

APNA Arkansas Chapter Governance Policies (Formerly Bylaws)  
(Adopted September 29, 2013)

**ARTICLE I: NAME**

The name of the association shall be the American Psychiatric Nurses Association – Arkansas Chapter, hereinafter APNA-AR”.

**ARTICLE II: PURPOSES**

**Section 1. Not for profit status**

APNA-AR is organized under and shall operate under the National American Psychiatric Nurses Association’s 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 Arkansas.

**Section 2. Mission**

Mission Statement: To unite, support, educate, and enhance the professional identity of all levels of psychiatric nursing in rural and urban Arkansas, while promoting and advocating for excellence in mental health care and recovery.

The purposes of the Chapter are to:

- Promote the professional practice of Psychiatric nursing as a specialty
- Provide a forum for networking and peer support among psychiatric nurses
- Collaborate with groups of influence to shape health policy and improve the delivery of mental health services, and
- Encourage the generation and dissemination of psychiatric nursing research.

APNA-AR shall accomplish goals via its Board of Directors, Committees, and its general membership. APNA-AR will form collaborative relationships with other nursing professional groups and other mental health disciplines.

**Section 3. Rules**

The 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 be distributable to its members, directors, officers, or other private persons. The Chapter may authorize reasonable compensation for services rendered and make distributions for the purposes set forth herein as approved by the Board of Directors.
- b. The Chapter shall not participate in carrying on of propaganda or otherwise attempting to influence legislation and the corporation, or intervene in any political campaign on the behalf of any candidate for public office.
- c. Upon the dissolution of the Chapter, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Chapter, dispose of the assets of the Chapter to the American Psychiatric Nurses Association.
- d. The Chapter shall not adopt any policy or practice which would result in the discrimination of any person.
- e. Chapter members may not use the APNA-AR endorsement except as approved by the Board of Directors.

## **ARTICLE III: MEMBERSHIP**

### **Section 1. Members**

Members of APNA-AR shall:

- a. Be registered nurses who are current in their payment of APNA Regular or Retired member national dues;
- b. Reside in Arkansas
- c. Be engaged in pursuits that further the purposes of the APNA-AR chapter.

Members may vote, serve on committees, and seek election to the Board of Directors. Student members can serve on committees and participate in chapter activities.

### **Section 2. Voting**

Each regular and retired member shall be entitled to one vote on each matter submitted to the members of APNA-AR.

Students who are not regular members may not vote.

### **Section 3. Resignation**

Any member may resign from APNA-AR by submitting a letter of resignation to the Chapter President or by not paying national dues.

### **Section 4. Reinstatement**

A thirty (30) day reinstatement period is allowed for late payment if a member does not receive notice or pay by their expiration date. Any former member who meets the requirements necessary to be a member in good standing of APNA and the Arkansas Chapter may rejoin the Chapter by writing to the Chapter President and asking to be reinstated.

## **ARTICLE IV: MEETINGS OF MEMBERS**

### **Section 1. Annual Meeting**

An annual meeting of APNA-AR members shall be held at a time and place selected by the Board of Directors for the purpose of installing new officers, receiving reports, and transacting other business as may come before the meeting.

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

No less than 2 general membership meetings will be held each year.

### **Section 3. Special Meetings**

Special meetings of the members may be called by the Presidents or majority of the Board of Directors, or by not less than one half of the regular members who have voting rights. One month advanced notice by email must be given to all members, including the purpose of the meeting. No business other than that specified in the notice may be transacted at any special meeting. These meetings shall rotate forms of communication and locations when possible.

### **Section 4. Quorum**

At least ten percent (10%) of the members who have voting rights shall be present or represented by proxy statement at any properly called meeting in order to constitute quorum.

### **Section 5. Meeting Conduct**

Proceeding will be guided by Roberts Rules of Order.

### **Section 6. Chairman**

The President shall preside as Chairman at all meetings of the voting membership. IN the absence of the President from any meeting of the voting members, the President Elect shall serve as temporary Chairman.

### **Section 7. Minutes**

Full minutes of each meeting of the voting membership shall be recorded by the Secretary, containing results of the deliberations of the voting members.

### **Section 8. Communication**

Members of the Board of Directors or any committee thereof may participate in meetings by means of telephone conference or other communications technology of which all participating therein are able to hear. Participation by such means shall constitute presence at the meeting. General communication for the Board (between regular meetings) may include use of e-mail, telephone texting, and use of the APNA Member Bridge.

## **Article V. Board of Directors**

### **Section 1. General Powers**

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

### **Section 2. Composition of Board of Directors and Terms of Office**

The Board of Directors shall be composed its officers, to include the President, President-elect, Secretary, Treasurer, and Past President, and a minimum of three (3) and no more than five (5) members-at-large.

### **Section 3. Officers and Duties**

The officiating structure of the Chapter shall consist of the President, President-elect, Secretary, Treasurer, and the immediate Past President.

- a. President: The president shall be the executive officer and shall administer all business of the Chapter as set forth in the Bylaws; prepare and submit to APNA National Office the Annual Report of the Chapter, as prescribed in National "Chapter Resources."
- b. President-elect: The president-elect shall perform duties of the president in the absence of the president.
- c. Past President: The immediate past president shall be an ex-officio, non-voting senior advisor and shall direct the functions of the Nominating Committee.
- d. Secretary: The Secretary shall keep the minutes of the meetings of the Board of Directors and be custodian of the Chapter records; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law.
- e. Treasurer: The treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; prepare an annual Income-and-Expense Statement each fiscal year, as part of the president's Annual Report to APNA.

