

# **Psychiatric Advanced Practice Nurses of Texas**

## **Bylaws**

### **ARTICLE I**

#### **NAME AND OFFICE**

##### **1.1 NAME AND ASSOCIATION TYPE**

The name of this Association is Psychiatric Advanced Practice Nurses of Texas (referred to as "PAPN Texas" or the Association). PAPN Texas is a Texas Nonprofit Corporation that will be recognized as a tax-exempt association under IRS Section 501C6.

### **ARTICLE 2**

#### **PURPOSE & OBJECTIVES**

##### **2.1 PURPOSE**

The purposes of PAPN TEXAS will be to:

- A. Advance, support, and promote the role of board certified psychiatric advanced practice nurses
- B. Promote accessible, quality mental health care provided by psychiatric advanced practice nurses.

##### **2.2 OBJECTIVES**

The objectives of PAPN TEXAS:

- A. Membership Growth, Benefits and Services:  
Encourage membership growth and retention through active strategies to enhance member benefits and services.
- B. Government Action, Advocacy and Leadership  
Engage in government and legislative activities, advocacy and leadership representing the interests and contributions of psychiatric advanced practice nurses.
- C. Education, Conferences and Resources  
Provide educational opportunities and resources to members and the community
- D. Public and Professional Relations  
Represent the profession through public relations activities and professional relationships
- E. Organizational Excellence  
Follow evidenced based practices to maintain professional and organizational excellence.

### **ARTICLE 3**

#### **CATEGORIES OF MEMBERSHIP**

##### **3.1 MEMBERSHIP**

Membership in the Association shall be determined by the Board of Directors by acceptance of the applications for Membership. The Board may create such categories or classes of Membership, set fees, dues or benefits of Membership and make such changes in classes, benefits, dues or fees as it deems in the best interest of the Association provided however, that all such changes shall be made proactively so as not to adversely affect current memberships. PAPN TEXAS may include individual members, chapters and/or affiliates as determined by the Board.

### **3.2 DUES**

Dues are payable in full at the time of becoming a member for one year, and annually thereafter for the following year. The board may determine membership promotions as deemed necessary to retain and recruit members. No dues, fees or assessments shall be refunded to any members who membership is suspended, revoked or terminated for any reason.

### **3.3 BENEFITS**

Benefits are defined by the Board for each membership type, with membership dues and fees set appropriately by the Board for these benefits.

### **3.4 VOTING**

With the exception of associate members, each member shall be entitled to one vote.

### **3.5 MEMBERSHIP STATUS**

Members in good standing are those members whose dues are paid in full. Delinquent members are those who have not paid their dues by the date they are due.

### **3.6 TERMINATION OF MEMBERSHIP**

Any member failing to conform to the provisions of these Bylaws or to commonly accepted standards of conduct and against whom such charges are sustained after due and proper hearing before the Board of Directors, may have their membership suspended or revoked by action of the Board of Directors. In such a case a vote of two-thirds (2/3) of the Board of Directors shall be necessary to sustain the charges. The decision of the Board of Directors shall be final.

### **3.7 DELINQUENCIES**

Any member who has not paid their dues in full by the date set by the Board of Directors shall be considered delinquent and the membership suspended along with the rights, privileges, and services of membership in the Association.

### **3.8 TRANSFER OF MEMBERSHIPS**

No member may transfer a membership or any membership right to another member or non-member. All rights cease on the member's discontinuation, dissolution, or death.

### **3.9 ANNUAL MEETING**

An Annual meeting of members shall be held at a time determined by the Board and communicated to membership at least 30 days prior to meeting.

### **3.10 SPECIAL MEETINGS**

Special meetings of the members may be called at any time by the President and any meeting requiring membership vote will require least 30 days prior to meeting.

### **3.11 VOTING RIGHTS**

Every member entitled to vote shall have the right to one (1) vote, in person or by electronic means.

