

APNA Florida Chapter Governance Policies (Formerly Bylaws)

October 2015

ARTICLE I NAME

The name of the chapter will be the APNA Florida Chapter (hereinafter the “Chapter”).

ARTICLE II RULES

Section 1 – Corporate Status: The Chapter is an unincorporated, internal division and chapter of the American Psychiatric Nurses Association (hereinafter “APNA” or the “Association”). Chapter is not an independent or separate corporate entity.

Section 2 – Purpose: The purpose of the Chapter is to support the mission of the APNA, which is to provide leadership to promote psychiatric-mental health nurses, improve mental health care for culturally diverse individuals, families, groups, and communities, and shape health policy for the delivery of mental health services. The Chapter shall carry out activities on behalf of all APNA members in the state of Florida.

Section 3 – Rules: The following rules shall conclusively bind the Chapter and all persons acting for or on behalf of it:

- a. APNA is organized exclusively for charitable, educational and scientific purposes, including, for such purposes, the making of distributions to organizations except from federal income tax under Internal Revenue Code Section 501(c)(3). As an internal division of APNA, the Chapter is included under the umbrella of APNA’s tax-exempt status and must comply with the following rules:
 - i. No part of the net earnings of the Chapter shall ensure 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.
 - ii. 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 the 1954 (or 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).
 - iii. 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.

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b. Upon dissolution of the Chapter, the Chapter Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the Chapter, dispose of all the remaining assets of the Chapter to APNA.

c. The Chapter shall not adopt any practice, policy or procedure that would result in discrimination on the basis of age, race, gender, religion, national origin, sexual orientation or handicapped condition.

ARTICLE III CHAPTER MEMBERSHIP

Section 1 - Eligibility: In order to be a member of the Chapter, an individual must be a member in good standing of APNA. The terms and conditions of membership in APNA are as set forth in the APNA Bylaws.

Section 2 - Termination of Membership: Chapter membership shall be suspended or terminated if a Chapter member is suspended or terminated from APNA membership.

ARTICLE IV MEETINGS OF CHAPTER MEMBERS

Section 1 – Frequency of meetings: There will be a minimum of two meetings per year for all Chapter members to attend. These meetings will be open to all APNA members residing in the state of Florida.

Section 2 – Location of meetings: The meetings will be held at the Chapter Annual Conference and the APNA Annual Conference. An annual meeting of the Chapter members shall be held each year at a time and place selected by the Chapter Board of Directors for the purpose of receiving reports of the Chapter Board of Directors and Committees, and transacting other business as may come before the meeting. Any additional meetings may be called at the discretion of the Chapter Board of Directors.

Section 3 – Procedure of Meetings: Robert’s Rules of Order shall govern all meetings.

Section 4 – Notice of Meetings: Written or printed notice stating the place, day and hour of any meeting of members shall be delivered, whether personally or by mail (including electronic mail) to each member entitled to vote at such a meeting not fewer than ten days or more than sixty days before the date of the meeting.

Section 5 – Chairman: The Chapter President shall preside as Chairman at all meetings of the voting membership. In absence of the Chapter President from any meeting of the voting members, the Chapter President-Elect shall serve as temporary Chairman.

Section 6 – Quorum: The members present shall constitute a quorum.

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Section 7 – Minutes: Full minutes of each meeting of the voting membership shall be recorded by the Chapter Secretary, or designee appointed by the chair in the Chapter Secretary’s absence, containing results of the deliberations of the voting membership.

ARTICLE V OFFICERS

Section 1 – Board of Directors: The Chapter Board of Directors is made up of a minimum of nine individuals, including the President, President-Elect, Secretary, Treasurer, Media Coordinator, Immediate Past President and a minimum of three Members-at-Large. All Chapter Board members must reside within the state of Florida and must be a member in good standing with APNA. It shall be the Chapter Board of Directors’ duty to carry out the objectives and purposes of the Chapter, and to this end the Chapter Board of Directors may exercise all powers of the Chapter. The Chapter Board of Directors shall manage the affairs of the Chapter. The Board shall report annually to the membership on the progress of the chapter in fulfilling its purposes and on the finances of the chapter.

Section 2 – Election and Term of Office:

a. Election to Office:

1. The Chapter may have a Nominating Committee which shall include two elected members and the Immediate Past President. 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 Chapter Board of Directors reflective of the membership.
2. Nomination of the Chapter Board of Directors shall be held annually.
3. Ballots will be distributed via mail (including electronic mail) as soon as reasonable, and returned by the end of May.
4. Members of the Board of Directors shall be elected by majority vote of participating members.
5. Members of the Chapter Board of Directors shall be announced on the APNA website.

b. Term of Office:

1. The President, President-Elect, Immediate Past President, and the Nominating Committee elected members shall hold office for a one-year term.
2. The Secretary, Treasurer, Media Coordinator and Members-at-Large shall hold office for a two-year term.
3. The Treasurer, Media Coordinator and up to two Members-at-Large shall be elected for a term to begin in even years.
4. The Secretary and up to three Members-at-Large shall be elected for a term to begin in odd years.

