

1 **BYLAWS**
2 **EMERGENCY NURSES ASSOCIATION**

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5 **ARTICLE I**
6 **NAME**

7 The name of this organization shall be the Emergency Nurses Association (ENA), a not-for-
8 profit corporation incorporated in the State of Illinois.
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11 **ARTICLE II**
12 **OBJECT**

13 Section 1. Purpose

14 The purposes for which the corporation is organized are educational, within the meaning of
15 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited
16 to the advancement of emergency nursing through education and public awareness.
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18 Section 2. Mission

19 The mission of the ENA is to advocate for patient safety and excellence in emergency nursing
20 practice.
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22 Section 3. Objectives

23 ENA exists to:

- 24 A. Promote the specialty of emergency nursing.
25 B. Promote the interests of ENA's members and to improve the professional environment of
26 the emergency nurse through education and public awareness.
27 C. Promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses
28 and the American Nurses Association Code of Ethics.
29 D. Collaborate actively with other health related organizations to improve emergency care.
30 E. Be the primary resource for emergency nursing leadership, education, and research.
31 F. Define standards that serve as a basis for emergency nursing practice.
32 G. Develop, disseminate and evaluate emergency nursing education and research.
33 H. Encourage interaction and mentorship among emergency nurses.
34 I. Identify and disseminate information on key trends affecting and pertinent to emergency
35 nursing.
36 J. Serve as an advocate for the public regarding emergency care.
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38 Section 4. Official Publication

39 The official publication shall be the *Journal of Emergency Nursing (JEN)*, which shall reflect the
40 purpose, mission objectives and positions of ENA.
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43 **ARTICLE III**
44 **MEMBERS**

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46 Section 1. Membership Applications

47 Membership applications must be submitted to the headquarters office with any required fees.
48 Upon acceptance, a membership card is sent and the state council is notified.
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50 Section 2. Responsibilities of Membership

51 Each member has the responsibility to support the purpose, mission, objectives, and positions
52 of ENA.
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55 Section 3. Classifications

- 56 A. Active members are classified as active national members, active international members,
57 and senior members. Active members shall have the right to vote, hold elected office, and
58 serve on committees. Active national members must be professional registered nurses
59 licensed in the United States. Active international members must be registered nurses,
60 licensed or equivalent, outside of the United States. Senior members must be professional
61 registered nurses, aged 65 or older and licensed in the United States.
- 62 B. Affiliate Member – An affiliate member is an individual who is not a registered nurse and
63 supports the missions and objectives of ENA. Affiliate members shall have the rights and
64 privileges of ENA membership, except the right to vote and to hold elected office.
- 65 C. Student Member – A student member is an individual enrolled in a nursing education
66 program leading to eligibility for registered nurse licensure whose dues are current. Student
67 members shall have the rights and privileges of ENA membership, except the right to vote
68 and to hold elected office.
- 69 D. Honorary Member – Honorary membership may be awarded to an individual as determined
70 by the ENA president and the ENA board of directors. Honorary members shall have the
71 rights and privileges of ENA membership, except the right to vote and to hold elected office.

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73 Section 4. Dues and Finance

- 74 A. Members' dues shall be currently maintained or termination of membership shall result.
- 75 B. Membership dues of ENA members shall be determined by the board of directors, except
76 that there shall be no dues for honorary membership, and active senior membership
77 member fees will not be more than that of the affiliate membership. At the start of the term,
78 the president shall be granted a dues waiver for life, provided that he or she maintains
79 eligibility as an active member.
- 80 C. The fiscal year shall be January 1 through December 31.
- 81 D. Each state council and chapter shall receive an annual allocation for each dues paying
82 member within the state or chapter.
- 83 E. A surcharge may be added to the dues in some states by the state's request.

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85 Section 5. Termination of Membership

- 86 A. ENA members may have their membership terminated by a two-thirds vote of the board of
87 directors for failure to adhere to the ENA bylaws or for cause.
- 88 B. Such action shall not be taken until a member is advised of specific charges and given the
89 opportunity to respond.

