

American Psychiatric Nurses Association

Iowa Chapter Governance Policies

ARTICLE I

The name of the Chapter shall be the APNA Iowa Chapter.

ARTICLE II RULES

Section 1. Not For Profit.

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

Section 2. Mission.

The mission of the Iowa Chapter of the American Psychiatric Nurses Association is to:

- a. Promote excellence in psychiatric nursing;
- b. Improve psychiatric and mental health care for individuals, families, groups, and communities throughout Iowa; and
- c. Support and advance the mission of the APNA.

Section 3. Rules

The following rules shall conclusively bind the Chapter and all persons' actions for or in 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 chapter 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 Corporation shall not carry on any other activities not permitted to be carried on:
 - 1) 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
 - 2) By a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the 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 procedure which would result in discrimination on the basis of age, race, sex, religion, color, national origin, sexual orientation, or varied ability.

American Psychiatric Nurses Association

Iowa Chapter Governance Policies

ARTICLE III MEMBERSHIP

Section 1. Members.

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 filing a written resignation with the Chapter or by failing to pay National dues.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Chapter Meeting.

The Iowa Chapter of the American Psychiatric Nurses Association shall hold a minimum of two (2) meetings per year, one of which will be the annual meeting held in the fall.

Section 2. Place of Meeting.

The Board of Directors may designate any place, either within or without the State of Iowa, as the place for any meeting. At least one meeting per year will be held in Iowa.

Section 3. Notice of Meetings.

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally or by mail, to each member entitled to vote at such meeting, not less than 14 or more than 120 days before the date of such meeting, by or at the direction of the board.

Section 4. Quorum.

The members present shall constitute a quorum.

ARTICLE V OFFICERS

Section 1. 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. The President shall preside at all meetings of the Chapter and 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 deeds, mortgages, contracts, or other instruments which the Board of Directors has authorized to be executed except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws or by statute to some other officer or agent of the Chapter, and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

American Psychiatric Nurses Association

Iowa Chapter Governance Policies

Section 2. President-Elect.

In the absence of the President, 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. The President-Elect shall perform such other duties as from time to time may be assigned by the President or by the Board of Directors; and after serving a two (2) year term, shall serve the next year as President.

Section 3. Treasurer.

The Treasurer shall have charge and custody 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 source whatsoever; deposit all such monies 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 4. Secretary/Historian.

The Secretary shall keep the minutes of the meetings of the Chapter and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of the secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1. Composition.

The affairs of the Chapter shall be managed by its Board of Directors. The Board of Directors of the Chapter shall be composed of the President, President-Elect, Secretary/Historian, Treasurer, and three (3) Members-at-Large, representing the established geographic regions of western, central, and eastern Iowa and up to three (3) other Members-at-Large. 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.

Section 2. Members-at-Large.

Members-at-Large shall represent the broad interests of the membership and attend to specific issues germane to the operation of the Chapter. Members at Large shall perform such other duties as from time to time may be assigned to them by the President or by the Board of Directors.

Section 3. Qualifications.

All Directors must be voting members in good standing.

Section 4. Term of Office.

All Officers and Directors shall hold office for a two (2) year term.

Section 5. Nomination and Election to the Board.

Candidates for vacant officer positions shall be offered to the Membership via a mailed ballot. The slate of candidates will be approved by the Board of Directors before distribution to the members. The election process shall be completed prior to the annual meeting. Election results will be announced at the annual meeting. Officers and Directors will be installed at the annual meeting.

American Psychiatric Nurses Association

Iowa Chapter Governance Policies

Section 6. Reelection of the Board.

An individual may serve as a member of the Board of Directors for only two 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 on the Board of Directors.

Section 7. Regular Meetings.

During the year, there shall be at least two regular meetings of the Board of Directors.

Section 8. Special Meetings.

Special meetings of the Board of directors may be called by or at the request of the President or any four directors.

Section 9. Quorum.

A majority of the Board of Directors shall constitute a quorum.

Section 10. Vacancies.

Any vacancy in any office, because of death, resignation, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 11. Compensation.

Directors as such shall not receive any salaries for their services.

ARTICLE VII COMMITTEES

Committees will be convened by the Board of Directors on a standing or an ad hoc basis. Standing committees shall minimally include a nomination and program committee. Chairpersons of committees shall be members of the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND 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.

All checks, drafts, or other orders for the payment of money, notes, or other evidence of indebtedness issues in the name of the Chapter, shall be signed by the Chapter Treasurer 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.

American Psychiatric Nurses Association
Iowa Chapter Governance Policies

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or devise for the general purposes or 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 Boards of Directors, committees, and state wide and regional meetings.

ARTICLE X FISCAL YEAR

The fiscal year of the Chapter shall be determined by the Board of Directors.

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

Rev. 03/06/18
Rev. 06/03/14
Rev. 05/24/93