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APNA California Chapter Governance Policies (Formally Bylaws) (As Amended, Revision Date: March 6, 2018)

The name of the chapter will be the American Psychiatric Nurses Association, California Chapter (abbreviated APNA, California Chapter).

Article II -- Not for Profit Status, Purposes and Rules

Section 1. Not for Profit

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

Section 2. Purposes

The purposes of the chapter are:

- a. Provide a mechanism to fulfill the purposes of APNA membership in California.
- b. Provide a vehicle/forum/mechanism for networking and peer support among psychiatric nurses in California.
- c. Support professional development and education for members.
- d. Collaborate and advocate with groups to influence public and health care policy for the provision of mental health services.
- e. Encourage the generation and dissemination of psychiatric nursing research.

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 inure 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 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 the behalf of any candidate for public office. Notwithstanding any other provision of these bylaws, the Chapter shall not carry on any other activities that are not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954.
- b. 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.

- c. The Chapter shall not adopt any policy or practice which would result in the discrimination of any person.

Article III -- Membership

Section 1. Members

- a. Members in good standing shall be those individuals who are registered nurses, are current in their APNA national dues payment, reside in California, and abide by the Bylaws of the national Association and the California Chapter.
- b. Members in good standing 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 from the APNA, California Chapter by submitting a letter of resignation to the Chapter President or simply by discontinuing payment of national dues.

Section 4. Reinstatement

Any former member whose APNA dues are current and who meets the requirements necessary to be a member in good standing of APNA and the California Chapter may rejoin the Chapter by informing the Chapter President.

Article IV -- Meetings of Members

Section 1. Annual Meeting

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

Section 2. Regular Meetings

Periodic regular meetings of the Chapter may be held, and will be determined by the Board of Directors.

Section 3. Special Meeting

A special meeting of the members may be called either by the President or a majority of the Board of Directors, or by not less than one-half of the members having voting rights. One-month advance notice by e-mail must be given to the membership.

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Section 4. Place of Meeting

The Board may designate any appropriate place as the place of the meeting for any annual, regular or special meeting.

Section 5. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered by email notification to each member entitled to vote, not less than 14 nor more than 90 days before the date of such meeting. When email is not available, notification shall be delivered by USPS mail. In 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, prepaid postage. Any member may waive notice of any meeting.

Section 6. Quorum

The members present shall constitute a quorum.

Article V -- Officers, Elections and Terms of Office

Section 1. Officers

- a. Composition Officers of the California Chapter shall include the President, President-Elect, Immediate Past-President, Secretary, Treasurer, and three or more Members-at-Large.
- b. President. The President shall be the principal executive officer of the Chapter and shall in general supervise and control all of the affairs of the Chapter. He or she shall preside at all meetings of the Board of Directors and shall be the Chairperson of the Board. The President may sign, with the Secretary or any other proper officer of the Chapter authorized by the Board of Directors, any contracts which the Board of Directors has authorized to be executed. In addition, the President shall prepare and submit to APNA Headquarters an Annual Report of the Chapter as prescribed by APNA Bylaws. The President also shall perform all duties as may be prescribed by the Board of Directors from time to time.
- c. President-Elect. In the year prior to becoming the Chapter's next President, the President-Elect shall attend Board meetings to observe how the Chapter functions, become thoroughly familiar with all Chapter affairs, and develop working relationships with Chapter officials throughout the state. 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.
- d. Immediate Past President. The primary responsibility of the Immediate Past President shall be to serve as a senior advisor and counselor to the President and Board of Directors. In addition, the Immediate Past President shall serve as chair of the Nominating Committee, whose responsibilities include: sending out the annual Call-for- Nominations letter to Chapter members, organizing a slate of candidates for the election of officers, and preparing election materials such as ballots and candidates' statements.