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92 **ARTICLE IV**
93 **OFFICERS**

94 Section 1. Officers

- 95 A. There shall be three officers: president, president-elect, and secretary/treasurer. The term of
96 office shall commence January 1 each year and terminate on December 31, except that the
97 president-elect shall succeed to the office of president at the conclusion of the term. Officers
98 shall exercise the duties and responsibilities required of a member of the board of directors.
- 99 B. The president shall:
- 100 1. Serve as the official ENA representative and spokesperson, unless such duty is
101 delegated;
 - 102 2. Serve as an ex-officio member of all committees except the Nominations Committee;
 - 103 3. Serve as chair of the Finance Committee;
 - 104 4. Appoint representatives to affiliate organizations and other positions as necessary
105 during the term of office; and
 - 106 5. Fill, with the approval of the board, vacancies on committees that occur during the term
107 of office.

108 C. The president-elect shall appoint chairs and members of committees and a board liaison to
109 each committee for the following calendar year.

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111 Section 2. Eligibility Requirements

- 112 A. Each officer must be an active member of ENA and must have been an active member for
113 five consecutive years prior to submitting a preliminary candidate application. Each potential
114 candidate's membership history shall be verified by the director of membership.
115 B. Each candidate for president-elect and secretary/treasurer must currently serve as a voting
116 member of the board of directors.
117 C. Each candidate must submit to, and pass as acceptable, a limited background check
118 verifying personal identity, professional licensure, employment, highest academic level and
119 an investigation for criminal activity.
120 D. No addition, deletion or change to these eligibility requirements may be made except by
121 bylaw amendment.

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123 Section 3. Election

- 124 A. In the event of a tie vote for the position of president-elect, there shall be a second balloting
125 of ENA membership.
126 B. In the event of a tie vote for the position of secretary/treasurer, lots shall be drawn.
127 C. A candidate for an officer position who is not elected shall continue to serve the remaining
128 unexpired years of the original term as a director.
129 D. All directors who are elected as officers shall have their unexpired terms of office filled by
130 the candidates who receive the next highest number of votes; the candidate receiving the
131 highest number of votes shall receive the position with the longest term.

132
133 Section 4. Vacancies

- 134 A. If the office of president becomes vacant, the president-elect shall succeed to the office of
135 president for the unexpired term and shall subsequently serve the one-year term of office of
136 president to which elected. In such case, the immediate past president may remain as
137 immediate past president for a second year or the office may remain vacant for that year.
138 B. A vacancy in the office of president-elect may be filled by a current member of the board of
139 directors, or remain vacant as approved by a majority vote of the board of directors. If the
140 vacancy is filled, the president-elect shall not automatically assume the office of president
141 for the subsequent term.
142 C. In the event that the office of president and president-elect are vacated during the same
143 year, the board of directors shall appoint an acting president to serve until the next
144 scheduled election, at which time an election will be held for both president and president-
145 elect.
146 D. A vacancy in the office of secretary/treasurer may be filled by a current member of the board
147 of directors or remain vacant as approved by a majority vote by the entire board of directors.

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150 **ARTICLE V**
151 **MEETINGS**

152 Section 1. General Assembly

- 153 A. The General Assembly shall be composed of delegates from all states and international
154 delegates representing the international members.
155 B. The number of voting state delegates allocated for General Assembly shall be 700,
156 apportioned as follows:
157 1. No state shall have less than two delegates which shall include the state president or a
158 lead delegate appointed by the state.
159 2. In addition to the voting delegates, there shall be one nonvoting alternate delegate.
160 3. The remaining delegates will be allocated to the states based on the percentage the
161 delegation is to the national membership, determined annually as outlined in procedures.