## **ARTICLE 4 BOARD OF DIRECTORS**

### **4.1 COMPOSITION OF THE BOARD**

The Board of Directors will consist of 5 Officers, at least 6 regional directors and Chairs of named committees. Officers of the association in odd years are President, President-Elect, Vice President, Secretary and Treasurer. In even years the Officers are President, Past President, Vice President, Secretary and Treasurer. The six regional directors are elected from geographically contiguous areas representing major population centers. The regional areas are: (1) Dallas/Fort Worth/Northeast Texas; (2) Houston/Gulf Coast; (3) San Antonio/South Texas; (4) Austin/Hill Country; (5) Panhandle; and (6) El Paso/Big Bend. The Board may appoint chairs for the following committees that will serve as voting members of the board: Communication, Education, Legislative, Membership, and Nominating. The Board may appoint a student representative as voting member of the board.

### **4.2 ELECTION OF BOARD of DIRECTORS**

The President-Elect, Vice President, Secretary, Treasurer and 6 regional representatives will be elected by voting members of the Association.

### **4.3 MANAGEMENT BY BOARD**

The Board of Directors shall manage the business affairs of the Association. The Board of Directors shall determine the policies and activities of the Association, advise and consent on the Association's committees, task forces, and advisory boards and exercise all such powers of the Association and do all such lawful acts and things as are permitted by law, by the Articles of Incorporation or by these Bylaws, unless otherwise expressly provided herein.

### **4.4 TERMS OF OFFICE**

Elected Directors will begin his/her term at the beginning of the Fiscal Year, July 1<sup>st</sup> for a two-year term, unless otherwise noted in the Bylaws or until such Director's earlier death, resignation, retirement, disqualification or removal from office. With the exception of the President/President-Elect, any director may be re-elected to serve another two year term

in the same position. The committee chairs and student representative are appointed for 1 year terms that may be renewed. A maximum of 8 total years may be served as Board Officer. In the event there is not a President-Elect, the Past President will continue on the board for one year.

#### **4.5 STAGGERED TERMS**

The two-year terms for the Directors shall be staggered. The President-Elect, Secretary, and half of regional board member will be selected in odd numbered years. The Vice President, Treasurer and half of regional board members will be elected in even numbered years.

#### **4.6 NOMINATIONS OF DIRECTORS**

PAPN TEXAS will accept nominations for open board positions. A member of PAPN TEXAS who is not an associate or student member of PAPN TEXAS may self-nominate for consideration of the nominating committee. The board will select a chair of the Nominating Committee and committee members. The chairperson and members of the nominating committee may not be candidates for election. The nominating committee will present a slate of nominees to membership at 30 least days prior to annual meeting.

#### **4.7 ELIGIBILITY**

To be eligible for Board of Directors the candidate will be a psychiatric APRN in Texas; be in good standing with the Texas Board of Nursing; must reside in the state of Texas and is a dues paying, voting member of PAPN Texas.

#### **4.8 MEANS OF ELECTION**

Eligible members in good standing with PAPN Texas will receive electronic ballots at least 14 days prior to election. Each voting member will be allowed to cast one vote for each position to be elected. Candidates receiving the highest number of votes for each vacancy will be declared elected.

#### **4.9 ELECTION PROCEDURES**

The Board of Directors may develop other needed rules and procedures to ensure the timeliness and efficient execution of the Association elections.

#### **4.10 DUTIES OF THE BOARD OF DIRECTORS**

The governing body of PAPN TEXAS will be the Board of Directors (Board).

The Board:

- A. Will supervise, control and provide direction of the affairs, committees, publications, policies, and distribution of Association funds.
- B. May take a position and express an opinion on behalf of PAPN TEXAS on issues relevant to the psychiatric APRNS.
- C. May adopt policies for the conduct of its business

#### **4.11 BOARD QUORUM**

A majority (half plus 1) of the filled board members shall constitute a quorum of the board.

#### 4.12 VACANCIES

Any vacancy occurring in the Board of Directors resulting from the death, resignation, retirement, disqualification, removal from office, or termination of membership of any Director will be filled by the affirmative vote of a majority of the remaining Directors present at any meeting of the Directors at which a quorum of Directors is present. Any Director elected by the Board to fill a vacancy *will complete the term of the vacated position*. The vice president will assume the office of president should that position be vacated either by resignation or incapacitation of the president. Should both the president and vice president be incapacitated, the order of succession will be president-elect, secretary then treasurer.

