

OHIO EMERGENCY NURSES ASSOCIATION BYLAWS

August 12, 2011

ARTICLE I: ORGANIZATION

The name of this organization is the Ohio Emergency Nurses Association (Ohio ENA), a not-for-profit corporation incorporated in the State of Ohio. Ohio ENA is an affiliate organization of the National Emergency Nurses Association (ENA) based in Chicago, Illinois.

Ohio ENA is chartered by National ENA in accord with ENA Procedures. Ohio ENA actively supports the philosophy and objectives of the ENA.

ARTICLE II: MISSION, PURPOSE & OBJECTIVES

Section 1: Mission. The mission of Ohio ENA and ENA is to advocate for patient safety and excellence in emergency nursing practice.

Section 2: Purpose. The purpose for which Ohio ENA is organized is educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the advancement of emergency nursing through education and public awareness.

Section 3: Objectives. Ohio ENA shall function within the framework of ENA to coordinate and implement ENA activities within Ohio.

ARTICLE III: MISSION OBJECTIVES

Ohio ENA AND ENA exist to:

- A. Promote the specialty of emergency nursing.
- B. Promote the interests of ENA's members and to improve the professional environment of the emergency nurse through education and public awareness.
- C. Promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
- D. Actively collaborate with other health related organizations to improve emergency care.
- E. Be the primary resource for emergency nursing leadership, education, and research.
- F. Define standards that serve as a basis for emergency nursing practice.
- G. Develop, disseminate and evaluate emergency nursing education and research.
- H. Encourage interaction and mentorship among emergency nurses.
- I. Identify and disseminate information on key trends affecting and pertinent to emergency nursing.

- J. Serve as an advocate for the public regarding emergency care.

ARTICLE IV: OHIO ENA MEMBERSHIP

Section 1: Classification. Ohio ENA is comprised of representatives of Ohio ENA Chapters as chartered by the National ENA. Ohio ENA is representative of all members of the ENA whose resident address is within the state of Ohio, and those members from outside Ohio who designate to National ENA that they want to be members of the Ohio ENA because they live and/or work in Ohio for all or part of the year. Members cannot be in Ohio ENA without being members of National ENA. Ohio ENA Members shall bear the same member classification as they do in the National ENA.

Section 2: Privileges. Ohio ENA members have the following privileges as afforded through National ENA membership.

- A. Active Members shall have the right to vote, hold elected office, and serve on committees of Ohio ENA.
- B. Affiliate Members shall have the rights and privileges of active members, except the right to vote and to hold elected office.
- C. Honorary Members shall have the rights and privileges of active members, except the right to vote and to hold elected office.
- D. Student Members shall have the rights and privileges of active members, except the right to vote and to hold elected office.

Section 3: Responsibilities of Membership. Each member has the responsibility to support the purpose, mission, mission objectives and positions of ENA and Ohio ENA.

Section 4: Termination of Membership. Membership in Ohio ENA shall terminate if membership in National ENA terminates.

Section 5: Dues and Finance

- A. Membership dues of ENA members shall be determined by the National ENA Board of Directors.
- B. Members' dues must be currently maintained or termination of membership will result.
- C. The fiscal year shall be January 1 through December 31.
- D. The Ohio ENA State Council shall manage its finances according to generally accepted accounting procedures (GAAP).

ARTICLE V: CONSTITUENT DIVISIONS

Section 1: Separate Legal Entities. Local ENA chapters in Ohio are included in the corporate structure of Ohio ENA and are not separate legal entities from Ohio ENA.

Section 2: Duty to follow Procedures. All local chapters must follow procedures promulgated by Ohio ENA.

ARTICLE VI: OHIO ENA STATE COUNCIL MEMBERSHIP

Section 1: Description. The Ohio ENA State Council (State Council) shall be the official governing body responsible for the management of the affairs of Ohio ENA members in relation to ENA.

Section 2: Composition

- A. The State Council shall be comprised of the following members:
 - (1) The Ohio ENA Board of Directors, which shall be comprised of:
 - (a) President
 - (b) Immediate past-president or president-elect
 - (c) Secretary
 - (d) Treasurer
 - (e) Three Directors-at-large
 - (2) Three representatives appointed from each Ohio ENA chapter
- B. Any of the Officers with the exception of the President may serve as one of the three representatives from their chapter of membership.
- C. No member may run for more than one elected State Council position at a time. No member may hold more than one elected position at a time.
- D. Local chapters have purview over selection of their three representatives to State Council meetings.
 - (1) In the event that one or more of the three representatives selected by local chapters fails to attend a State Council meeting, other representatives who are present from that chapter may serve as that local chapter's representative with full voting privileges at that meeting.

Section 3: Responsibilities. The Ohio ENA State Council shall:

- A. Perform all duties entrusted to Officers and Directors of a corporation.
- B. Debate and determine Ohio ENA policy.
- C. Provide strategic direction for Ohio ENA.
- D. Provide leadership for all of the component divisions of Ohio ENA.

Section 4: Voting privileges. All members of the State Council, with the exception of the President, shall be voting members of the State Council. The President shall have voting privileges in the event of a tie vote.