- 162 C. The number of voting international delegates allocated for General Assembly shall be in
163 addition to the 700 voting state delegates.
164 1. There shall be no more than five international voting delegates.
165 2. In addition to the voting delegates there shall be one nonvoting alternate delegate.
166 3. International delegates will be selected by a point system developed by the board of
167 directors; the system will be administered and overseen by the ENA component
168 relations department. The members receiving the highest number of points will be
169 selected.
- 170 D. In addition to the state delegate and international allocation, ENA past presidents may
171 speak and vote at General Assembly.
- 172 E. No change shall be made to the General Assembly composition unless made by a bylaw
173 amendment.

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175 Section 2. Authority

176 The General Assembly shall provide direction and stewardship for the organization, and shall
177 develop and adopt policies and positions affecting the emergency nursing profession in
178 furtherance of ENA's purposes. The General Assembly shall also approve, revise, or amend
179 these bylaws, and receive reports of the board of directors, committees and other volunteer
180 groups, the findings of the annual audit, and transact such other business as may come before
181 the meeting.

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183 Section 3. Quorum

184 A quorum for all meetings is a majority of the total voting delegates who have completed
185 credentialing procedures.

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187 Section 4. Annual Meeting and Special Meetings

- 188 A. The regular business meeting of the delegates shall be held annually and designated as the
189 General Assembly. A formal notice of the meeting shall be published in official ENA printed
190 and electronic publications and posted on the Web site sixty days prior to the meeting.
- 191 B. Other meetings of delegates shall be summoned by a two-thirds vote of the board of
192 directors as circumstances warrant and shall be designated as special meetings of the
193 General Assembly. Delegates shall be given at least thirty days advance notice of any
194 special meeting of the General Assembly. Notice for special meetings shall state the general
195 nature of the subject or subjects to be considered.

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ARTICLE VI BOARD OF DIRECTORS

200 Section 1. Composition

201 The board of directors shall be composed of the following: three officers, seven directors, the
202 immediate past president serving as an ex-officio member for one year, and the executive
203 director serving as a non-voting advisory member. No member may run for more than one
204 nationally elected position at a time. No member may hold more than one nationally elected
205 position at a time.

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207 Section 2. Authority

208 The board of directors shall be the ENA official governing body responsible for the management
209 of the affairs of ENA. To that end, it shall also:

- 210 • Perform all duties entrusted to officers and directors of a corporation;
- 211 • Debate and determine ENA policy;
- 212 • Oversee ENA's business and financial affairs;
- 213 • Provide strategic direction for ENA; and
- 214 • Provide leadership for all of the component divisions of ENA.

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Section 3. Eligibility Requirements

- A. Directors must be an active ENA member and must have been an active member for five consecutive years prior to submitting their preliminary candidate application. Each potential candidate's membership history shall be verified by the director of membership.
- B. A candidate must have attended at least one ENA General Assembly within the last three years as a delegate, alternate delegate, or member of the board of directors.
- C. Each candidate must submit to, and pass as acceptable, a limited background check verifying personal identity, professional licensure, employment, highest academic level and an investigation for criminal activity.
- D. Candidate shall have served in an elected or committee position on the local, state or national level within the past five years.
- E. No addition, deletion or change to these eligibility requirements may be made except by bylaw amendment.

Section 4. Term of Office

Directors shall serve for a three-year term of office on a rotating basis. The term of office shall commence on January 1 each year following the election and terminate on December 31.

Section 5. Elections

Elections shall be held annually. All active ENA members shall have the opportunity to elect officers and directors by ballot. Balloting may be by electronic means. Candidates receiving the highest number of votes for each position shall be declared elected. In the event of a tie for the director positions, lots shall be drawn.

Section 6. Meetings

- A. Regular meetings of the board shall be held at least quarterly as determined by the board. At least ten days' notice shall be given to all members of the board.
- B. Special meetings shall be held as called by the president or any three members of the board. At least three days' notice shall be given to all members of the board.
- C. Meetings may be held in person or by electronic means, provided that all participants can hear and speak to one another at the same time.
- D. A majority of the voting members of the board of directors shall constitute a quorum for all meetings. All decisions of the board of directors require an affirmative vote of a majority of the board of directors.

