

Proposed revision of the Bylaws of the Association of Advanced Practice Psychiatric Nurses. Submitted to membership for approval on December 6, 2021. Proposed changes are bolded below.

BYLAWS OF
Association of Advanced Practice Psychiatric Nurses
A Non-Profit 501 (c) (6)

ARTICLE I. NAME

The name of the Corporation shall be the Association of Advanced Practice Psychiatric Nurses, hereafter referred to as AAPPN.

ARTICLE II. PURPOSE

The purposes shall be to:

- A. Promote and maintain excellence in the advancement of the art and science of psychiatric-mental health nursing practice.
- B. Inform members of issues relevant to the advanced practice of psychiatric-mental health nursing.
- C. Promote practice opportunities for advanced practice psychiatric-mental health nurses.
- D. Identify, monitor trends, and influence the policy and delivery of psychiatric-mental health care.
- E. Disseminate information about advanced practice psychiatric-mental health nurses to consumers, providers and the public.
- F. Provide continuing education.

ARTICLE III. STATUS

This organization is a non-profit 501 (c) (6) corporation and does not contemplate the distribution of gains, profit, or dividends to the members. The purposes of this corporation are set out in Article III of the Articles of Incorporation of the Association of Advanced Practice Psychiatric Nurses.

ARTICLE IV. MEMBERSHIP

Application for membership shall be open to any registered nurse who holds a master's degree or higher in psychiatric-mental health nursing or holds American Nurses Credentialing Center (ANCC) certification in an advanced practice psychiatric-mental health nursing specialty who subscribes to the mission of AAPPN regardless of race, national or ethnic origin, color, gender, religion, creed, culture, age, sexual preference, or developmental or physical disability.

Section 1. Criteria for membership

- A. Membership is granted after completion and receipt of a qualified membership application and current membership fee.
- B. A member shall be deemed in good standing upon payment of the current membership fee.
- C. If dues are not paid within 60 days of the annual renewal date, membership shall lapse. The member will be notified and given the option to renew.

Section 2. Membership Classifications

AAPPN has six levels of membership:

- A. Clinical Members

1. Clinical membership shall be open to any registered nurse who:
 - a. Holds a master's degree or higher in psychiatric-mental health nursing; or
 - b. Holds American Nurses Credentialing Center (ANCC) certification in an advanced practice psychiatric-mental health nursing specialty; and
 - c. **Lives Is licensed in the state of Washington.**
 2. Clinical Members who are in good standing are entitled to:
 - a. Vote in AAPPN elections.
 - b. Election to the Board of Directors.
 - c. Appointment as chairs of Chapters, Committees, and Project Teams.
- B. Emeritus Members
1. Emeritus Membership is open to those who:
 - a. Meet the Clinical Member standards, and
 - b. Are over the age of 65, or
 - c. Are retired.
 2. Emeritus Members who are in good standing are entitled to:
 - a. Vote in AAPPN elections.
 - b. Election to the Board of Directors.
 - c. Appointment as chairs of Chapters, Committees, and Project Teams.
- C. Out-of-State Members
1. Out-of-State Membership is open to those who:
 - a. Meets the Clinical Member education or ANCC standards; and
 - b. **Lives outside Is licensed in the state of Washington.**
 2. Out-of-State Members who are in good standing are entitled to:
 - a. Vote in AAPPN elections.
 - b. Election to At-Large positions on the Board of Directors.
 - c. Appointment as chairs of Chapters, Committees, and Project Teams.
- D. Student Members
1. Student Membership is open to those who
 - a. Are graduate students in a master's or doctoral program in psychiatric-mental health nursing, or
 - b. Who graduated from a master's or doctoral program in psychiatric-mental health nursing within the last year.
 2. Student Members who are in good standing are entitled to:
 - a. Vote in AAPPN elections for the Student Board position.
 - b. Election to the Student Board position on the Board of Directors.
 - c. Appointment as chairs of Chapters, Committees, and Project Teams.
- E. Honorary Members
- Honorary Membership may be granted by the Board of Directors in special circumstances to individuals outside the profession who have contributed to the field of psychiatric advanced practice nursing.
- F. Lifetime Members
- As part of AAPPN's history, Lifetime Membership may be granted by the Board of Directors to individuals who have displayed extraordinary contributions in the field of psychiatric advanced practice nursing.

Section 3. Membership Dues

The Board of Directors shall set the membership fee for each membership classification.

Section 4. Benefits of Membership

All members shall:

- A. Receive notice of all meetings of the membership.
- B. Be eligible to serve on committees, task forces, and other appointed positions.
- C. Be listed in the AAPPN Member-to-Member Directory and have access to same.
- D. Receive other benefits as determined by the Board of Directors.