- e. 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 Chapter records; in general perform all duties incident to the office of Secretary; and shall perform all duties as may be prescribed by the Board of Directors from time to time.
- f. Treasurer. The Treasurer shall have charge and custody of and be responsible for all financial matters of the Chapter including: receiving and giving receipts for moneys due and payable to the Chapter from any sources whatsoever; depositing 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 preparing an annual Income-and-Expense Statement for the fiscal year, as required for the President's Annual Report to APNA Headquarters. Specific duties shall include but not be limited to:

1. Banking. Deposit checks from advertisers. Deposit donations to Ann Wilkinson Award Fund. Reimburse Board members for National and State Conference expenses. Provide payment for APNA CA BRN provider number every two years. Record all deposits and checks in Quicken. Reconcile checking account monthly. Store banking records electronically.
2. State Conference. Prepare Conference Budget for Chair(s). Check e-mail daily for registration fees that come in through PayPal. Transfer fees electronically from PayPal to Chapter bank account. Pay conference expenses – lunch, snacks, syllabus photocopying if needed. Pay for Board of Directors' dinner. Reimburse President and President-elect for expenses – prepare and send reimbursement letter and check; store receipts electronically. Prepare Conference financial report for Board.
3. Area Rep Reimbursement – Roundtables. Reimburse Area Reps for expenses – prepare and send reimbursement letters and checks; store receipts electronically.

The Treasurer shall perform all duties incident to the office of Treasurer and other duties as from time to time may be assigned by the Board of Directors.

- g. First Member-at-Large. The First Member-at-Large shall serve as chairperson of the Bylaws Committee, whose responsibilities include: being thoroughly familiar with all Chapter bylaws; standing ready to advise the Board on the details of individual bylaws at Board meetings; preparing Bylaws Amendment Ballots for amendments approved by the Board, mailing such ballots to members, and tallying and reporting the results of the vote; making timely updates to the Chapter Bylaws to incorporate Amendments passed by vote of the membership; and providing updated copies of the Chapter Bylaws to fellow Board members and other Chapter members who may request them. In addition, the First Member-at-Large shall serve on the Nominating Committee and perform other duties as prescribed by the Board of Directors from time to time.
- h. Second Member-at-Large. The second Member-at-Large or any member in good standing may be appointed by the Board to chair the Area Representative Committee. An additional Board

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member may be appointed by the Board as co-chair as deemed necessary in order to coordinate communication with members via Area Representatives. As chair of the Area Representative Committee, the Second Member-at-Large and co-chair if appointed will work with the Board and the Area Representatives on program planning, recruitment and retention activities and perform other duties as prescribed by the Board of Directors from time to time.

- i. Additional Members-at-large: At the discretion of the Chapter Board of Directors, additional Member-at-Large officers may be added to the Board. The responsibilities of the additional MALs address needs identified by the Board as leadership roles that are most appropriately accomplished through coordination and communication at this level of chapter governance. The additional officers are selected from MAL candidates in the annual Board election. In order to qualify, MAL candidates must be selected by at least 50% of the vote in the most recent election.

Section 2. Election and Terms of Office

a. Terms of Office.

1. Members of the Board of Directors may only serve two consecutive terms to the same office. All officers 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 one year.
2. The term of office shall begin at the close of the annual meeting in the year of the election.
3. Only one office may be held by the same person at any one time, except that any Board Member may serve in an additional office on an "acting" basis for the purpose of filling a temporary vacancy.
4. If a vacancy arises on the Board, the remaining Board Members may choose 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 gets filled by the annual Chapter Election.

b. Election to Office

1. An annual election of officers for the Chapter shall be held each year according to a schedule that ensures that newly elected officers can be installed at the fall Chapter meeting. This meeting may be held at any reasonable location chosen by the Board, but the preferred venue shall be the special session for state chapters at the Annual APNA National Conference.
2. All officers shall be elected by ballot. Electronic balloting shall be the preferred method of balloting; however a mail ballot shall be made available for any member who requests it.

- a. Ballots shall be sent to members on or about 60 days prior to the fall Chapter Meeting. The Board shall allow 30 days for return of the ballots, and specify this date in the ballot instructions.
- b. The Board's designated election officials shall tally all ballots and shall report the election results to the President and other Board members at least 3 days prior to the fall Chapter meeting.
- c. Removal from Office.
Any officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the Chapter would be served thereby.

Section 3. Vacancies

A vacancy in any office may be filled by the Board of Directors for the unexpired portion of the term, except for a vacancy in the office of Immediate Past-President, which shall remain vacant until the next scheduled election. Any member filling an unexpired term for more than one-half the term shall be considered to have served one term.

Section 4. Board of Directors

- a. The elected officers of the APNA, California Chapter are the Board of Directors.
- b. Board Meetings. A regular meeting of the Board of Directors shall be held at the same time as the Annual Meeting. During the year, there shall be at least one other regular meeting of the Board, which may be scheduled at the time of a Chapter meeting part of the regular Board. Meetings shall be open to the membership.
- c. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

Article VI -- Committees

Compensation. Directors shall not receive any salaries for their services.