Section 7. Vacancy

A vacancy that occurs in the position of director shall be filled in the following manner:

- A.. If the vacancy occurs between January 1 and before the completion of the current year's election the vacancy shall be filled by the person receiving the next highest number of votes in the previous year's election with the term ending December 31.
- B. If the vacancy occurs after the current year's election and there is more than six months left in the unexpired term, the vacancy shall be filled by the person receiving the next highest number of votes in the current year's election with the term ending December 31 of the following year.
- C. If all such persons decline to serve, if there were no additional candidates for that office during the most recently concluded election, or if the vacancy occurs with fewer than six months left in the unexpired term, the vacancy shall not be filled.

Section 8. Removal

Any member of the board of directors may be removed in accordance with the provisions of law and the Illinois Not For Profit Act of 1986, as amended, by the persons entitled to elect such director, whenever, in their judgment, the best interests of ENA would be served by such removal.

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Section 9. Executive Committee

- A. The Executive Committee shall be composed of the president, the president-elect, and the secretary/treasurer as voting members, and the executive director as a nonvoting ex-officio member. Each officer shall serve as a voting member of the Executive Committee exercising all responsibilities specified in the bylaws and assigned by the board of directors.
- B. The Executive Committee shall assist the board in managing ENA on issues that are time sensitive between official board meetings and, in those urgent instances, will have and may exercise all of the powers of the board in the oversight of the management of the business and affairs of ENA.
- C. The Executive Committee assists the president in setting priorities for the board and the executive director. Actions of the Executive Committee will be communicated to the board of directors.
- D. The Executive Committee may provide counsel to the executive director.
- E. The Executive Committee shall lead the board of directors in strategic initiatives.

Section 10. Indemnification

ENA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Illinois Nonprofit Corporation Act or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been a director, officer, employee, or agent of ENA, or who is or was serving at the request of ENA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

**ARTICLE VII
CONSTITUENT DIVISIONS**

Section 1. Levels of Organization

- A. ENA shall have two levels of organization, with an optional third level:
 - National Level
 - State Level
 - Local Level, optional
- B. All levels of ENA are integral components of ENA. State councils are separately incorporated in each state in accord with bylaws and procedures. The local level within each state, where it exists, is an integral component of the state council and exists under the state council corporate status, in accord with bylaws and procedures.

Section 2. Activities

- A. National level activities shall encompass activities of the General Assembly, special meetings of delegates, and the board of directors.
- B. The state level of ENA shall encompass all activities of state councils.
 - 1. Charter – Each state council shall be chartered by ENA in accord with procedures and shall actively support the philosophy and objectives of ENA.
 - 2. Objectives – Each state council shall function within the framework of ENA to coordinate and to implement ENA activities within the state.
 - 3. Composition – In states where chapters exist, state councils will be composed of representatives from each chapter within the state in accord with bylaws and procedures. If there are no chapters, state councils will be composed of members-at-large. In the event that there is no state council, a member of the board of directors shall coordinate ENA activities within that state in accord with procedures.
 - 4. Responsibility – Each state council is an integral component of ENA and shall act in accord with bylaws and procedures. Each state council has the responsibility to monitor and to address professional issues related to emergency care. Each state council shall

- 324 serve as a resource for emergency nursing within the state.
325 5. General Assembly delegation – Each state council shall coordinate the individual state
326 delegation to the ENA General Assembly in accord with procedures.
327 6. Funding – Each state council shall receive an annual allocation for each individual
328 member within the state in accord with procedures.
329 7. Suspension or Revocation of Charter – The charter for a state council may be
330 suspended or revoked by the board of directors in accord with procedures.
331 C. The third level, if it exists, shall encompass all activities of chapters. Chapters, where they
332 exist, are integral components of states and ENA and shall act in accord with bylaws and
333 procedures.
334 1. Purpose – Each chapter shall be chartered by the board of directors in accord with
335 procedures and shall actively support the purpose and objectives of ENA.
336 2. Objectives – Each chapter shall function within the framework of ENA to coordinate and
337 to implement ENA activities at the chapter level.
338 3. Composition – Chapter membership shall be obtained, in those states where chapters
339 exist, when an individual joins ENA in accord with procedures.
340 4. Responsibility – Each chapter has the responsibility to provide representation for active
341 participation at the respective state level in accord with procedures.
342 5. Funding – Each chapter shall receive an annual allocation for each chapter member in
343 accord with procedures.
344 6. Suspension or Revocation of Charter – The charter for a chapter may be suspended or
345 revoked in accord with procedures.
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347 **ARTICLE VIII** 348 **COMMITTEES** 349

