

AMERICAN PSYCHIATRIC NURSES ASSOCIATION NEW ENGLAND CHAPTER GOVERNANCE POLICIES

ARTICLE I

The name of the Chapter will be the New England Chapter of the American Psychiatric Nurses Association (NEAPNA).

ARTICLE II

RULES

Section 1 – Not for Profit

The Chapter is organized under and shall operate as a Massachusetts 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 Commonwealth of Massachusetts.

Section 2 – Purpose

The purpose of the Chapter is to foster the professional development of all levels of psychiatric/mental health nurses and to foster the application of the field of psychiatric/mental health nursing through such means as teaching, continuing education, professional communications (such as e-mails, web blasts, etc.), dissemination and collaboration of experiences among colleagues.

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 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. 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 501 (c) (3) of the Internal Revenue Code of 1954 (or corresponding provision of any future Federal tax laws), 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).

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 assets of the Chapter to the American Psychiatric Nurses Association as required by law.

c. Each of the New England states reserves the right to form and to apply to APNA for their own State Chapter status. Once State Chapter status is granted, that state is no longer a member of the New England Regional Chapter.

d. The Chapter shall not adopt any practice, policy or procedure which would result in discrimination on the basis of race, sex, religion, national origin or handicapped condition.

ARTICLE III

MEMBERSHIP

Section 1 – Classes and Eligibility

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 failure to pay national dues.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1 – Frequency of Meetings

There will be a minimum of two meetings per year for all members to attend.

Section 2 – Location of Meetings

The meetings will be held at the NEAPNA annual regional conference and at the APNA Annual Convention. The business meeting during the NEAPNA regional conference shall be for the purpose of installing directors, and for the transaction of such other business as may come before the meeting. Any additional meetings are to be at the discretion of the Board of Directors.

Section 3 – Procedure of Meetings

All meetings will follow Roberts' Rules of Order, Revised.

Section 4 – Notice of Meetings

Written, printed, or e-mail notification on NEAPNA website (www.apna.org/membership/chapters/newengland.html), 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 nor more than 120 days before the date of such meeting, by or at the discretion of the Board.

Section 5 – Quorum

The members present shall constitute a quorum.

ARTICLE V

OFFICERS

Section 1 – Officers

The Officers consist of the Immediate Past President, President, President-Elect, Secretary, and Treasurer.

(a) Immediate Past President shall assist the President in matters set before the Board and as directed by the President of the Board of Directors.

(b) The President shall preside at all meetings of the Chapter and of the Board, and shall have the duties and powers normally inherent to the office of President. After serving the one-year term, the President shall serve the following one year as Immediate Past President.

(c) The President-Elect shall have the powers and exercise the duties of the President in case of the President's absence or incapacity. The President-Elect

shall perform such other duties as from time to time may be assigned to her or him by the President or by the Board of Directors, and after serving the one-year term, shall serve the following one year as President.

(d) The Secretary and other designee shall keep a record of all meetings of the Chapter and of the Board of Directors and of all votes taken by mail, or e-mail correspondence, and of all matters of which a record is indicated by the Chapter. The Secretary shall have charge of the correspondence, notify members of business meetings, keep a roll of the members of the Chapter, and carry out other duties as indicated by the Chapter.

(e) The Treasurer shall have charge and custody of 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 sources 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 him/her by the Board.

Section 2 – Election and Term of Office

Officers shall be elected/appointed by a majority vote of the total mail ballots received and will serve the term stated according to their office. Officers shall be installed at the meeting of the Chapter nearest the expiration of their term of office and shall serve until their successors have been duly elected on July 1 of each year.

Section 3 – Vacancies

A 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 4 – Removal of Officer

Any officer, except President, elected or appointed by the Board of Directors, may be removed by the Board whenever in its judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed. The President shall be removed only upon a two-thirds vote of the Directors.

ARTICLE VI BOARD OF DIRECTORS

Section 1 – General Powers

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

Section 2 – Composition, Tenure, and Qualifications

The Board shall be comprised of the following officers, representatives, and founding Chapter members: Immediate Past President, President, President-Elect, Secretary, and Treasurer; and Representatives from the New England States and one regional representative. All Board members must reside in the New England area and be in good standing with the American Psychiatric Nurses' Association. Officers shall be elected for a term according to their office by mail ballot. Regional and State Representatives from the New England area shall be appointed by the Chapter for a term of four years, but not limited to one term. The Board reserves the right to combine officer/representative positions when unable to fill the positions with twelve separate members. Founding Chapter members still residing in New England may be invited to continue to serve on the Board of Directors in ex officio status.

Section 3 – Nomination and Election

Two candidates for each vacant officer position as President-Elect, Treasurer, and Secretary on the Board of Directors may be offered to members by mail ballot. Officers shall be elected by majority vote of mail ballots received. The ballot shall be prepared by the Nominating Committee and recommended to the Board of Directors for approval before its distribution. New officers will be announced annually during the NEAPNA Regional Business Meeting.

Section 4 – Re-Election to Office

An individual may only serve one term in the offices of Immediate Past President, President, President-Elect, Secretary, and Treasurer. However, an individual may serve consecutive terms in varying capacities. If an individual desires to serve more than one term for the same office, a majority of the Board of Directors must approve the candidacy.

Section 5 -- Regular Meetings

There shall be at least quarterly meetings in person or via conference calls of the

Board of Directors, to take place at appointed locations throughout New England.

Section 6 – Special Meetings

Special meetings of the Board of Directors may be called by the President or any of the NEAPNA officers.

Section 7 – Notice

Notice of any special meeting of the Board of Directors shall be given at least 14 days prior to the date of the meeting via telephone, written, or hand delivered personally, e-mail with a confirmed response, or sent by mail or telegram to each board member.

Section 8 – Quorum

The Board members present shall constitute a quorum.

Section 9 – Compensation

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

ARTICLE VII COMMITTEES

Committees will be convened by the Board of Directors on an ad hoc basis.

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 payment of money, notes or other evidence of indebtedness issued in the name of the Chapter, shall be signed by either the President or Treasurer of the Chapter and in such manner as shall from time to time

be determined by resolution of the Board of Directors. For amounts of \$5,000 or greater, two authorized signatures are required. In the absence of the President and a Treasurer, the Board of Directors shall appoint an agent(s) to this duty.

Section 3 – Deposits

All funds of the New England Chapter shall be deposited in a timely manner to the credit of the New England 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 New England Chapter any contribution, gift, bequest or devise for the general purposes of 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 Board of Directors, and state wide and regional meetings.

ARTICLE X FISCAL YEAR

The fiscal year shall be from July 1 to June 30.

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

ARTICLE XII REVIEW OF BYLAWS

The bylaws of NEAPNA shall be reviewed by the NEAPNA Board of Directors

every five years and the members will vote for approval of the bylaws via paper or electronic version, if revisions are made.

ARTICLE XIII

INDEMNIFICATION

Any present or former Director, officer, or employee of the Association, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Association against all reasonable costs, expenses, and counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his legal representative may be made a party by reason of his being or having been such a Director, officer, or employee serving or having served the Association, except in relation to matters as to which he shall be found guilty of negligence or misconduct in respect of the matters in which indemnity is sought and in relation to matters settled or otherwise terminated without a final determination on the merits where such settlement or termination is predicated on the existence of such negligence or misconduct.

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