

# BY-LAWS OF THE NATIONAL ASSOCIATION OF PASRR PROFESSIONALS (NAPP)

## **Article 1: Purpose**

### **1.1 Purpose Statement:**

The National Association of PASRR Professionals (NAPP) is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **1.2 Mission Statement:**

The National Association of PASRR Professionals (NAPP) is a non-profit educational organization dedicated to advancing the profession of individuals and organizations working in the federally mandated Pre-admission Screening and Resident Review Program (PASRR). The Association addresses this mission by:

- a. Providing educational and training opportunities through conferences, workshops, webinars and other means that assist PASRR professionals in updating and enhancing their competencies.
- b. Representing the interests and concerns of PASRR professionals by monitoring and informing the membership regarding the development and implementation of state and federal policies, rules, and regulations impacting the PASRR program and the affected populations, and providing input to state and federal agencies as appropriate.
- c. Working in partnership with state, federal, and private agencies and other organizations with similar interests to promote the expansion and improved quality of behavioral health services for individuals with mental illnesses, substance use disorders, and/or intellectual/developmental disabilities or related conditions.
- d. Providing a forum for the free and open discussion of issues and exchange of professional information related to the PASRR program and the populations the program serves.
- e. Educating the public about the PASRR program through articles, presentations at conferences, webinars, use of electronic media, etc.

### **1.3 Goal**

To provide leadership, education, resources and empowerment to and for all members so that each member can plan and implement quality PASRR functions and services within their own states to ultimately benefit residents of nursing

facilities and alternative settings with mental illness and/or intellectual/developmental disabilities and related conditions.

## **Article 2: Membership**

### **2.1 Membership Categories**

Membership shall consist of interested individuals, agencies, facilities and organizations involved with planning, overseeing and improving the PASRR process and follow-up services for persons with mental illness, intellectual/developmental disabilities and related conditions in the following categories:

#### **a. Individual Membership**

An individual member is one person who represents him/or herself, and is not part of any organizational membership. The Individual Membership fee shall be established by the NAPP Board of Directors.

#### **b. Organizational Membership**

Organizational membership is offered as a way for organizations, agencies and facilities to purchase one or more flexible memberships for up to a maximum of three (3) NAPP members. Each organization, agency or facility must designate up to three members. Each organization, agency, or facility will have one vote for purposes of any matter of NAPP business that may require a vote and will be asked to designate the voting member. Should a designated member leave the organization, agency or facility, or change duties, such that the organization, agency or facility wishes to designate a different person from within, the organization, agency or facility must notify the NAPP Membership Committee of the change prior to the new designate being recognized as an organizational member. The Organizational Membership fee shall be established by the NAPP Board of Directors.

### **2.2 Cost and Duration of Membership**

Members will be charged a nominal fee for one or more years of membership to be established by the NAPP Board. Fees obtained from members will be utilized to help fund PASRR conferences, webinars, communication (e.g., newsletters) and/or reimburse Board members strictly for purposes of Association business (such as travel, projects, etc.). Membership fees are non-refundable.

### **2.3 Non-Discrimination**

Membership will not be based or made on a person's race, color, national origin, gender, sexual orientation, age, or physical or mental disability.

## **2.4 Termination**

Members may withdraw from the Association and/or Board of Directors, with written notice to the Association or by not paying their required annual association fee. Likewise, the Board of Directors may withdraw the status of any member of the Association or Board of Directors pursuing purposes conflicting with those of the Association, and/or whose behavior is unethical, criminal or unbecoming of an Association member. Any member whose membership is at risk of termination shall be notified at least 10 days prior to the meeting at which the Board of Directors shall consider removal of the member and shall have the right to represent themselves at the meeting. Membership fees will not be returned in such instances.

## **Article 3: The Board**

### **3.1 Structure**

The Board shall serve as the governing body of the Association to represent the best interests of the organization. The members of the Board shall be elected by the General membership at the annual meeting held in January of each year. A ballot containing the names of interested candidates shall be developed by the Governance Committee and distributed to members electronically, at least 14 days prior to the annual meeting. Voting may be done electronically, by post or in person. Board members must be members of the Association. The Board shall consist of no more than 13 members. Each board member shall sign and adhere to the NAPP Board Code of Ethics and file it with the secretary.

There shall be no more than one (1) Board member from any governmental agency or any for-profit or not-for-profit corporation.

### **3.2 Ex-officio Members**

The Board of Directors may appoint Ex-officio members to represent Federal agencies and national organizations that are directly related to PASRR. These individuals may participate in all activities of the Board and Association but are non-voting, may not serve as officers of the Association, and are not subject to term limits.

### **3.3 Officers**

The members of the NAPP Board of Directors shall elect a Chair, Vice-chair, Secretary, and Treasurer. The officers of the Association shall be elected by the Board at the next regularly scheduled Board Meeting following the annual meeting. A slate of officers shall be developed by the Governance Committee and distributed electronically to all board members at least one week prior to the Board meeting. All officers must be a member of the Board at the time of their election.

The term of NAPP Board Officers shall be one (1) year. The chair may be re-elected but not serve for more than three (3) consecutive one (1) year terms. The term limit shall not apply to the other three Board Officers.

If a Board Chair resigns or whose membership or officer position is terminated, or otherwise leaves for any reason, the Vice Chair will serve as the Interim chair for the duration of the term. This person would serve the balance of the chair's term, but this term shall not count towards the three (3) consecutive one year term limitation for the chair position. All other Officer vacancies shall be filled and approved by the NAPP Board of Directors.