The Chapter shall have both standing and ad hoc committees. Standing committees shall be those which form part of the permanent organizational structure of the Chapter. Ad hoc committees shall be those which may be formed to serve a temporary purpose, after which they may be dissolved.

Section 1. Standing Committees

The standing committees shall be the Bylaws Committee, the Nominating Committee, the Program Committee, the Legislative Committee, and the Advanced Practice Committee.

- a. Bylaws Committee. The Bylaws Committee shall consist of the First Member-at-Large and, optionally, one other Chapter member. The First Member-at-Large shall serve as the Chairperson of the Bylaws Committee. The Board, at its discretion, may appoint one other

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member in good standing to serve on the Bylaws Committee concurrently with the term of the First Member-at-Large.

- b. Nominating Committee. The Nominating Committee shall consist of the Immediate Past-President, the First Member-at-Large, and one appointed Chapter member. The Immediate Past-President shall serve as the Chairperson of the Nominating Committee. One member in good standing shall be appointed by the Board to serve as a member of the Nominating Committee concurrently with the term of the Immediate Past President and may be reappointed to serve 2 consecutive 1-year terms. The Nominating Committee shall make recommendations for filling the impending vacancies of officer positions and members of standing committees to the Board of Directors. These recommendations shall include suggestions and advice from the membership. After the Board of Directors approves the slate, the Nominating Committee shall prepare a ballot, mail the ballot to all members in good standing, and arrange for the tally of the results.
- c. Legislative Committee. The Board may appoint a Legislative Committee to spearhead the legislative advocacy efforts of the Chapter. The Committee shall consist of a Chairperson and other members in good standing appointed by the Board. Duties of the Chairperson shall include: monitoring the APNA national web site for legislative Action Alerts, keeping abreast of pending California state and federal legislation that could affect psychiatric nursing practice and/or consumer access to mental health care, apprising the President and other Board Members in a timely way about Action Alerts and other opportunities to engage in legislative advocacy relevant to the purposes of the Chapter, and helping to inform all Chapter members about pertinent legislative issues by writing articles for the Chapter newsletter and web site.
- d. Advanced Practice Committee. The Board may appoint an Advanced Practice Committee to address contemporary advanced practice issues, with the main focus being practice in the state of California. The Committee shall consist of a Chairperson and other members in good standing. The Chairperson shall be appointed by the Board, and shall actively recruit and appoint other members to the Committee with approval by the board. The appointments shall be for a term of 2 years, but may be extended by reappointment an indefinite number of times. Duties of the Chairperson shall include: a) actively leading discussion of contemporary advanced practice issues among Committee members (by email or other means); b) taking the leadership role in formulating an agenda and action items for the Committee to pursue; c) stewarding those action items to completion, and reporting the Committee's progress to the Chapter President and other Board Members prior to all Board Meetings. All Committee members shall be responsible for keeping abreast of new or evolving advanced practice issues, actively contributing to discussion of those issues within the Committee, formulating and recommending position statements for endorsement by the Chapter Board, engaging in activism to advocate for those positions, and helping to keep other Chapter members informed on these issues and positions by writing articles for the Chapter Newsletter.
- e. Conference Committee. The Board may appoint a Conference Committee, responsible for planning and implementation of the APNA Annual California State Conference. This includes: a) preparing a conference agenda and brochure; b) preparing and sending letters of confirmation (receipts) of registration fees; c) maintaining a spreadsheet of registrants to be