#### **Section 4. Members-at-large**

Three (3) to five (5) members in good standing with APNA will serve on the Board of Directors. Insofar as possible, the members-at-large shall reflect the membership in terms of geography, gender, racial diversity, level of practice, and professional experience. Members-at-large shall endeavor to represent the membership, sharing responsibilities with officers to work on program planning, recruitment, retention, public relations, education and public policy activities/issues.

#### **Section 5. Terms of Office**

The term for each position shall begin in September, immediately following election. The terms for president, president-elect, and immediate past-president shall be one (1) year. The president-elect shall automatically succeed to the presidency and the president shall automatically succeed to the immediate past-presidency; therefore the full individual commitment to the presidency is three (3) years. The terms for treasurer, secretary, and members-at-large shall be two (2) years.

#### **Section 6. Nomination to the Board**

The Nomination Committee shall be appointed by the Board. The Committee will consist of the immediate past president, who will serve as Chair, and two active APNA-AR members who are familiar with its purpose and elected positions. The Chair will solicit nominations via e-mail for open positions no later than July 1st for thirty (30) days.

- a. Recommendations for nominations can come from Committee members themselves or from other members, after verifying the candidate's interest and availability.
- b. Candidates must have been APNA-AR members for the past year. Exceptions may be approved by the Board.
- c. Candidates will then submit bios, including their past participation in Psychiatric/MH Nursing and APNA-AR.

#### **Section 7. Election to the Board**

The committee will present their nominations to the Board for approval and then prepare a ballot with bios to be e-mailed to all members in good standing no later than August 1<sup>st</sup>. Elections will begin at the time the electronic ballots are sent and will end August 31<sup>st</sup>.

- a. Election for Secretary will take place in odd-numbered years.
- b. Election for Treasurer will take place in even-numbered years.
- c. Elections will be staggered so that one (1) or more experienced officers and at least two (2) of the members-at-large are retained each year.
- d. The President, President-elect, and immediate Past President shall serve in their offices for the required term only and may not seek reelection to the Board of Directors for a period of five years.
- e. No officer or member-at-large shall exceed two consecutive terms in any one office. After completing two consecutive terms, an individual may not seek election to another office until one year has elapsed.

#### **Section 8. Vacancies**

If a vacancy arises on the Board due to any reason including death, resignation, disqualification, or removal, the remaining board members may elect 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 is filled by the annual Chapter election.

### **Section 9. Removal from Office**

Any officer or board member may be relieved of their duty by the Board of Directors whenever, in the judgment of the majority of the Board, the best interests of the Chapter would be served thereby.

## **Article VI: Committees**

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

The Nominating Committee shall be appointed by the Board of Directors. The committee will be chaired by the immediate past-president who shall serve as an ex officio, non-voting member of the committee, and a minimum of two active APNA-AR members in good standing who are familiar with its purpose and elected positions. The Nominating Committee shall set forth the nomination and election process set forth in Article V, Sections 6 and 7.

### **Section 2. Other Committees**

Other committees and task forces shall be appointed and convened by the Board of Directors on an ad hoc basis consistent with the goals of the Chapter. The committees will consist of a Chair, who will be a Board of Director Member-at-Large, and at least two additional members appointed by the Board of Directors.

- a. Legislative Committee: The Legislative Committee shall lead the legislative advocacy and collaborative efforts and monitor pending State and Federal issues.
- b. Program Committee: The Program Committee shall arrange for and coordinate the program and educational activities for the Annual and Special meetings of the membership as requested by the Board.
- c. Membership Committee: The Membership Committee shall promote the recruitment and retention of both RN and APRN members.

## **Article VII. Funds**

### **Section 1. Fund Management**

All funds of the Chapter shall be deposited in such banks, trust companies, or other depositories as the Board of Directors may select. There shall be two signatures on the Chapter's financial account.

### **Section 2. Expenditures**

Any significant expenditure shall require timely approval of the Board of Directors members.

### **Section 3. Checks**

The Treasurer of the Chapter shall sign all checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Chapter. In the absence of the Treasurer, the Board of Directors shall appoint a Board Member to carry out this duty.

### **Section 4. Gifts**

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

**Section 5. Dues**

There will be no additional dues required to be a member of the Arkansas Chapter of APNA. All APNA members residing in Arkansas will be considered chapter members.

**Article VIII. Books and Records**

The Chapter shall keep accurate and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, Chapter, and Regional meetings.

**Article IX. Fiscal Year**

The fiscal year of the Chapter shall coincide with that of the National Association: January 1st through December 31st, so that 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**

Changes to Chapter Bylaws may be proposed by any APNA-AR member and submitted to the Board of Directors, who may determine the need for an Ad Hoc Bylaws Committee to review and present endorsed amendments. The proposed changes to the Bylaws shall be posted on the Chapter web page and notice of such posting sent via e-mail to all members. Thirty (30) days shall be allowed for the membership to review the proposed amendments and submit comments/questions. These Bylaws may be amended at a chapter meeting or at any special meeting duly called for the purpose of amending the Bylaws.

SJ/board approved

4/10/14

Final Posted 4/21/14