



American Psychiatric Nurses Association Kentucky Chapter Governance Policies

Article I -- Rules

The name of the chapter will be the APNA Kentucky 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 Kentucky 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 Kentucky.

Section 2. Purposes

- a. The purposes of the chapter are:
 - Provide a mechanism to fulfill the purposes of APNA membership in Kentucky.
- b. Provide a vehicle/forum/mechanism for networking and peer support among psychiatric nurses in Kentucky.
- 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.
- f. Promote diversity of our membership and be committed to the issues of diversity and to educate the membership and the community as necessary.

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 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 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 that would result in the discrimination of any person.



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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 Kentucky, and abide by the Bylaws of the national Association and the Kentucky Chapter.
- b. Members in good standing may vote, serve on committees, and seek election to the Board.
- c. Members may request dual membership to the APNA-KY Chapter by requesting to the President to remain on the membership list.

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, Kentucky 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 who meets the requirements necessary to be a member in good standing of APNA and the Kentucky 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 the members shall be held at a time and place selected by the Executive Committee and Board of Directors for the purpose of installing officers, receiving reports of the Executive Committee, Board of Directors, standing and ad hoc Committees, and transacting other business as may come before the meeting.

Section 2. Regular Meetings

No less than two and no more than four general membership meetings will be held each year.

Section 3. Special Meeting

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

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.



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Section 5. Notice of Meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered by mail or email, to each member entitled to vote, not less than 14 nor more than 90 days before the date of such meeting.

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 or email. 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 Kentucky Chapter shall include the Executive Committee comprised of the President, President-Elect, Secretary, and Treasurer, and at least three and no more than six Board of Directors.
- 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 Executive Committee and 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 Executive Committee and Board of Directors have 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 Executive Committee and Board of Directors from time to time.
- c. **President-Elect.** 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. The President-Elect shall serve as chair of the Program Committee.
- d. **Immediate Past President.** The Immediate Past President shall serve as a voting member of the Board of Directors and an ex-officio, non-voting member of the Nominating Committee and perform such other duties as may be prescribed by the Board of Directors from time to time.
- e. **Secretary.** The Secretary shall keep the minutes of the meetings of the Executive Committee and 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 Executive Committee and Board of Directors from time to time.



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- 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. 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 Executive Committee and Board of Directors.
- g. **Directors**
- h. A Director shall serve as chairperson of the Bylaws Committee, whose responsibilities include: being thoroughly familiar with all Chapter bylaws; standing ready to advise the Executive Committee and the Board on the details of individual bylaws at Board meetings; preparing Bylaws Amendment Ballots for amendments approved by the Executive Committee and 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.
- i. A Director shall serve on the Nominating Committee.
- j. A Director shall serve on the Program/Education Committee.
- k. A Director shall serve on the Legislation/Policy Committee

Section 2. Election and Terms of Office

- a. **Terms of Office**
 - 1. Officers and Members of the Board of Directors may only serve three consecutive terms to the same office.
 - 2. All officers shall hold office for a two-year term.
 - 3. The president, secretary and three board members will be elected on odd years. The vice president, treasure and three of the board members will be elected on even years.
 - 4. The term of office shall begin at the close of the annual meeting in the year of the election.
 - 5. Only one office may he 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.
 - 6. 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 a Chapter Business Meeting on the Thursday before the first Friday in March. This meeting will be held to correspond with an annual program meeting to be held in the Spring.



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2. Officers and Directors will be endorsed and installed at the general membership meeting to be held in the Spring. The Board shall set a date by which the Nominating Committee will have completed a slate for the election of officers. The proposed slate of offices will be emailed to all members at least 30 days prior to the annual meeting. Those members who do not have email will be post mailed the slate of officers 30 days prior to the annual meeting. The slate of officers will be presented to the membership has the annual Spring meeting for a consensus vote of approval.
- c. **Removal from Office**
Any officer may be removed by the Board of Directors by majority vote, whenever, in its judgment, the best interests of the Chapter would be served thereby.

Section 3. Vacancies

The Board of Directors may fill a vacancy in any office for the un-expired portion of the term. Filling an un-expired will shall not be considered to have served one term, thus the office may seek up to three consecutive terms following the completion of the un-expired term.

Section 4. Board of Directors

- a. **Meetings** - A regular meeting of the Executive Committee and the Board of Directors shall be held at the same time as the Annual Meeting and the Chapter meeting in March and October. Board meetings will be open to the general membership.
- b. **Quorum** - A majority of the Executive Committee and the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board or the Executive Committee.
- c. **Compensation** - Directors shall not receive any salaries for their services.

Article VI -- Committees

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 Bylaws Committee, Nominating Committee, Program/Education Committee, and the Legislation/Policy Committee.

- a. **Bylaws Committee**
The Bylaws Committee shall consist of a Director and, optionally, one other Chapter member. The Director shall serve as the Chairperson of the Bylaws Committee. The Board, at its discretion, may appoint one other member in good standing to serve on the By-laws Committee concurrently with the term of the Director.
- b. **Nominating Committee**
The Nominating Committee shall consist of a Director and two members. The Nominating Committee shall select a Chairperson from its members. Two Nominating committee members shall be elected in the even years and one Nominating committee member (the



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Director receiving the highest number of votes in the odd year) shall be elected in the odd years. 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 slate, email or post mail the ballot to all members in good standing, and arrange for the approval at the annual meeting.

c. **Program Committee**

d. The Program/Education Committee shall consist of the Vice-President as Chairperson, a Director and Chapter Members.

e. **Legislation/Policy Committee**

f. The Legislation/Policy Committee will consist of a Director and other members. The Committee Chairperson will be selected from the Committee members. The Legislation/Policy Committee will spearhead the legislative advocacy and collaborative efforts of the Chapter. The Committee shall consist of a Director 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 Kentucky 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.

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.

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.**

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