

AMERICAN PSYCHIATRIC NURSES ASSOCIATION

New Jersey Chapter Governance Policies

ARTICLE I

The name of the chapter shall be the New Jersey Chapter of the American Psychiatric Nurses' Association.

ARTICLE II

RULES

Section 1. Not For Profit

The Chapter is organized under and shall operate as a New Jersey 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 New Jersey.

Section 2. Purposes

The purposes of the Chapter are to:

- a. Provide a mechanism to fulfill the purposes of APNA membership in New Jersey.
- b. Provide a mechanism for peer support and networking among psychiatric nurses in New Jersey.
- c. Collaborate with groups representing various constituencies to influence public and health care policy and shape the provision of mental health services.
- d. Support professional development and continuing education for members.

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, 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 candidates for public office.

Notwithstanding any other provisions 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 which would result in the discrimination of any person.

ARTICLE 111

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.

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 mail must be given to the membership.

Section 4. Place of Meeting

The Board of Directors 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 mail, to each member entitled to vote, not less than 14 nor more than 90 days before the date of such meeting.

In the 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, addressed to the member at his or her address as it appears in the Chapter records, and with 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 New Jersey Chapter shall include the President, President-Elect, Immediate Past-President, Treasurer, Secretary, and two Members-at-Large.

B. President

The President shall be the principal executive officer of the Chapter and shall in general supervise 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. 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 absence of the President or in the event of his or her 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 the Chairperson of the Bylaws Committee and shall perform such other duties as from time to time may be assigned by the President or the Board of Directors. After serving the one-year term, the President-Elect shall serve the next year as President and the following year as Immediate Past-President.

D. Immediate Past-President

The Immediate Past-President shall assume responsibility for the Chapter's archives, serve as the Chairperson of the Nominating Committee, and perform other duties as may be prescribed by the Board of Directors from time to time.

E. Treasurer

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 these bylaws; in general perform all the duties incident to the office of Treasurer, and shall perform all duties as may be prescribed by the Board of Directors from time to time.

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of the duties in such sum and with such surety or sureties as the Board of Directors shall determine.

F. 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.

G. Members-at-Large

Two Members-at-Large represent the broad interests of the membership and bring to the attention of the Board specific issues raised by the members. They shall perform all duties as may be prescribed by the Board of Directors from time to time.

Section 2. Elections and Terms of Office

A. Terms of Office

(1.) 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 a one-year term.

(2.) For the inaugural year, the Secretary will serve for one year. Thereafter, the Secretary will be elected in even years for a two-year term. The Treasurer will be elected in odd years for a two-year term. For the inaugural year, two Members-at-Large will be elected, one to serve a one-year term and one to serve a two-year term. Thereafter, each year one Member-at-Large will be elected to serve a two-year term.

(3.) Only one office may be held by the same person at any one time. The term of office shall begin at the close of the annual meeting in the year of the election.

B. Election to Office

All Officers except the President and Immediate Past-President shall be elected by mail ballot prior to the annual meeting of the members. Election of Officers shall be staggered so that two Officers and one Member-at-Large are elected each year. The President-Elect shall automatically succeed to the Presidency and the President shall automatically succeed to the Immediate Past-President.

C. Removal from Office

Any Officer may be removed by the Board of Directors whenever, in its judgment, the best interests of the New Jersey 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. In the event a vacancy occurs in the office of President, the President-Elect shall automatically succeed to the Presidency and the office of President-Elect shall remain vacant until the next scheduled election. The President-Elect shall subsequently serve the one-year term of office as President to which elected. Any member filling an unexpired term for more than one-half the term shall be considered to have served one term, with the exception of the office of President-Elect.

Section 4. Board of Directors

The elected officers of the New Jersey Chapter of the APNA are the Board of Directors.

a. Meetings of Board A regular annual 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.

b. Quorum A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

c. Compensation Directors shall not receive any salaries for their services. A majority of the Board of Directors

ARTICLE VI

COMMITTEES

The Chapter shall have both standing and ad hoc committees. The Board of Directors will oversee the process of elections for the standing committees, and appoint members to the ad hoc committees.

Section 1. Standing Committees

The standing committees shall be the Bylaws Committee and the Nominating Committee.

a. Bylaws Committee The Bylaws Committee shall consist of the President-Elect, one Member-at-Large and two elected Chapter members. The President-Elect shall serve as the Chairperson of the Bylaws Committee. Two members in good standing shall be elected for two-year terms to serve as members of the Committee.

The Bylaws Committee shall yearly review the Bylaws, soliciting recommendations and advice from the membership, and report to the Board of Directors at the Annual Meeting.

b. Nominating Committee The Nominating Committee shall consist of the Immediate Past-President, one Member-at-Large and two elected Chapter members. The Immediate Past-President shall serve as the Chairperson of the Nominating Committee. Two members in good standing shall be elected for two-year terms to serve as members of the Nominating Committee. Additionally, in the inaugural year, one additional member in good standing shall be elected to serve as a member of this committee.

The Nominating Committee shall make recommendations for fulfilling 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.

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 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.

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 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, bequest, or device for the general purposes of or for any special purpose of the Chapter.

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 July 1 to June 30.

ARTICLE X

AMENDMENTS TO BYLAWS

These Bylaws may be amended at a Chapter meeting, or any special meeting duly called for the purpose of amending these Bylaws, by a majority vote of those present and voting, or by mail ballot supervised and counted at the meeting, providing that notice of the proposed amendment has been sent to the member at least thirty (30) days prior to the meeting.

Approved: August 1, 1995

Revised: March 6, 2018