#### 4.13 REMOVAL

Any Board member may be removed from the Board of Directors by quorum of the Directors for violation of code of conduct, confidentiality, or Association bylaws after a due and proper hearing.

### ARTICLE 5 MEETINGS

#### 5.1 NOTICE

The notice shall state the place, day and time of the meeting and the purpose of the meeting. Notice shall be delivered not less than ten (10) days before the meeting unless unusual circumstances occur requiring a meeting on shorter notice.

#### 5.2 PROXY VOTING PROHIBITED

Proxy voting is not permitted.

#### 5.3 WRITTEN CONSENT OF DIRECTORS

Actions should be taken during the Board of Directors' meetings. However, in occasions when board actions need to be taken outside of a meeting, the appropriate numbers of Directors should consent in writing to such action. Such consent should include the action to be taken and should be signed by the number of Directors whose vote would be necessary to take action at a regular meeting. Such consent shall have the same force and effect as a vote at a meeting where such Directors or Officers were present and voted.

#### 5.4 ELECTRONIC MEETINGS

Subject to the provisions of applicable law and these Bylaws regarding notice of meetings, members of the Board of Directors or members of any committee designated by the Board may, unless prohibited by statute or these by-laws, attendance and participation in meetings of this organization may occur through any accepted form of electronic

participation including but not limited to phone, internet or other device or combination. Attendance and voting will be recorded of all members attending in person or electronically. The Board or committee may determine any exception to electronic forms of participation.

#### **5.5 MEETINGS OF THE BOARD OF DIRECTORS**

The Board of Directors shall meet not less than quarterly and at the call of the President. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors.

#### **5.6 ATTENDANCE**

Any elected Officer or Director who shall have unexcused absence from two (2) meetings of the Board of Directors during a single administrative year shall automatically vacate the seat held on the Board of Directors and the Board of Directors shall fill the unexpired term. The Board of Directors may expressly waive or excuse an absence by an affirmative vote if significant mitigating circumstances exist.

### **ARTICLE 6 OFFICERS**

#### **6.1 NUMBER**

Officers of the Association shall be President, President-Elect (odd years), Past President (even years), Vice President, Secretary and Treasurer. The officers meet the same criteria as the Board of Directors and are elected by membership.

#### **6.2 ELECTION AND TERM OF OFFICE**

In even numbers years, membership will elect the Vice-President and treasurer. In odd numbers years the President-Elect and secretary will be elected. The Officers terms are for two years with the exception of President-Elect which is a 4-year commitment.

#### **6.3 DUTIES OF OFFICERS**

- A. The President shall be the principal executive officer of the Association and shall preside over all meetings of the Association and the Board of Directors. The President shall be an ex officio member of standing committees not otherwise established by the bylaws and shall perform such other duties as usually pertained to the office of President.
- B. The President-Elect shall carry out any duties assigned by the President. The President-Elect will assume the office of President at the end of the President's term.
- C. The Vice President will perform the duties of the President in the absence of the President and perform duties for the organization as designated by the President and Board of Directors.

- D. The Treasurer will oversee financial accounts and records of PAPN TEXAS including regular reports on the financial condition of PAPN TEXAS to the Board of Directors and membership.
- E. E. The Secretary will keep a record of proceedings at board meetings and maintain an archive of organizational activities.

## ARTICLE 7 COMMITTEES / ADVISORY BOARDS

### 7.1 COMMITTEES

The Board of Directors may establish one or more Committees, may delegate specified authority to a Committee, and may appoint or remove members of a Committee. A committee shall include one or more Director(s), and may include persons of any membership status.

### 7.2 ADVISORY BOARDS

The Board of Directors may establish the use of advisory boards to be utilized as a resource. In addition, the Board of Directors may appoint individuals to represent PAPN TEXAS on various boards and committees.