ARTICLE V. GOVERNANCE

Section 1. General Powers

- A. The affairs of AAPPN shall be managed by the Board of Directors.
- B. The Board of Directors shall have control of and be responsible for the management and property of AAPPN.
- C. The Fiscal Year of AAPPN shall conform to the calendar year.

Section 2. Composition of the Board of Directors

- A. The Board of Directors shall be composed of the President, President-Elect, Past-President, Secretary, Treasurer, Student Member, and Members-at-Large.
- B. The Executive Committee shall be composed of the President, President-Elect, Past-President, Secretary, and Treasurer.

Section 3. Number, Tenure, Requirements, and Qualifications of the Board of Directors

- A. The AAPPN Board of Directors shall consist of no less than five (5) or more than ten (10) elected members.
- B. The Board of Directors may increase or decrease the number of Directors, by a 2/3 majority vote. No decrease in number of Directors shall shorten the term of any incumbent.
- C. Each member of the Board of Directors is expected to attend all regular Board of Directors meetings. Advance notice of intended absences must be given to the Secretary.
- D. Each member of the Board of Directors shall be a member in good standing at the time of nomination, election, and while serving on the Board.
- E. Each member of the Board of Directors, with the exception of the Student Member, shall hold a current license in advanced nursing practice while serving on the Board.

Section 4. Forfeiture

- A. Failure to fulfill any designated duty will result in forfeiture of the officer's seat on the board.
- B. Failure to attend at least half of the Board's regularly-scheduled meetings during a calendar year will result in forfeiture of the officer's seat on the board.
- C. The Secretary shall notify the Board of Directors in writing that the office has been declared vacant, and the Board of Directors may proceed to fill the vacancy.

Section 5. Removal

- A. Any member of the Board of Directors may be removed with or without cause, at any time, by vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of AAPPN would be served thereby.
- B. Each member of the Board of Directors must receive written notice of the proposed removal at least ten (10) days in advance of the proposed action.

Section 6. Resignation

- A. A member of the Board of Directors may resign at any time by giving written notice to the President or the Secretary of AAPPN.
- B. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of Directors, and the acceptance of the resignation shall not be necessary to make it effective.

Section 7. Board of Director Vacancy

- A. Whenever any vacancy occurs in the Board of Directors it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular meeting.
- B. A vacancy may be created and filled according to specific methods approved by the Board of Directors.

Section 8. Compensation

Members of the Board of Directors shall not receive any compensation for their services as Directors or in any capacity for AAPPN.

Section 9. Informal Action by the Board of Directors

Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent, setting forth the action so taken, shall be agreed upon in writing by all of the members of the Board of Directors. The process for such action shall be determined by the Board of Directors.

Section 10. Confidentiality

- A. Members of the Board of Directors shall not discuss or disclose information about AAPPN or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the AAPPN purposes, or can reasonably be expected to benefit AAPPN.
- B. Members of the Board of Directors shall use discretion and good business judgment in discussing the affairs of AAPPN with third parties. Without limiting the foregoing, members of the Board of Directors may discuss upcoming activities and the purposes and functions of AAPPN including but not limited to accounts on deposit in financial institutions.
- C. Each member of the Board of Directors shall execute a confidentiality agreement consistent herewith upon being voted onto and accepting appointment to the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

The Board of Directors shall consist of the President, President-Elect, Past-President, Secretary, Treasurer, Student Member, and Members-at-Large.

Section 1. President

The President shall have the following duties:

- A. Preside at all meetings of the Board of Directors.
- B. Oversee general and active management of the business of the Board of Directors.
- C. Bring all orders and resolutions of the Board of Directors to the membership.
- D. Oversee and supervise the direction of all other officers of AAPPN to ensure proper performance of their duties.

Section 2. President-Elect

The President-Elect shall have the following duties:

- A. Assume the powers of the President and shall perform all the duties of the President during the absence of the latter.
- B. Chair the Awards Committee.
- C. Other duties as determined by the Board of Directors

Section 3. Past-President

The Past-President shall have the following duties:

- A. Serve as an adviser to the current President, President-Elect, and any other board members, as needed.
- B. Chair the Nominating Committee.
- C. Other duties as determined by the Board of Directors.

Section 4. Secretary

The Secretary shall have the following duties:

- A. Maintain a record of all votes and minutes of all proceedings.
- B. Service on at least one Committee or Project Team.
- C. Other duties as determined by the Board of Directors.

