1) year. The Treasurer and Secretary 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 3 - Vacancies

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

Section 4 - Treasurer

She or 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 incident to the office of Treasurer and such other duties as from time to time may be assigned to her or him by the Board of Directors.

Section 5 - Removal of Officer (s)

ARTICLE VI BOARD OF DIRECTORS

Section 1 - General Powers

Its Board of Directors shall manage the affairs of the Chapter.

Section 2 - Composition, Tenure, and Qualifications

The affairs of the Chapter shall be managed by its Board of Directors. The Board of Directors of the Chapter shall be composed of four (4) elected members, including the President, President-Elect, Treasurer, and Secretary. 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. All Officers and Directors, except the President and President-Elect shall hold office for a two (2) year term. The President and President-Elect shall hold office for a one (1) year term. All Directs 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 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 Directors reflective of the membership.

Section 3 - Nomination and Election

Two candidates for each vacant position on the Board of Directs shall be offered to the membership via a mail ballot. 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 Directors will be installed at the annual business meeting.

Section 4 - Reelection to Office

An individual may serve as a member of the Board of Directors for only tow consecutive terms regardless of office. Except for the President and President-Elect who shall serve in their offices for their 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 5 - Regular Meetings

A regular meeting of the Board of Directors shall be held at the same time as the Annual Convention. Other regular meetings shall be scheduled at the time of the Annual Convention. Board meeting shall be open to the Membership.

Section 6 - 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 7 - Vacancies

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

Section 8 - 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 therein contained shall be construed to preclude any director from serving the Chapter in any capacity.

ARTICLE VII

COMMITTEES

The Board of Directors will convene committee on an ad hoc basis (Nomination and Education Committees will be strongly suggested).

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 same of and on behalf of the Chapter and such authority may be general or confined to specific instances.

Section 2 - 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 Treasurer of the chapter and 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.

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 purpose of for any special purpose of the Chapter.

ARTICLE IX BOOKS AND RECORDS

The Chapter shall keep correct and complete books and records 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 July 1 - June 30.

ARTICLE XI AMENDMENT TO BYLAWS

These 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 proposed amendment has been sent to the members at least thirty (30) days prior to the meeting.