

# OHIO STATE COUNCIL OF THE EMERGENCY NURSES ASSOCIATION BYLAWS

(Revised 10/2/09)

## ARTICLE I: ORGANIZATION

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

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

## ARTICLE II: MISSION, PURPOSE & OBJECTIVES

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

**Section 2: Purpose.** The purpose for which the OSCENA 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.** The-OSCENA shall function within the framework of ENA to coordinate and implement ENA activities within Ohio.

## ARTICLE III: MISSION OBJECTIVES

THE OSCENA AND ENA exist to:

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

## ARTICLE IV: MEMBERSHIP

**Section 1: Classification.** The OSCENA is comprised of representatives of Ohio ENA Chapters as chartered by the National ENA. THE OSCENA 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.** OSCENA members have the following privileges as afforded through National ENA membership.

- A. Active Member(s) shall have the right to vote, hold elected office, and serve on committees of the OSCENA.
- 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 OSCENA.

**Section 4: Termination of Membership.** Membership in OSCENA 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. OSCENA 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 OSCENA and are not separate legal entities from OSCENA.

**Section 2: Duty to follow Procedures.** All local chapters must follow procedures promulgated by OSCENA.

### **ARTICLE VI: OSCENA MEMBERSHIP**

**Section 1: Description.** The OSCENA shall be the official governing body responsible for the management of the affairs of Ohio ENA members.

#### **Section 2: Composition**

- A. The OSCENA shall be comprised of the following members:
  - (1) The Executive Board, which shall be comprised on of the current officers:
    - (a) President
    - (b) Immediate past-president or president-elect
    - (c) Secretary
    - (d) Treasurer
    - (e) Three (3) Members-at-Large
  - (2) Three representatives appointed from each Ohio 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 Ohio ENA member may run for more than one elected OSCENA 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 OSCENA meetings.
  - (1) In the event that one or more of the three representatives selected by local chapters fails to attend an OSCENA 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 OSCENA shall:

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

**ARTICLE VII: OFFICERS**

**Section 1: Duties**

- A. The Officers of the OSCENA are known as the Executive Committee and shall be responsible for:
  - (1) Assuring that the OSCENA addresses its fiduciary and other responsibilities as described in these Bylaws and OSCENA Policies and Procedures
  - (2) Setting OSCENA meeting agendas
  - (3) Assisting the President in setting priorities for OSCENA
  - (4) Managing issues between official OSCENA 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 OSCENA.
- B. Actions of the Executive Board will be communicated to the OSCENA.

**Section 2: Eligibility requirements:**

- A. Must be current member of National ENA and have an Ohio residency or Ohio chapter membership.
- B. Must attend >50% of OSCENA Board meetings in the year of an Officer-elect term prior to assuming the Officer role independently.

**Section 3: Term of Office**

- A. The term of office for the President, Treasurer, Secretary, and Members-at-large shall be for two years.
- B. The term of office for the President-Elect and Immediate Past President as serving on the Executive Committee shall be for one year.
- C. All Officers' terms shall commence January 1st each year and terminate on December 31<sup>st</sup>.

**Section 4: Elections**

- A. Timeframe: Elections shall be held annually prior to October 31<sup>st</sup>.

- B. Mode: Elections shall be conducted at an OSCENA meeting. For elections, all OSCENA members who attend the OSCENA meeting are awarded voting privileges. Members who do not attend may vote by proxy under Procedures adopted by the OSCENA.
- 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.
  - (2) The Officer-Elects shall succeed to the respective Office at the conclusion of the term of the current Officer.
- E. One (1) Member-at-Large and the other two (2) Member-at-Large positions shall be elected on alternating years.
- F. Nominations: The Membership Chairperson shall be responsible for the nominations and elections process, according to OSCENA 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 OSCENA.
  - (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 (2) 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 OSCENA Procedures
- B. President-Elect Vacancy: A vacancy in the Office of President-Elect shall be filled by election according to OSCENA 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 Executive Board 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 OSCENA Procedures as soon as possible.
- E. Member-at-Large Vacancy: A vacancy in the position of any Member-at-Large shall be filled by election according to OSCENA Procedures as soon as possible.

