

**APNA Ohio Chapter Governance
Policies (Formerly Bylaws)
Revised 03/06/2018**

ARTICLE I

The name of the chapter will be the APNA Ohio Chapter of the American Psychiatric Nurses Association.

ARTICLE II

RULES

Section 1 – Not for Profit

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

Section 2 – Purposes

The purposes of the chapter are:

To facilitate professional development and enhance clinical practice through continuing education and networking.

To reach out and support all levels of psychiatric nurses in varied practice settings through statewide and regional activities.

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 the carrying on of propaganda, or otherwise attempting to influence legislation, and the Chapter shall not participate in, or intervene in (including publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of the 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contribution 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 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 exclusively for the purposes of the Chapter in such manner, or to such organization or organizations organized and operated exclusively for charitable., educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Chapter is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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

ARTICLE III

MEMBERSHIP

Section 1 – Members

Members shall be those individuals who are registered nurses or student 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 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 or be asked to resign by failure to pay national dues.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1 – Statewide Meeting

A meeting of the members shall be held at a time and place selected by the Board of Directors for the purposes of business and providing continuing education.

Section 2 – Regional Meeting

Meetings may be convened by each Regional Coordinator.

Section 3 – Place of Meeting

The Board of Directors may designate any place within the State of Ohio as the place of meeting for statewide meetings. Regional Coordinators may designate any place with their region as the place of meeting for regional activities

Section 4 – Notice of Meetings

Written, printed, or electronic notice stating the place, day, and hour of any meeting of members shall be delivered 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

BOARD OF DIRECTORS

Section 1 – General Powers

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

Section 2 – Compensation, Tenure, and Qualifications

The Board of Directors shall be composed of President, President-Elect, Immediate Past President, Treasurer, and Secretary who are elected as officers of the Chapter. Five Regional Coordinators will be selected by the regional members, approved by the Board and then become members of the board. All Directors must be members in good standing.

Section 3 – Election/Re-election to Office

All officers except that President and Immediate Past President shall be elected by mail or electronic ballot prior to a statewide meeting of the members.

Election of officers shall be staggered so that one of the more experienced officers will be on the Board of Directors at all times. Volunteer Regional Coordinator rotation shall be staggered as well.

The President-Elect shall automatically succeed to the President and the President shall automatically succeed to the Immediate Past President.

The President and President-Elect shall not be candidates for any other Chapter office while serving in the respective officers.

Section 4 – Term of Office

Beginning in 2014, election sequence and terms of office are as follows (in every cycle, year 1 is an even year, year 2 is an odd year)

YEAR 1	YEAR 2	YEAR 3	YEAR 4
President Elect becomes President; Elect Treasurer and Nominating Committee/Regional Reps; Secretary continues; no President elect; PREPARE SLATE FOR NEXT YEAR	President and Treasurer continue; Elect President- and Secretary; PREPARE SLATE FOR NEXT YEAR	President Elect becomes President; Elect Treasurer and Nominating Committee/Regional Reps; Secretary continues; no President elect; PREPARE SLATE FOR NEXT YEAR	President and Treasurer continue; Elect President- and Secretary; PREPARE SLATE FOR NEXT YEAR
		IMMEDIATE PAST PRESIDENT SERVES THIS YEAR (this is a given, as the new president is elected)	NO IMMEDIATE PAST PRESIDENT FOR 2d YEAR OF STANDING PRESIDENT'S TERM

Section 5 – Nomination and Election

Two candidates for each vacant office position on the Board of Directors will be offered when possible via mail or electronic ballot. After receiving nominations from the membership and the Board of Directors, the Nominating Committee shall develop a pool of potential nominees and prepare the election slate. The Nominating Committee shall present and recommend the slate of candidates to the Board of Directors for approval before its distribution to the membership. The election process shall be completed prior to the business meeting.

Election results will be announced at the business meeting of the members. Officers and Directors will be installed at the business meeting or during a Board meeting, if timing of the election facilitates that.

Section 6 – Reelection to the Board

An individual may be reelected to any office for as many times as is beneficial to the Chapter.

Section 7 – Regular Meetings

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

Section 8 – Quorum

A majority of the Board of Directors shall constitute a quorum for the transactions of business at any meeting of the Board, provided that if less than a majority of the Directors are present at said meeting, a majority of the Directors may adjourn the meeting without further notice.

Section 9 – Manner of Acting

The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these Bylaws.

Section 10 – Informal Action by Directors

Any action required to be taken at a meeting of the Board of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof.

Section 11 – Vacancies

By appointment, the Board of Directors shall fill any vacancy occurring on the Board for the unexpired term of office.

Section 12 – Removal

Any Director may be removed by the Board of Directors whenever in its judgment the best interest of the Chapter would be served thereby.

Section 13 – Compensation

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

ARTICLE VI

OFFICERS

Section 1 – Officers

The officers of the APNA Ohio Chapter shall be the President, President-Elect, Immediate Past President, Treasurer, and Secretary.

Section 2 – Election and Reelection to Office

All officers except the President and Immediate Past President shall be elected by mail or electronic ballot prior to a state wide meeting of the members.

Election of officers shall be staggered so that one or more experienced officers will be on the Board of Directors at all times. Volunteer Regional Coordinator rotation shall be staggered as well.

The President-Elect shall automatically succeed to the President and the President shall automatically succeed to the Immediate Past President.

The President and President-Elect shall not be candidates for any other Chapter office while serving in their respective offices.

Section 3 – Term of Office

Terms of office will follow the schedule identified in Article V, Section 4, above.

Section 4 - Removal

A Director may be removed by the Board of Directors whenever in its judgment the best interests of the Chapter would be served thereby.

Section 5 – Vacancies

A vacancy of any office because of death, resignation, removal disqualification or otherwise, 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 the President, the President-Elect shall automatically succeed to the Presidency and the office of the President-Elect shall remain vacant until the next scheduled election. Any member filling an unexpired term shall be considered to have served one term.

Section 6 - 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.

Section 7 – President-Elect

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 and be subject to all the restrictions upon the President.

Section 8 – Immediate Past President

The Immediate Past President shall assume responsibility for the Ohio APNA archives, serve as chair of the Nominating Committee, and perform such other duties as may be prescribed by the Board of Directors from time to time.

Section 9 – Treasurer

She or he 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 as from time to time may be assigned to her or him by the Board of Directors.

Section 10 – Secretary

The Secretary shall keep 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 corporate records; and in general perform all duties incident to the office of Secretary and such duties as from time to time may be assigned by the President or by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1 – Nominating Committee

The Nominating Committee will be chaired by the Immediate Past President and will consist of three elected members and one Regional Coordinator.

Section 2 – Program Committee

The Program Committee shall consist of three appointed members of whom at least one is a member of the Board of Directors.

Section 3 – Legislative Committee

The committee will convene *ad hoc*.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS & 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, Draft, 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 the Treasurer of the Chapter 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

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 purposes 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, state wide, and regional meetings.

ARTICLE X

FISCAL YEAR

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