350 Section 1. Committees

351 ENA shall have committees appointed by the board of directors in sufficient numbers necessary
352 to address mission objectives, and positions of ENA. The president or an appointed board
353 liaison, as well as the executive director, shall serve as non-voting members of all committees,
354 except the Nominations Committee.
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356 Section 2. Standing Committees

357 A. Finance Committee.

- 358 1. The Finance Committee shall be composed of the president, the president-elect, the
359 secretary/treasurer and the immediate past president. The executive director shall serve
360 as a nonvoting ex-officio member.
361 2. The Finance Committee shall:
362 a. Oversee the financial planning and management of ENA by ensuring that all fiscal
363 aspects are in order;
364 b. Oversee the independence of ENA's audit functions and its compliance with legal
365 and ethical standards;
366 c. Oversee investment of funds; and
367 d. Make fiscal recommendations to the board.
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369 B. Resolutions Committee.

- 370 1. The Resolutions Committee shall be appointed by the ENA president-elect and ratified
371 by the board of directors. The terms for the Resolutions Committee members shall be
372 for two years, commencing at the close of the annual conference following appointment.
373 Terms shall be staggered.
374 2. The Resolutions Committee shall solicit, review, and present resolutions and proposed
375 bylaws amendments to the General Assembly.
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- 378 C. Nominations Committee.
379 1. Composition
380 a. The Nominations Committee shall consist of seven voting members elected in the
381 ENA national election: one member from each of six regions who has not previously
382 served on the board of directors, and one member who has served on the board of
383 directors. Nominations Committee members may only represent the region in which
384 they hold active membership.
385 b. The six regions shall be established by Nominations Committee policy. Each region
386 shall be composed of states with geographic proximity and relatively equal
387 membership distribution.
388 c. A Nominations Committee chairperson shall be elected each year by the incoming
389 Nominations Committee at the first meeting which follows the annual General
390 Assembly. The chairperson must have served as a member of the committee the
391 previous year.
- 392 2. Eligibility
393 a. Candidates must be an active ENA member during each of the previous five years
394 immediately prior to submitting their candidate application, and shall have served in
395 an elected or committee position on the local, state or national level within the past
396 five years. Candidates must also have attended at least one General Assembly
397 within the previous three years.
398 b. Each candidate shall submit to, and pass as acceptable, a limited background check
399 verifying personal identity, professional licensure, employment, highest academic
400 level and an investigation for criminal activity.
401 c. Members of the Nominations Committee may not run for or serve in any ENA board
402 position during tenure on the Nominations Committee, and may not serve more than
403 two consecutive elected terms.
- 404 3. Vacancies
405 Vacancies shall be filled in the following manner:
406 a. A vacancy in the chairperson position shall be filled by a majority vote of the
407 Nominations Committee.
408 b. A vacancy of a committee member shall be filled by the candidate who received the
409 next highest number of votes from that region or as the past board member in the
410 most recently completed election.
411 c. In the event of a committee member vacancy from an uncontested election, a
412 qualified candidate must be nominated and elected by the state council presidents of
413 the region affected by the vacancy according to the Nominations Committee election
414 process, meeting the same requirements set forth in the bylaws as any potential
415 candidate.
416 d. The committee position may remain vacant as approved by the Nominations
417 Committee if less than six months remain of the unexpired term.
- 418 4. Elections
419 a. Elections for the Nominations Committee shall be held annually. Members shall
420 serve for two-year terms on a rotating basis with terms ending at the first meeting of
421 the Nominations Committee following the annual General Assembly meeting.
422 b. All active ENA members shall have the opportunity to elect Nominations Committee
423 members by ballot from all regions. Candidates receiving the highest number of
424 votes shall be declared elected. In the event of a tie vote for a position on the
425 committee, lots shall be drawn.
- 426 5. Responsibilities
427 a. The Nominations Committee shall be responsible for the oversight of the election
428 process. Changes to policies and procedures regarding the election process must
429 occur prior to the start of an election cycle and following presentation to the General
430 Assembly.
431 b. All members of the Nominations Committee shall be given an opportunity to review