ARTICLE VII: OHIO ENA BOARD OF DIRECTORS

Section 1: Composition

- A. The Board of Directors shall be comprised of four Officers and three Directors-at-large.
- B. The Officers shall consist of:
 - (1) President;
 - (2) Immediate Past-president *or* President-elect;
 - (3) Secretary
 - (4) Treasurer

Section 2: Duties

- A. The Officers and Directors-at-large of Ohio ENA are known collectively as the Board of Directors and shall be responsible for:
 - (1) Assuring that the State Council addresses its fiduciary and other responsibilities as described in these Bylaws and Ohio ENA Policies and Procedures;
 - (2) Setting State Council meeting agendas;
 - (3) Assisting the President in setting priorities for the State Council and Ohio ENA;
 - (4) Managing issues between official State Council meetings and, in those instances, will have and may exercise all of the powers in the oversight of the management of the business and affairs of Ohio ENA.
- B. Actions of the Board of Directors will be communicated to the State Council.

Section 3: Eligibility requirements

- A. Board of Directors members must be current member of National ENA and have an Ohio residency or Ohio chapter membership.
- B. Board of Directors members must attend >50% of Ohio ENA Board meetings in the year of their elected term prior to assuming the officer role independently.

Section 4: Term of Office

- A. The term of office for the President, Treasurer, Secretary, and Directors-at-large shall be for two years.
- B. The term of office for the President-elect and Immediate Past- President shall be for one year.
- C. All Officers' and Directors'-at-large terms shall commence January 1st each year and terminate on December 31st.

Section 5: Elections

- A. Timeframe: Elections shall be held annually prior to October 31st.
- B. Mode: Elections may be conducted at a State Council meeting or remotely via electronic technology.

- (1) For elections held at State Council meetings, all Ohio ENA members who attend the State Council meeting are awarded voting privileges. Ohio ENA members who do not attend may vote by proxy under Procedures adopted by the organization.
 - (2) For elections conducted electronically (on-line), all Ohio ENA members will be invited to vote.
- C. Candidates receiving the highest number of votes for each position shall be declared elected.
- D. The President-Elect, Secretary-Elect and Treasurer-Elect positions shall be elected every two years, midway through the current President's/Secretary's /Treasurer's term respectively.
- (1) The Treasurer shall be elected in alternate years of the President and Secretary.
- E. One Director-at-large and the other two Director-at-large positions shall be elected in alternating years.
- F. The elected members of the Board of Directors shall succeed to the respective Office at the conclusion of the term of the current Officer or Director-at-large respectively.
- G. Nominations: The Membership Chairperson shall be responsible for the nominations and elections process, according to the organization's Policies and Procedures.

Section 5: Vacancies

- A. President Vacancy: If the office of President becomes vacant, either of the following scenarios apply, depending on whether there is an Immediate Past-President or President-Elect on the Board of Directors.
- (1) If there is a President-Elect, he/she shall:
 - a. Succeed to the office of President for the unexpired term, and
 - b. Subsequently serve the two-year term of office of President to which elected.
 - (2) If there is an Immediate Past-President Officer, he/she shall assume the Office of the President until such time that it is time for elections or until another President-Elect is elected, per the organization's procedures.
- B. President-Elect Vacancy: A vacancy in the Office of President-Elect shall be filled by election according to the organization's procedures as soon as possible.
- C. In the event that the office of President and President-Elect are vacated during the same year:
- (1) The Board of Directors shall appoint an acting President to serve until the next election.
 - (2) The election of both President and President-Elect will be held at the next scheduled election.
- D. Secretary/Treasurer Vacancy: A vacancy in the Offices of Secretary and /or Treasurer shall be filled by election according to the organization's procedures as soon as possible.
- E. Director-at-large Vacancy: A vacancy in the position of any Director-at-large shall be filled by election according to the organization's procedures as soon as possible.

Section 8: Removal of an Officer or Director-at-large

- A. Any State Council member may recommend removal of an Ohio ENA Officer or Director-at-large for failure to fulfill the duties of the respective office.

- (1) The Officer or Director-at-large shall be offered an opportunity to provide a response to the charges of dereliction of duties.
 - (2) National ENA must be consulted and that consultation documented in writing via letter or e-mail in matters that involve the actual or potential removal of an Ohio ENA Officer and/or or Director-at-large.
- B. An elected member of the OSCENA may be removed in accordance Ohio ENA Procedures by a majority vote of the State Council.
- C. Vacancies of newly removed Officer and/or Director-at-large positions shall be filled as described in the preceding section.

ARTICLE VIII: CHAIRPERSONS & COMMITTEES

Section 1: Chairpersons

- A. The Ohio ENA President appoints Committee Chairpersons.
- B. The following Committee Chairpersons shall be appointed on an annual basis:
- (1) Trauma (TNCC) Committee Chairperson;
 - (2) Pediatric (ENPC) Committee Chairperson;
 - (3) Others as decided by the President.
- C. Chairpersons may serve as Co-chairs.
- D. Chairpersons are not term-limited.
- E. Duties of un-appointed Chairperson roles that are requested by National ENA shall be fulfilled by the current Ohio ENA President.