- used as BRN and APNA sign-in sheet at the Conference; d) handling registration and sign-in at the Conference; preparation of certificates; e) CE Provider coordination; f) maintain electronic records required by BRN, APNA, ANCC, and BBS such as a flyer, course objectives, speaker bios or CVs and handouts, sign-in sheet, certificates of successful completion, and course evaluations. The Chairperson – Director of Educational Activities shall be appointed by the Board, and shall actively recruit and appoint other members to the Committee with approval by the board. The appointments shall be for a term of 2 years, but may be extended by reappointment an indefinite number of times. Duties of the Director of Educational Activities shall include: coordinating and supporting educational events throughout the California chapter; chairing the Conference Committee; and preparing renewal application for APNA CA Chapter BRN Provider Number every two years. The Committee chair will report to the Board of Directors prior to or during scheduled Board meetings.
- f. Area Representative Committee. The Board may appoint an Area Representative Committee to coordinate local and statewide educational and professional activities with members through Area Representatives. Committee membership will include all Area Representatives in good standing. The Second Member-at-Large or any member in good standing may be appointed by the Board to chair the committee. A Co-chair may be appointed by the Board as deemed necessary in order to meet the needs of the chapter. The Committee Chair will share responsibility for working with the Board and the Area Representatives to identify local needs of members, plan and coordinate activities across the state chapter. The Committee Chair will report to the Board of Directors prior to or during scheduled Board meetings.
- g. Communications Committee. The Board may appoint a Communications Committee which will be responsible for developing and maintaining all relevant forms of communication with California Chapter members including but not limited to the California Chapter website, email, text messaging, and social media such as Facebook. The Third Member-at-Large or any member in good standing may be appointed by the Board to chair the Communication Committee. Additional committee members may be recruited and appointed by the Committee Chair with approval of the Board. The Committee chair will report to the Board of Directors prior to or during scheduled Board meetings.
- h. The Board may appoint a Fund Acquisition Committee which will work conjointly with the Conference Committee and Communications Committee to identify and coordinate activities which generate revenue for the chapter. The Fourth Member-at-Large or any member in good standing may be appointed by the Board to chair the Fund Acquisition Committee. Additional committee members may be recruited and appointed by the Committee Chair with approval of the Board. The Committee chair will report to the Board of Directors prior to or during scheduled Board meetings.

Section 2. Other Committees

The Board of Directors, as the need arises, may appoint ad hoc committees or task forces in order to carry on the work of the Chapter. These committees will report to the Board of Directors in a timely fashion.

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Article VII -- Contracts, Checks, Deposits and Funds

Section 1. Contracts

The Board of Directors may authorize any Chapter Board Member to enter into any contract, with the approval of the membership, or execute and deliver any instrument in the name of and on behalf of the Chapter. 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 the Treasurer of the Chapter. In the absence of the Treasurer, the Board of Directors shall appoint a Board Member to carry out this duty.

Section 3. Deposits

All funds of the Chapter shall be deposited in a timely fashion 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, or bequest, or device for the general purpose of or for any special purpose of the Chapter.

Section 5. Dues

The Board of Directors may determine the amount of dues.

Section 6. Restriction on Use of Chapter Funds

Chapter funds shall not be used to reimburse Board members' expenses nor any other member's expenses of attending any conference or continuing education program, including APNA-sponsored conferences and the Chapter's own continuing education programs, unless the chapter as whole benefits from the member or members attendance at the conference or educational program. Such funds may be used only upon approval by majority of the chapter board.

Section 7. Business Travel on Behalf of Board Members

All business travel by Board members on behalf of APNA California Chapter must be pre-authorized by the President. In the President's absence, travel may be authorized by the President Elect. Travel funds may be authorized by the Treasurer in the absence of the President and President Elect.

Article VIII -- 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, statewide and regional meetings.

Article IX -- Fiscal Year

The fiscal year of the Chapter shall be the same as that of the national Association, so long as the Chapter chooses to maintain its non-profit status under the umbrella of the Association's group tax exemption with the IRS. In this way, 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

Chapter Bylaws may be amended by mail-in ballot only, supervised and counted by at least two Board members or two other members duly appointed by the Board. The Ballots must be mailed sent to members at least 30 days before the deadline for casting votes and the deadline date must be clearly specified on the ballot. To be counted, the completed ballot must be postmarked received not later than the specified deadline.

Bylaws postmarked or received electronically later than the specified date shall not be counted.

Article XI -- Privacy of Member Information

The Chapter in general and Board of Directors in particular shall take reasonable steps to protect the privacy of member information such as: home address, E-mail address, and phone and FAX numbers.

Section 1. Mailing Lists

The Chapter shall not sell mailing lists of members to outside organizations. However, the Board may provide mailing labels with member's names and addresses to allied organizations to help publicize programs the Board feels would be of interest to members.

Section 2. E-mail Addresses

The Chapter shall not sell members' e-mail addresses to outside organizations, nor publish any member's e-mail address without that member's express permission.

Section 3. Phone & FAX Numbers

The Chapter shall not sell members' phone or FAX numbers to outside organizations, nor publish any member's phone or FAX number without that member's express permission.

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