Section 5. Treasurer

The Treasurer shall have the following duties:

- A. Maintain charge and custody of and responsibility for all funds and securities of AAPPN.
- B. Review financial statements and the fiscal status of the association on a regular basis.
- C. Ensure the Board of Directors receives appropriate financial reports and is kept informed.
- D. Present a complete and accurate report of the finances raised by the Board of Directors on an annual basis.
- E. Assist in direct audits of the funds of the program according to funding source guidelines and generally accepted accounting principles.
- F. Confirm the filing of annual non-profit status registration forms, federal and state tax returns [or foreign equivalent], and any other filings required by State and Federal, provincial or local law.
- G. Be authorized as a signatory on all accounts of the Chapter. Other signatories shall be as authorized by resolution of the Board of Directors.
- H. Service on at least one Committee or Project Team.
- I. Other duties as determined by the Board of Directors.

Section 6. Student Member

The Student Member shall have the following duties:

- A. Represent the interests of Student Members.
- B. Service on at least one Committee or Project Team.
- C. Other duties as determined by the Board of Directors.

Section 7. Members-at-Large

The Members-at-Large shall have the following duties:

- A. Serve as a liaison between the membership and the Board of Directors.

- B. Service on at least one Committee or Project Team.
- C. Other duties as determined by the Board of Directors.

Section 8. Election of Directors

- A. An election of Directors shall be held in the Fall of each year.
- B. Elections shall be conducted via electronic and in-person voting.
- C. Election procedures shall be determined by the Board of Directors.

Section 9. Terms of Office

The terms for officers shall be:

- A. The annual term of office shall be January 1 through December 31.
- B. President: three years, including one year as President-Elect, one year as President and one year as Past-President.
- C. Secretary and Treasurer: two years, with each elected on alternating years.
- D. Student Member: two years.
- E. Members-at-Large: two years.

ARTICLE VII. ADVISORY COUNCIL

An Advisory Council may be created by the Board of Directors.

- A. Members of this Council may include:
 1. Chairs of Committees, Task Forces, and Project Teams.
 2. Chapter Chairs.
 3. Other members as deemed appropriate by the Board of Directors.
- B. The Advisory Council shall serve at the will of the Board of Directors to provide input related to governance of AAPPN.
- C. Members will comply with the confidentiality policy set forth herein.
- D. Members are invited to attend the Board of Directors meetings.

ARTICLE VIII: MEETINGS

Section 1. Board of Directors Meetings

- A. Meetings of the Board of Directors shall occur at intervals necessary to conduct the business of AAPPN.
- B. Attendance at Board of Directors meetings:
 1. Meetings are open to all members and the public.
 2. Members of the Board of Directors are expected to attend meetings.
 3. Members of the Advisory Council are invited, but not expected, to attend meetings.
 4. The Executive Director or a representative from the management company is expected to attend meetings.
- C. Meetings of the Board of Directors may be conducted by electronic or telephonic means, provided that all participants can hear one another.
- D. An annual meeting may be held.
- E. Notice of an annual meeting of the Board of Directors shall be sent to all members of AAPPN at least ten (10) days in advance of the meeting.
- F. Special meetings of the Board of Directors may be called by or at the request of the President or at the written request of no fewer than one-third (1/3) of the Board of Directors.
- G. Notice of any special meeting of the Board of Directors shall be sent to all Board of Directors members at least seven (7) days in advance of the meeting.

- H. Meetings will be conducted following Robert's Rules of Order.
- I. The presence, in person, or by proxy, of at least half of current members of the Board of Directors shall be necessary at any meeting to constitute a quorum to transact business.
- J. The Board of Directors may transact business without a meeting that it could properly take at a meeting via electronic vote, if the vote is agreed to by all of the Directors.
- K. If action is taken via electronic vote, the Board of Directors shall have seven (7) days for discussion after the motion is seconded, and an additional seven (7) days for a vote.

Section 2. Membership Meetings

- A. A quorum of the membership may call for a special meeting of the membership.
- B. If a special meeting of the membership is called, a meeting notice must be sent with at least thirty (30) days written notice to all members, and the meeting notice shall identify the business purpose or purposes to be conducted at the time of the special meeting.
- C. Only the business identified in the meeting notice for the special meeting shall be conducted at the time of the special meeting.

ARTICLE IX. PARLIAMENTARY PROCEDURE

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

ARTICLE X. COMMITTEES AND MEMBER GROUPS

Section 1. Formation

- A. The Board of Directors may create the following member groups as needed:
 - 1. Committees – to conduct on-going business and programs.
 - 2. Chapters – to provide connection for members in a specific geographical area.
 - 3. Project Teams – to conduct short- or long-term programs based on association needs.
 - 4. Special Interest Groups – to provide connection for members with shared interests.
- B. The duties and responsibilities of the groups shall be determined by the Board.
- C. The President, with the approval of the Board of Directors, appoints all committee chairs. Committee chairs must be members in good standing.
- D. Chapters, Project Teams, and Special Interest Groups may appoint their group leaders. Group leaders must be members in good standing.