### 7.3 TASK FORCES

The Board of Directors may establish Task Forces for the purpose of investigating and advising the Board of Directors on specific topics or to work on a specific goal, issue or project. The authority of these task forces is limited to advising. The Board of Directors may designate Task Force Chairs

### 7.4 QUORUM

A majority (half plus 1) of Committee, Advisory Board or Task Force members will constitute a quorum.

## ARTICLE 8 FINANCES

### 8.1 FINANCIAL RULES

PAPN TEXAS will follow generally accepted accounting principles.

### 8.2 BUDGET

An annual budget will be approved by the Board of Directors and presented to membership.

### 8.3 FISCAL YEAR

The fiscal year of the Association will be July 1 to June 30.

### 8.4 LOANS TO OFFICERS AND DIRECTORS PROHIBITED

The Association will not make loans to its Officers and Directors, and any Directors voting for or assenting to the making of any such loan, and any Officer participating in the making thereof, shall be jointly and severally liable to the Association for the amount of such loan until repayment thereof.

## **ARTICLE 9 STAFF**

### **9.1 APPOINTMENT**

The Board of Directors may appoint a staff, including a Chief Executive Office (CEO), to be responsible for all management functions for PAPN TEXAS. The CEO will manage and direct all activities of PAPN TEXAS as prescribed by the Board of Directors and will report to the Board. The CEO will employ and may terminate the employment of staff members necessary to carry on the work of PAPN TEXAS and fix their compensation within the approved budget. The CEO will define the duties of the staff, supervise their performance, establish their titles and delegate those responsibilities of management as will be in the best interest of PAPN TEXAS. The CEO serves without vote as an ex-officio member of the Board of Directors.

## **ARTICLE 10 OPERATIONS**

### **10.1 CONFLICTS OF INTEREST**

The Association shall adopt a conflict of interest policy.

### **10.2 INVALID PROVISIONS**

If any part of these Bylaws shall be held invalid or inoperative for any reason, the remaining parts, so far as is possible and reasonable, shall remain valid and operative.

### **10.3 AMENDING THE BYLAWS: SUBSTANTIVE CHANGES**

These Bylaws of PAPN TEXAS may be altered, amended, supplemented or repealed. All changes must be approved by the Board of Directors and submitted to the Membership for vote. Notice of the proposed changes will be presented to members at least thirty days prior to voting. The vote may be conducted in person at the annual meeting, by mail or electronic means. At least one-half plus 1 of the returned ballots/votes must approve the amendments.

### **10.4 AMENDING THE BYLAWS: NON-SUBSTANTIVE EDITORIAL CHANGES**

Editorial changes to the Bylaws may be made by a unanimous vote of the Board of Directors. If the Bylaws are altered, amended or supplemented in this manner, the changes will not become effective until sixty days after the Membership has been advised of the changes.

## **ARTICLE 11 DISSOLUTION**



### 11.1 DISSOLUTION

PAPN TEXAS will use its funds only to accomplish the objectives and purposes specified in these Bylaws and no part of said funds shall inure, or be distributed, to the Members of the Association as required by the Internal Revenue Service. On dissolution of the Association, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific or philanthropic organizations selected by the Board of Directors.

## ARTICLE 12 INDEMNIFICATION/INSURANCE

### 12.1 INDEMNIFICATION

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he/she is or was a Director or Officer of the Association shall be indemnified by the Association against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

### 12.2 LIMITS ON INDEMNIFICATION


Notwithstanding the above, the Association will indemnify a person only if he/she acted in good faith and reasonably believed that his/her conduct was in the Association's best interests. In the case of a criminal proceeding, the person may be indemnified only if he/she had no reasonable cause to believe his/her conduct was unlawful.

### 12.3 BOARD INSURANCE

Association professional liability insurance, Directors and Officers insurance, and a fidelity bond for those authorized to issue funds from PAPN TEXAS resources may be maintained. The amount and scope of coverage will be reviewed at the time of the policy renewals.

### CERTIFICATION

The undersigned, being the duly elected and qualified President of the Association, hereby certifies that the foregoing Bylaws of the Association were duly adopted by the Board of Directors of the Association.



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William Tudor APRN, PMHNP-BC

May 11, 2021