

APNA Texas Chapter Governance Policies (Formerly Bylaws)

Article I. NAME OF THE CHAPTER

The name of the chapter will be The American Psychiatric Nurses Association -Texas Chapter.
(Hereinafter “APNA-TX” or “Chapter”)

Article II. PURPOSES

Section 1. (a) APNA-TX provides leadership to promote psychiatric-mental health nurses, improve mental health care for culturally diverse individuals, families, groups, and communities, and shape health policy for the delivery of mental health services;

Section 2. (a)The Chapter is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations exempt from federal income tax under IRC Section 501(c)(3).

(b) The chapter is organized under and shall operate as a Texas 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 Texas. This chapter is the Texas State Affiliate of The American Psychiatric Nurses Association (APNA).

Section 3. Notwithstanding any other provision of these Bylaws, the Chapter shall not carry on any other activities not permitted to be carried on: (i) by an Association exempt from federal income tax under IRC Section 501(c)(3); or (ii) by a Association contributions to which are deductible under IRC Section 170(c)(2).

Section 4. No substantial part of the activities of the Chapter shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Association shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 5: Rules

The following rules shall conclusively bind the chapter and all persons acting for or on behalf of the Texas Chapter of the American Psychiatric Nurses Association.

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Paragraph 1

- 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.
- 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 the assets of the Chapter to the American Psychiatric Nurses Association.
- c. The chapter shall not adopt any practice, policy or procedure that would result in discrimination on the basis of age, race, sex, sexual orientation, religion, national origin or handicapped condition.

Article III. MEMBERSHIP

Section 1: Members

- a. Regular members shall be those individuals who are registered nurses, pay national APNA dues, and are engaged in pursuits that further the purposes of the Chapter. Members may vote, serve on committees and seek election to the board.
- b. Student members who are engaged in full or part time study in a nursing degree program and show evidence of student status may be members of APNA at a reduced rate and may participate in this Chapter. They may not vote or seek election as officers but may serve on committees.

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. A grace period of 3 months will be extended to the member to pay delinquent dues. Failure to pay National Dues will suspend the voting rights of the member.

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Article IV. MEETINGS OF MEMBERS

Section 1: Frequency

Regular meetings will be held a minimum of twice annually as determined by each regional group. One statewide meeting will be held annually, at a time to be determined by the president and Board of Directors. A special meeting may be called by the president or upon request of five members of the organization.

Section 2: Location

The members of each regional group will determine location of the biannual meetings. The president and the Board of Directors will determine the location of the board meetings and state wide annual meeting.

Section 3: Notice of meetings

Written or printed notice stating the place, day, and hour of any meeting of members shall be delivered, either personally, or by electronic or regular mail, to each member entitled to vote at such meetings, not less than 14, nor more than one hundred twenty days before the date of such meeting, by or at the discretion of the Board.

Section 4: Quorum

The members present at any meeting shall constitute a quorum.

Article V. OFFICERS

Section 1: Structure

The officer structure of the State Chapter shall consist of President, President Elect, Treasurer, and Secretary.

Section 2: Election and Term of Office

The Nominating Committee will make recommendations and prepare ballots that will be mailed and or sent electronically to the membership no later than January 31st. Elections will begin at the time the electronic ballots are sent and will end February 28th of each year.

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Election for Secretary will take place in odd numbered years. Election for President Elect and Treasurer will take place in even numbered years. The term for each office will begin in immediately following the annual APNA state meeting.

In the event that the ballot is composed of all unopposed candidates, the Board may vote, representing the membership, to fill the offices.

Section 3: Term of Office

The President, Treasurer, Secretary, and Board Members-at-Large shall hold office for a term of two (2) years. 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 business meeting in the year of the election.

Section 4: Removal

Any Director or Officer may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 5: Vacancies

A vacancy in 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 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. A vacancy in the office of Immediate Past President shall not be filled prior to the end of the term. Any member filling an unexpired term for more than one-half the term shall be considered to have served one (1) term.

Section 6: President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the affairs of the Association.

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 of and be subject to all the restrictions upon the President.

Section 8: Immediate Past President.

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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.

Section 9: Treasurer

The Treasurer shall give a bond for the faithful discharge of one's duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10: 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 records; and in general perform all duties incident to the office.

Section 3: Vacancies

A vacancy in any office because of death, resignation, or disqualification or otherwise, maybe filled by the Board of Directors for the unexpired portion of the term.

Section 4: Duties

The duties of the officers shall be as follows:

- a. The President shall be the executive officer and shall administer all business of the organization as provided for by the bylaws. The president shall be an ex-officio member of all committees except nominating.
- b. The president-elect shall perform duties of the president in the president's absence.
- c. The secretary shall be responsible for all chapter mailings and correspondence. The secretary shall also be responsible for maintaining all chapter minutes and reports.
- d. 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 pay able to the chapter from any sources what so ever; 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 by the Board of Directors.

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e. The Immediate Past President shall serve for one year on the Board of Directors.

Article VI. : BOARD OF DIRECTORS

Section 1: General Powers

Its Board of Directors shall manage the affairs of the Chapter. It shall be the Board of Directors' duty to carry out the objectives and purposes of the Chapter, and to this end, the Board of Directors may exercise all powers of the Chapter. The Board shall report annually to the membership on the progress of the Chapter in fulfilling its purposes and on the finances of the Chapter.

Section 2: Composition, Tenure, and Qualifications

The Board of Directors shall consist of the current officers of the chapter, the outgoing president, and one representative from each regional group. There will also be appointed board members who will chair standing committees.

Section 3: Nomination and Election

Elections to the Board of Directors will not be necessary as all members have been previously elected or appointed to their respective positions.

Section 4: Reelection to Office

Members of the board of directors will be re-elected based on re-election to their position as officers of the chapter. No officer shall exceed two consecutive terms in any one office.

Section 5: Regular Meetings

Meetings of the Board of Directors will be held as needed with a minimum number of meetings per year being four. These meeting may be face to face or by use of an online meeting room or telephone conference call at the discretion of the president.

All regular meetings of the Board of Directors shall be open to any member of APNA-Texas. Only member of the Board may vote at Board meetings.

Minutes must be recorded and approval of minutes from previous meetings may also take place.

Section 6: Quorum

The members present shall constitute a quorum.

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Section 7: Vacancies

Vacancies to the Board of Directors can be appointed by the president for the remainder of the term.

Section 8: Compensation

Directors as such shall not receive any salaries for their services. The president may, as a representative of the state chapter, by resolution of the Board of Directors, is allowed expenses of attendance at the National APNA meeting. This amount will cover the cost of conference registration, transportation and hotel only.

Article VII. COMMITTEES

The chapter will contain six permanent committees:

1. Advanced Practice
2. General Practice
3. Education
4. Membership
5. Bylaws
6. Nominating

Chairpersons on the permanent committees will be appointed by the president and will serve on the board of directors. The Board of Directors will convene all other committees 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 and other means of Legal Tender

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 the Treasurer of the Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors.

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In the absence of the Treasurer, the Board of Directors shall appoint an agent to this duty.

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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 device for the general purposes 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 of the Chapter shall run from July 1 to June 30.

Article XI. AMENDMENT TO BYLAWS

Bylaw changes may be proposed by any APNA-Texas member in good standing and submitted to the Bylaws Committee. The Bylaws Committee will review and present the endorsed changes to the Board of Directors. The Board of Directors will work with the Bylaws Committee and grant final approval on changes to be voted on by APNA members by e-mail, mail ballot or at the annual meeting.

Respectfully Submitted to the APNA-TX Board of Directors on this Tuesday, January 18, 2011.