Section 2: Committees

- A. Ohio ENA shall have a standing Trauma (TNCC)/Pediatric (ENPC) Committee.
- B. Other Committees may be created at the option of the Ohio ENA President.
- C. Roles and responsibilities of all Ohio ENA Committees are defined in Ohio ENA Procedures.

ARTICLE IX: MEETINGS

Section 1: Frequency, Location & Business Proceedings

- A. The State Council shall meet either in person or by conference call on a quarterly basis or more frequently as circumstances warrant.
- B. State Council meeting dates are set by the Ohio ENA President and shall be announced at a State Council meeting for the following year at or prior to the last State Council meeting of the preceding year.
- C. Dates of State Council meeting shall be posted as soon as possible on the Ohio ENA website.

- D. The President shall have purview over the location of State Council meetings. The meeting site shall be representative of a centralized location for State Council members travelling to the meeting from around Ohio.
- E. Electronic meeting adjuncts such as conference calls or similar technology which allows all persons participating to contemporaneously communicate with each other are permissible at the discretion of the President or Officer leading the Board meeting.
- F. Special meetings of the State Council may be called at the President's discretion. In addition, special meetings of the State Council shall be called by the President upon written request of at least three designated voting members of the most recently held State Council meeting. In all cases of special State Council meetings, the President shall give at least five days notice of the meeting unless all Ohio ENA members provide written (hand-written or via e-mail) waiver of notice.
- G. In time-sensitive circumstances, the Ohio ENA Board of Directors may act by written consent without a meeting of the State Council, but only if the vote is unanimous by the Board of Directors.

Section 2: Quorum

- A. A majority of the voting members of the State Council shall constitute a quorum for all meetings. All decisions of the State Council require an affirmative vote of a majority of the State Council.
- B. In the event that there is not a quorum of members of the State Council meeting, the Board of Directors may convene and, if a quorum of the Board of Directors is present, it may conduct all business.

Section 3: Executive Committee Meetings

- A. The Board of Directors shall meet as determined by the President.
- B. The President shall give at least five days notice of the meeting unless all Board of Directors members provide written (hand-written or via e-mail) waiver of notice. A majority of Board of Directors members shall constitute a quorum.
- C. The President shall determine the location of Board of Directors meetings. The meeting site shall be representative of a centralized location for Board of Directors members travelling to the meeting from around Ohio.
- D. Electronic meeting adjuncts such as conference calls or similar technology which allows all persons participating to contemporaneously communicate with each other are permissible at the discretion of the President or Officer leading the Board of Directors meeting.

ARTICLE X: OFFICIAL COMMUNICATIONS

Ohio ENA shall use any means desirable to communication with members, including but not limited to printed materials, the Ohio ENA website, e-mail, and phone conference.

ARTICLE XI: PARLIAMENTARY PROCEDURES

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: AMENDMENTS

Section 1: Amendments to the Bylaws may be proposed by any one or more of the following:

- A. Any State Council member as documented in meeting minutes;
- B. A local Chapter as documented in meeting minutes and submitted in writing to the Ohio ENA President and/or Secretary;
- C. Five ENA active members via written correspondence to the Ohio ENA President and/or Secretary;
- D. National ENA via written correspondence to its State Councils and/or Ohio ENA.

Section 2: Amendments must be submitted to the Ohio ENA President at least 60 days prior to a scheduled State Council meeting.

Section 3: Notice of the proposed Amendment shall be shared with Ohio ENA members via written materials or posted on the Ohio ENA website at least 30 days prior to the next State Council meeting. Information must be provided which directs member comments to members of the State Council.

Section 4: Approval of Amendment changes shall be done by a majority vote at a State Council meeting.

ARTICLE XIII: RECORDS & PROPERTY

Within one month of leaving office, Officers and Directors-at-large shall deliver to the President or their successors-in-office all Ohio ENA records and other Ohio ENA property in their possession.

ARTICLE XIV: DISSOLUTION

In the event of dissolution of ENA, the net assets of the corporation shall be applied and distributed as follows.

- A. All liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.
- B. After payment of all liabilities and obligations, all remaining assets shall be distributed to an organization or organizations organized and operated exclusively for charitable, educational, scholastic or scientific purposes as shall at the time qualify as tax exempt under Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.

ARTICLE XV: LIMITATIONS

- A. No part of the net earnings of ENA shall be used in non-Ohio ENA business to benefit a private individual. Further, no part of the income of ENA shall be distributed to its members, directors or officers, provided however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. ENA shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
- B. ENA shall possess all powers which a corporation organized under the General Not For Profit Corporation Act of 1986 of the State of Illinois, as the same may be amended, shall possess, including all powers which are not in conflict with the purposes for which ENA is organized. In any event, ENA shall not engage in any activity which would disqualify it from being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.
- C. Anything herein contained to the contrary notwithstanding, no assets of ENA shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify ENA from being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law of the United States of America.