- 432 and provide comment on all policies and procedures related to the elections process
433 prior to the Nominations Committee vote of approval of any changes.
434 c. Policies and procedures shall be submitted to the ENA board of directors for its
435 review and shall be subject to the approval of the board of directors.
436 d. The Nominations Committee shall begin the election cycle with a call for candidates.
437 The Nominations Committee shall review, ratify, and present a qualified slate of
438 candidates for each position in the election of officers, the board of directors and the
439 Nominations Committee. The slate of candidates shall be presented to the
440 membership through the official ENA Web site and in ENA's printed and electronic
441 publications. All national candidates shall be considered potential candidates until
442 they have been ratified by the Nominations Committee.
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445 **ARTICLE IX**

446 **DISSOLUTION**

447 In the event of dissolution of ENA, the net assets of the corporation shall be applied and all
448 liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be
449 made thereof. After payment of all liabilities and obligations, all remaining assets shall be
450 distributed to an organization or organizations organized and operated exclusively for charitable,
451 educational, scholastic or scientific purposes as shall at the time qualify as tax exempt under
452 Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law
453 of the United States of America.
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455 **ARTICLE X**

457 **LIMITATIONS**

458 Section 1. Corporate Powers

459 ENA shall possess all powers which a corporation organized under the General Not For Profit
460 Corporation Act of 1986 of the State of Illinois, as the same from time to time may be amended,
461 shall possess, including all powers which are not in conflict with the purposes for which ENA is
462 organized. In any event, ENA shall not engage in any activity which would disqualify it from
463 being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as
464 amended, or any subsequent law of the United States of America.
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466 Section 2. Net Earnings

467 No part of the net earnings of ENA shall inure to the benefit of any private individual. Further, no
468 part of the income of ENA shall be distributed to its members, directors, or officers, provided
469 however, that the payment of reasonable compensation for services rendered shall not be
470 deemed a distribution of income.
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472 Section 3. Corporate Assets

473 Anything herein contained to the contrary notwithstanding, no assets of ENA shall be donated,
474 distributed, applied to, paid over or otherwise used or employed in any manner which would
475 disqualify ENA from being exempt from taxation under Section 501(c)(3) of the Internal
476 Revenue Code of 1986, as amended, or any subsequent law of the United States of America.
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478 Section 4. Political Campaigns

479 ENA shall not participate in or intervene in any political campaign on behalf of any candidate for
480 public office, including the publication or distribution of statements.
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**ARTICLE XI
PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order, Newly Revised, 10th Edition*, shall govern ENA in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

**ARTICLE XII
AMENDMENT**

Section 1. Proposals

Amendments to the bylaws may be proposed by the board of directors, state councils or under the signature of five ENA active members.

Section 2. Submission Deadline

Amendments must be submitted to ENA national office at least 90 days prior to the General Assembly.

Section 3. Notice

The board of directors shall review proposed bylaws amendments and resolutions for compatibility with ENA's purpose, mission, values, objectives, federal and state laws and fiscal viability, and provide recommendations to the General Assembly. Amendments will be submitted to the membership at least 45 days prior to the General Assembly. Publication of the amendments in one of the regular ENA electronic and printed publications shall constitute notice of any amendments of these bylaws to be considered for approval.

Section 4. Vote

In order to be approved, any amendment must be approved by a two-thirds vote of the delegates present and voting.