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5. An individual may serve as a member of the Board of Directors in the same office for only two consecutive terms. After serving two consecutive terms in the same office, an individual may not seek election for any other office until one year has elapsed. This rule may be waived in the event of an open seat with no candidates & is reserved for the discretion of the Nominating Committee.
6. The Board reserves the right to combine officer/Member-at-Large positions when unable to fill the Member-at-Large positions.

Section 3 – Chapter Officers: The Chapter officers consist of the President, President-Elect, Secretary, Treasurer, Media Coordinator, Members-at-Large, and Immediate Past President, and shall have those duties that are set forth below and as designated by the Chapter Board of Directors.

- a. The Chapter **President** shall preside at all meetings of the Chapter and of the Chapter Board, and shall have the duties and powers normally inherent to the office of President.
- b. The Chapter **President-Elect** shall have the powers and exercise the duties of the Chapter President in case of the Chapter President's absence or incapacity. The Chapter President-Elect shall perform such duties as from time to time may be assigned to her/him by the Chapter President or by the Chapter Board of Directors, and after serving a one-year term, shall serve the next one-year term as Chapter President.
- c. The Chapter **Secretary** shall keep a record of all meetings of the Chapter and of the Chapter Board, of all votes taken by mail and of all matters of which a record is indicated by the Chapter. The Chapter Secretary shall have charge of the correspondence, notify members of meetings, keep a roll of the members of the Chapter, and carry out other duties as indicated by the Chapter.
- d. The Chapter **Treasurer** shall collect and receive all monies due or belonging to the Chapter and shall be responsible for the financial affairs of the Chapter, subject to oversight and direction from the Chapter Board of Directors. The Chapter Treasurer shall receive all bank statements from the National APNA office and serve as intermediary between the Chapter and APNA. The financial statement will be presented at each meeting of the Chapter. The Chapter Treasurer shall render and account of all monies received and dispersed during the previous fiscal year.
- e. The Chapter **Immediate Past President** shall serve as an advisor to the Board, shall serve on the Chapter Nominating Committee and provide support to the Chapter Board in various assigned capacities. The Immediate Past President shall vote only in tie breaking situations.
- f. The Chapter **Media Coordinator** shall develop a public relations plan for the Chapter and maintain the quality and relevance of existing communication mechanisms, i.e. newsletter, website, conference brochures and flyers. The Chapter Media Coordinator shall adhere to APNA logo policies.
- g. The Chapter **Members-at-Large** may plan and coordinate meetings of the Chapter and continuing educational offerings and shall perform duties assigned to her/him by the Chapter

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Board of Directors. These individuals shall function as liaisons between Chapter membership and the Chapter Board and follow up on recruitment and retention of membership.

h. All Chapter **Past Presidents** may serve in an advisory capacity to the Board.

Section 4 – Vacancies: A vacancy in any officer or director position may be filled by the Chapter Board of Directors for the unexpired portion of the term. The Board reserves the right to combine officer/Member-at-Large positions when unable to fill the Member-at-Large positions.

Section 5 – Chapter Board Meetings:

a. **Call and Frequency.** There shall be a minimum of two meetings of the Chapter Board of Directors. Special meetings of the Chapter Board of Directors may be called by or at the request of the Chapter President or any three Chapter Board members. Notice of any special meeting of the Chapter Board of Directors shall be given at least 14 days prior to the date of the meeting via written notice, delivered personally, or sent by electronic mail or fax to each Chapter Board Member.

b. **Quorum** – Four Chapter Board members shall constitute a quorum. Either the Chapter President or President-Elect must be present in order for a quorum to be fulfilled.

Section 6 – Compensation: Chapter Board Members shall not receive any salaries for their services.

ARTICLE VI COMMITTEES

The Chapter Board of Directors may convene committees (which may include councils, task forces, etc.) on an ad hoc basis.

ARTICLE VII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1 – Contracts: The Chapter 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, subject to the APNA bylaws.

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 APNA. The Chapter Treasurer or Chapter President may disperse temporary personal funds to be reimbursed by APNA with the prior approval of the Chapter Board of Directors and APNA up to \$500.

Section 3 – Deposits: All funds of the Chapter shall be deposited to the credit of the Chapter with APNA.

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Section 4 – Gifts: The Chapter 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.

ARTICLE VIII BOOKS & RECORDS

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

ARTICLE IX FISCAL YEAR

The fiscal year shall coincide with the APNA fiscal year.

ARTICLE X AMENDMENT TO THE BYLAWS

These bylaws may be amended at a Chapter meeting or any special meeting duly called for the purpose of amending the bylaws, by a majority vote of those Chapter members 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.