**Section 6: Quorum**

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

**Section 7: Voting privileges.** All members of the OSCENA, with the exception of the President, shall be voting members of the OSCENA. The President shall have voting privileges in the event of a tie vote.

### **Section 8: Removal of an Officer**

- A. The OSCENA may recommend removal of an Officer to the OSCENA members, provided the Officer upon request was offered an opportunity to have an unprejudiced hearing at which the Officer was permitted to defend against the termination.
  - (1) Cause shall be defined as any action which is determined by the OSCENA Executive Board to be detrimental to the best interests of OSCENA.
  - (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 OSCENA Officer.
- B. An elected member of the OSCENA may be removed in accordance OSCENA Procedures by majority vote of the members of the OSCENA who vote in response to the call for a special election. Voting may be in person or by electronic or printed means.
- C. Notification of the special election to the OSCENA must be publicized at least 21 days prior to the special election occurring.
- D. The results will be announced at a special meeting of OSCENA members.

## **ARTICLE VIII: CHAIRPERSONS & COMMITTEES**

### **Section 1: Chairpersons**

- A. The OSCENA 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
  - (4) Chairpersons may serve as Co-chairs
  - (5) Chairpersons are not term-limited.
  - (6) Duties of un-appointed Chairperson roles that are requested by National ENA shall be fulfilled by the current OSCENA President.

### **Section 2: Committees**

- A. The OSCENA shall have a standing Trauma (TNCC)/Pediatric (ENPC) Committee:
- B. Other Committees may be created at the option of the OSCENA President.
- C. Roles and responsibilities of all OSCENA Committees are defined in OSCENA Procedures.
- D. The OSCENA shall have a permanent or ad hoc committee to oversee seating of Ohio Delegates for the National General Assembly, per OSCENA Procedures.

## **ARTICLE IX: MEETINGS**

### **Section 1: Frequency of Meetings**

- A. The OSCENA shall meet either in person or by conference call on a quarterly basis or more frequently as circumstances warrant.

- B. OSCENA meeting dates are set by the OSCENA President and shall be announced at an OSCENA meeting for the following year at or prior to the last OSCENA meeting of the preceding year.
- C. Dates of OSCENA meetings shall be posted as soon as possible on the OSCENA website.
- D. The President shall have purview over the location of OSCENA meetings. The meeting site shall be representative of a centralized location for OSCENA 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 OSCENA may be called at the President's discretion. In addition, special meetings shall be called by the President upon written request of at least three (3) members of OSCENA. In all cases of special OSCENA meetings, the President shall give at least five days notice of the meeting unless all OSCENA members provide written (hand-written or via e-mail) waiver of notice. A majority of the membership of the OSCENA members shall constitute a quorum.
- G. The OSCENA may act by written consent without a meeting, but only if the vote is unanimous.

#### **Section 2: Executive Committee Meetings**

- A. The OSCENA Executive Board shall meet as determined by the President.
- B. The President shall give at least five days notice of the meeting unless all Executive Board members provide written (hand-written or via e-mail) waiver of notice. A majority of Executive Board members shall constitute a quorum.
- C. The President shall determine the location of Executive Board meetings. The meeting site shall be representative of a centralized location for Executive Board members travelling to the meeting from around Ohio.
- H. 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 Executive Board meeting.

#### **ARTICLE X: OFFICIAL COMMUNICATIONS**

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

#### **ARTICLE XI: PARLIAMENTARY PROCEDURES**

The rules contained in *Robert's Rules of Order, Newly Revised, 10<sup>th</sup> 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 OSCENA member as documented in meeting minutes
- B. A local Chapter as documented in meeting minutes and submitted in writing to the OSCENA President and/or Secretary
- C. Five (5) ENA active members via written correspondence to the OSCENA President and/or Secretary
- D. National ENA via written correspondence to State Councils and/or OSCENA

**Section 2:** Amendments must be submitted to the OSCENA President at least ninety (60) days prior to a scheduled OSCENA meeting.

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

**Section 4:** Approval of Amendment changes shall be done by a majority vote at an OSCENA meeting.

### **ARTICLE XIII: RECORDS & PROPERTY**

Within one month of leaving office, officers and directors shall deliver to the president or their successors-in-office all OSCENA records and other OSCENA 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**

No part of the net earnings of ENA shall be used in non-OSCENA 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.

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.

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.