

## **APNA Oregon Chapter Governance Policies (Formerly Bylaws)**

### **Article I: Name of Association**

The name of the Chapter shall be the American Psychiatric Nurses Association-Oregon Chapter (hereinafter "APNA-OR" or "Chapter").

### **Article II: Purposes**

#### **Section 1. Not for Profit Status**

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

#### **Section 2. Mission**

**Mission Statement:** To unite, support, and educate all levels of psychiatric nursing in rural and urban Oregon, while promoting and advocating for excellence in mental health care and recovery.

The purposes of the Chapter are to:

- a. Provide a mechanism to fulfill the purposes and Strategic Plan of APNA in Oregon; these Chapter Bylaws shall recognize and be secondary to the Bylaws of the APNA and shall be consistent in purpose, intent and content with those of the national Association;
- b. Provide a vehicle/forum/mechanism for networking and peer support among psychiatric nurses in Oregon;
- c. Collaborate, partner, and advocate with groups to influence public and health care policy for the provision of mental health services; and
- d. Encourage the generation and dissemination of psychiatric nursing research.

### **Article III: Membership**

Regular members shall be those individuals who are registered nurses, are current in payment of their national APNA dues, and are engaged in pursuits that further the purposes of the Chapter. Regular members may vote, chair and serve on committees, and seek election to the Board.

### **Article IV: Meetings of Members**

#### **Section 1. Frequency**

Regular meetings will be held a minimum of twice annually: one will be a statewide meeting (time and place to be determined by the Board of Directors), in addition to the gathering of the membership attending the National Annual Conference. Other meetings may be determined by/for each Regional group. Special meetings of the members may be called by the President, or a majority of the Board of Directors, or by not less than 10% of the membership.

#### **Section 2. Notice of Meeting**

A minimum of forty-five days' notice of regular meetings shall be provided to the members. In the case of a special meeting, a minimum of seven days' notice will be given, including the purpose for which the meeting is called. No business other than that specified in the notice may be transacted at any special meeting.

#### **Section 3. Quorum**

At least ten percent (10%) of the members having voting power shall be present or represented by proxy statement at any properly called meeting in order to constitute a quorum.

#### **Section 4. Meeting Conduct**

Proceedings will be guided by Robert's Rules of Order.

## **Article V: Board of Directors**

### **Section 1. General Powers**

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

### **Section 2. Composition**

The Board of Directors shall be composed of its officers and five Members-at-Large.

### **Section 3. Officers**

The officiating structure of the Chapter shall consist of President, President-Elect, Recording Secretary, Communications Secretary, and immediate Past-President.

### **Section 4. Members-at-Large**

Five persons who are members in good standing of APNA will serve on the Board of Directors. Insofar as possible and appropriate, Members-at-Large shall be selected to the board in consideration of contemporary tenants of diversity and inclusion.

### **Section 5. Election**

A Nominations Committee shall take and make recommendations to prepare a ballot that will be mailed and/or sent electronically to the membership no later than January 31<sup>st</sup>. Elections will begin at the time the electronic ballots are sent and will end February 28<sup>th</sup>. Election for Communications Secretary will take place in odd-numbered years. Election for Recording Secretary will take place in even-numbered years. Elections will be staggered so that one (1) or more experienced officers and at least two (2) of the Members-at-Large are retained each year. No officer shall exceed two (2) consecutive terms in any one office.

### **Section 6. Terms of Office**

The term for each position shall begin in March, immediately following election. The terms for President, President-Elect, and immediate Past-President shall be one (1) year. The President-Elect shall automatically succeed to the presidency and the President shall automatically succeed to the immediate past-presidency; therefore the full individual commitment to the presidency is three (3) years. The terms for Recording Secretary, Communications Secretary and Members-at-Large shall be two (2) years.

### **Section 7. Vacancies**

If a vacancy arises on the Board, due to any reason including death, resignation, disqualification, or removal, the remaining board members may elect 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 is filled by the annual Chapter election.

### **Section 8. Duties**

- a. The President shall be the executive officer and shall administer all business of the Chapter as set forth in the Bylaws; prepare and submit to APNA National Office the Annual Report of the Chapter, as prescribed in National "Chapter Resources."
- b. The President-Elect shall perform duties of the President in the absence of the President.
- c. The immediate Past-President shall be an ex-officio non-voting senior advisor and shall direct the functions of the Nominating Committee.
- d. The Recording Secretary shall be responsible for recording and maintaining all Chapter and Board minutes, and shall be custodian of the Chapter records.
- e. The Communications Secretary shall be responsible for managing the Chapter email, social media, membership inquiries, or other communications not handled by the President.
- f. Members-at-Large shall endeavor to represent the membership, sharing responsibilities with officers to work on program planning, recruitment, retention, public relations, education and public policy activities/issues.

### **Section 9. Removal from Office**

Any officer or board member may be relieved of their duty by the Board of Directors whenever, in the judgment of the majority of the Board, the best interests of the Chapter would be served thereby.

### **Section 10. Meetings**

A minimum of two (2) meetings of the Board of Directors shall be held each year. Each member of the Board is expected to attend at least 50% of the meetings.

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## **Section 11. Quorum**

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

## **Section 12. Communication**

Members of the Board of Directors, or any committee thereof, may participate in any meeting of the Board or such committee by means of telephone conference or other communications technology by means of which all persons participating therein can hear each other. Participation in a meeting by such means shall constitute presence in person at such meeting. General communication for the Board (between regular meetings) may include use of electronic mail, telephone texting, and use of the APNA Member Bridge.

## **Article VI. Committees**

### **Section 1. Nominating Committee**

The Nominating Committee shall be appointed by the Board of Directors, preferably to be chaired by the immediate Past-President. The Nominating Committee shall make recommendations and solicit recommendations from the membership for candidates to serve on the Board of Directors and the Nominating Committee. The Committee shall review all recommendations and prepare a slate of candidates for approval by the Board of Directors. Following Board approval of slate, a ballot will be prepared and distributed to each member in good standing.

### **Section 2. Other Committees**

Other committees and task forces shall be appointed and convened by the Board of Directors on an ad hoc basis consistent with the goals of the Chapter.

## **Article VII. Contracts, Gifts, and Funds**

### **Section 1. Fund Management**

Funds raised or expended will be managed in accordance with the procedures established by APNA National Headquarters.

### **Section 2. Expenditures**

Any significant expenditure shall require timely approval of the President and at least two Board members. If the President is not available, the President-Elect may approve the expenditure.

## **Article VIII. Books and Records**

The Chapter shall keep accurate and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors, Chapter and Regional meetings.

## **Article VVI. Amendments to Bylaws**

Changes to Chapter Bylaws may be proposed by any APNA-OR member and submitted to the Board of Directors, who may determine the need for Ad Hoc Bylaws Committee to review and present endorsed amendments. The proposed changes to the Bylaws shall be posted on the Chapter web page and notice of such posting sent to all members. Thirty (30) days shall be allowed for the membership to review the proposed amendments and submit comments/questions. These Bylaws may be amended at a chapter meeting or at any special meeting duly called for the purpose of amending the Bylaws, according to Quorum set forth herein.

Proposed changes 09 Nov 2014 recommended by the previous APNA-OR Board 2015-16. Proposed changes 11 Dec 2016 recommended by the current APNA-OR Board 2016-17.