Section 2. Standing Committees

- A. Finance Committee
 - 1. The Treasurer shall serve as Chair of the Finance Committee.
 - 2. The Finance Committee is comprised of the Executive Committee.
 - 3. The Finance Committee is responsible in assisting the Treasurer to implement all duties of the office of Treasurer.
- B. Nominating Committee
 - 1. The Past-President shall serve as Chair of the Nominating Committee.
 - 2. Any member in good standing is eligible to serve on the Nominating Committee.
 - 3. The Nominating Committee is responsible for recruiting candidates for elected office and volunteer positions.
 - 4. The members of the Nominating Committee shall not be eligible for any office of the current election.

Section 3. Chapters, Project Teams, and Special Interest Groups

- A. Chapters are defined as a local branch of AAPPN.
 - 1. Chapters are created by members with approval of the Board of Directors.
 - 2. A minimum of three members is required to achieve chapter status.
 - 3. Chapters may name a Chair.
 - 4. Guidelines for formation and responsibilities of Chapters are determined by the Board of Directors.
- B. Project Teams are defined as groups of volunteers working together to address a specific need of the association.
 - 1. Project Teams are defined by the Board of Directors.
 - 2. Project Teams may name a Chair.
 - 3. Guidelines for formation and responsibilities of Project Teams are determined by the Board of Directors.
- C. Special Interest Groups (SIG) are defined as a community within AAPPN with a shared interest in advancing a specific area of knowledge, learning, or technology where members communicate and cooperate to affect or to produce solutions within their specific interest.
 - 1. SIGs are created by members with approval of the Board of Directors.
 - 2. A minimum of three members is required to achieve status as a SIG.
 - 3. SIGs may name a Chair.
 - 4. Guidelines for formation and responsibilities of SIGs are determined by the Board of Directors.

ARTICLE XI. ASSOCIATION CONTRACT STAFF

The Executive Committee may contract with an Executive Director or management company who shall serve at the will of the Board of Directors. This contract does not confer status as an employee.

Section 1. Executive Director or management company

- A. The Executive Director or management company shall:
 - 1. Have immediate and overall supervision of the operations of AAPPN.
 - 2. Coordinate hiring, discharge, and determination of the salaries and other compensation of all staff members under the Executive Director's or management company's supervision.
 - 3. Advise the Board of Directors on governance issues as needed.
- B. No member of the Board of Directors may individually instruct the Executive Director or management company. If this occurs, the Executive Director or management company shall report these requests to the Executive Committee.
- C. The Executive Director or representatives of the management company may be ad-hoc members of all committees.
- D. The Executive Director may not be related by blood or marriage/domestic partnership within the second degree of consanguinity or affinity to any member of the Board of Directors or Advisory Council.
- E. The Executive Committee may choose to contract with the Executive Director or management company by a majority vote at a Board of Directors meeting.
- F. The Executive Committee may choose to end a contract with the Executive Director or management company upon an affirmative vote of three-quarters (3/4) of the members present at any meeting of the Board Directors. Such removal may be with or without cause.

Section 2. Use of Outside Experts

When conducting the periodic reviews e.g. external audits, organizational assessments, AAPPN may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for the overall business of AAPPN.

ARTICLE XII. IDEMNIFICATION

To the full extent authorized under the laws of the State of Washington, AAPPN shall indemnify the AAPPN Board of Directors and officers to minimize potential personal liability for actions taken in their capacity as directors and officers as outlined in the Policies and Procedures.

ARTICLE XIII. BOOKS AND RECORDS

AAPPN shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

ARTICLE XIV: REVISION OF THE BYLAWS

The bylaws shall be revised through

- A. Submission of a written notice to the membership of any Bylaws change(s) proposed at least two (2) weeks prior to voting on such change(s).
- B. Two-thirds of the members present as a quorum at the annual meeting, or at a special meeting called for that purpose, of AAPPN must approve any proposed revision(s) in the Bylaws.
- C. In lieu of a meeting of AAPPN, the Board of Directors may direct that a mailed ballot or electronic ballot vote of the entire membership may be utilized.

ARTICLE XV: DISSOLUTION

Section 1. The dissolution of the Association shall occur

- A. Upon a two-thirds vote of membership, the Board of Directors so instructed, shall be empowered to dissolve the Association.
- B. After payment of debts and liabilities incurred by the Association, all remaining assets shall be dispersed to appropriate charitable organizations by the Board of Directors.