### **3.4 Executive Committee**

The Executive Committee shall consist of the officers and the chairs of standing committees established by the Board. The Executive Committee is empowered to act on behalf of the Association between meetings of the Board of Directors except in matters pertaining to the Bylaws or the removal of a Board member, Officer, or Member. The Immediate Past Chair shall serve as a member of the Executive committee. If the Immediate Past Chair is not a current Board member they shall serve as an ex-officio member of the Board.

### **3.5 Terms of Office – Board of Directors**

The term of office of the Board of Directors members shall be three (3) years. Members may be re-elected for one additional consecutive term. The terms of members shall be staggered so that one-third of the board membership shall expire each year. Vacancies on the Board shall be filled by a majority vote of the Board for completion of the unexpired term. The completion of the unexpired term shall not be counted toward the two consecutive term limitation.

### **3.6 Quorum and Voting**

A quorum in the Board shall exist if at least 50 percent of the Board is present, either electronically (i.e., by telephone or conference call) or in person. Actions of the Executive Committee or Board require a majority vote of those participating in the meeting. Proxies are not permitted for voting in the Board or Executive Committee.

Each member shall have one vote. All decisions shall be taken by a simple majority of those present, either electronically (i.e., by telephone or conference call) or in person.

### **3.7 Operation**

The Board is authorized to act on behalf of the membership of the Association on all matters, including but not limited to establishment of policy, goals, membership, conference planning, and Bylaws revision.

### **3.8 Standing Committees**

The Board of Directors may establish Standing Committees to provide ongoing support to the operations of the Association. The chair and members of each Standing Committee shall be appointed by the Chair in consultation with the Board of Directors and shall be members of the Association. Each Committee chair must be a Board member. Each Board member shall serve on one or more NAPP Committees, either as a chair or committee member. Non-NAPP members may participate in standing committee meetings in a non-voting advisory capacity at the discretion of the committee chair. The following Standing Committees are established:

#### **Governance Committee**

The Governance Committee shall serve as the Nominating Committee and shall develop a slate of candidates for the election of the Board of Directors at the annual meeting. The Committee shall also serve as the Nominating Committee for Officers of the Association. The slates shall be reflective of the individual, agency, and organization membership of the Association. The Governance Committee shall also serve as the Bylaws Committee and perform other duties as assigned by the Board of Directors.

#### **Budget/Fiscal Committee**

The Budget/Fiscal Committee shall oversee all fiscal matters related to the Association and its operations described within these Bylaws. The Committee shall be chaired by the Treasurer.

#### **Membership Development Committee**

The Membership Development Committee shall develop and implement initiatives to increase the visibility of the organization, promote increased membership, and support member retention.

#### **Education Committee**

The Education Committee shall develop initiatives to educate policy makers, public officials, professionals in the fields of aging, mental health, intellectual and developmental disability, related conditions, brain injury, and others regarding PASRR. The Education Committee, and additional members as designated by the Board of Directors, shall serve as the planning committee for all conferences, webinars and trainings sponsored by the Association.

### **3.9 Frequency of Meetings**

The Board of the National Association of PASRR Professionals will meet at least four (4) times per year. Meetings may occur in person, by telephone or via videoconference. Special meetings of the Association may be called at any time by the chair, or a quorum of the Board.

### **3.10 Publicity:**

If implemented and utilized, stationery of the Association shall not list names of Association or Board members

## **Article 4: Governance, Meeting Agendas, Records and Minutes**

### **4.1 Governance:**

All official meetings of the NAPP shall be conducted using parliamentary procedure as established in the current addition of Robert's Rules of Order. Official meetings include the Annual Meeting of the Association, all meetings of the Board or Directors, and any other meeting at which Association business will be conducted.

### **4.2 Meeting Agenda**

The meeting agenda will be finalized by the chair and vice-chair, with input and recommendations by the other Board members.

### **4.3 Meeting Records and Minutes**

Meeting records and minutes shall be taken and maintained by either 1) an existing Board member or 2) a non-member with record/minute keeping experience, who is authorized by the Board to do so.

### **4.4 Bylaw Amendments**

The Bylaws of the Association may be amended by a two-thirds vote of the Board of Directors following the provision of notice of the proposed bylaw changes to Board members seven (7) days prior to the meeting.

## **Article 5: Budget and Reimbursement**

### **5.1 Budget**

If applicable and required, a Budget/Fiscal Committee of the Board shall be established to oversee all fiscal matters related to the Association, Board and its operations described within these Bylaws.

### **5.2 Reimbursement**

Board members, and any committee or workgroups of the Board, may be reimbursed for costs or fees incurred during the performance and function of Association business, including but not limited to air and ground transportation, hotel accommodations, meals, parking, etc. The Budget/Finance Committee will be responsible for maintaining and reporting the Association's budget, accepting Association dues for membership, and approving and reimbursing individuals or organizations for Association business-related costs.

## **Article 6: Ad-Hoc Committees and Work Groups**

### **6.1 Ad-Hoc Committees and Work Groups**

Ad-Hoc Committees and Work Groups may be created by the Board of Directors to address specific issues as determined by the Board.

### **6.2 Committee Membership**

The chair and members of any committees shall be appointed by the NAPP chair in consultation with the Board of Directors. All members of committees shall be members of the Association. However, non-member consultants with expertise on the particular issue may participate as non-voting ex-officio members.

### **6.3 Duration of Ad-Hoc Committees**

Ad-Hoc Committees shall remain in existence until their task is completed or are dissolved by the Board of Directors.