BYLAWS
EMERGENCY NURSES ASSOCIATION

ARTICLE I
NAME
The name of this organization shall be the Emergency Nurses Association (ENA), a not-for-profit corporation incorporated in the State of Illinois.

ARTICLE II
OBJECT

Section 1. Purpose
The purposes for which the corporation is organized are 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 2. Mission
The mission of the ENA is to advocate for patient safety and excellence in emergency nursing practice.

Section 3. Objectives
ENA exists 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. Collaborate actively 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.

Section 4. Official Publication
The official publication shall be the Journal of Emergency Nursing (JEN), which shall reflect the purpose, mission objectives and positions of ENA.

ARTICLE III
MEMBERS

Section 1. Membership Applications
Membership applications must be submitted to the headquarters office with any required fees. Upon acceptance, a membership card is sent and the state council is notified.

Section 2. Responsibilities of Membership
Each member has the responsibility to support the purpose, mission, objectives, and positions of ENA.

Section 3. Classifications
A. Voting Members – voting members shall be classified as national, international, senior and military. Voting members shall have the right to vote, hold elected office, serve on the board of directors, serve on committees, and attend ENA's meetings and social functions.
1. National membership may be granted to any individual who is a professional registered nurse licensed in the United States or its territories, hereinafter defined as Guam, American Samoa, Puerto Rico, U.S. Virgin Islands and the Northern Mariana Islands.

2. International membership may be granted to any individual who is a professional registered nurse licensed (or the equivalent thereto) outside of the United States or its territories.

3. Senior membership may be granted to a professional registered nurse who is age 65 or older and licensed in the United States or its territories.

4. Military membership may be granted to a professional registered nurse licensed in the United States or its territories who is currently serving or has been honorably discharged or retired from the United States Armed Forces including Army, Navy, Marine Corps, Air Force, Coast Guard, and Reserve Components.

B. Nonvoting members – nonvoting members shall be classified as affiliate, student and honorary. Nonvoting members shall be entitled to serve on ENA committees and attend ENA member meetings and social functions.

1. Affiliate membership may be granted to any individual residing in the United States or its territories who shares interest in and supports the purpose, mission and objectives of ENA but does not otherwise meet the criteria for voting membership in ENA.

2. Student membership may be granted to any individual enrolled in a primary nursing education program in the United States or its territories leading to eligibility for licensure as a professional registered nurse.

3. Honorary membership may be awarded to an individual meeting such criteria as shall be determined by the president and the board of directors.

Section 4. Dues and Finance
A. Members’ dues shall be currently maintained or termination of membership shall result.
B. Membership dues of ENA members shall be determined by the board of directors, except that there shall be no dues for honorary membership, and senior membership member fees will not be more than that of the affiliate membership. At the start of the term, the president shall be granted a dues waiver for life, provided that he or she maintains eligibility as a voting member.
C. The fiscal year shall be January 1 through December 31.
D. Each state council and chapter shall receive an annual allocation for each dues paying member within the state or chapter.
E. A surcharge may be added to the dues in some states by the state’s request.

Section 5. Suspension and Termination of Membership
A. ENA members may have their membership suspended or terminated by a two-thirds vote of the board of directors for failure to adhere to the ENA bylaws or for cause.
B. Such action shall not be taken until a member is advised of specific charges and given the opportunity to respond.

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

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

Section 2. Eligibility Requirements
A. Each officer must be a voting member and must have been a voting member during each of the previous five years immediately prior to submitting a candidate application.
B. Each candidate for president-elect and secretary/treasurer must currently serve as a voting 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, highest academic level and an investigation for criminal activity.

Section 3. Election
A. In the event of a tie vote for the position of president-elect, there shall be a second balloting of ENA membership.
B. In the event of a tie vote for the position of secretary/treasurer, lots shall be drawn.
C. A candidate for an officer position who is not elected shall continue to serve the remaining unexpired years of the original term as a director.
D. All directors who are elected as officers shall have their unexpired terms of office filled by the candidates who receive the next highest number of votes; the candidate receiving the highest number of votes shall receive the position with the longest term.

Section 4. Vacancies
A. If the office of president becomes vacant, the president-elect shall succeed to the office of president for the unexpired term and shall subsequently serve the one-year term of office of president to which elected. In such case, the immediate past president may remain as immediate past president for a second year or the office may remain vacant for that year.
B. A vacancy in the office of president-elect may be filled by a current member of the board of directors, or remain vacant as approved by a majority vote of the board of directors. If the vacancy is filled, the president-elect shall not automatically assume the office of president for the subsequent term.
C. In the event that the office of president and president-elect are vacated during the same year, the board of directors shall appoint an acting president to serve until the next scheduled election, at which time an election will be held for both president and president-elect.
D. A vacancy in the office of secretary/treasurer may be filled by a current member of the board of directors or remain vacant as approved by a majority vote by the entire board of directors.

ARTICLE V
MEETINGS

Section 1. General Assembly
A. The General Assembly shall be composed of delegates from all states and international delegates representing the international members.
B. The number of voting state delegates allocated for General Assembly shall be 700, apportioned as follows:
   1. No state shall be allocated fewer than two delegates, one of whom shall serve as state captain.
   2. In addition to the voting delegates, there shall be one nonvoting alternate delegate.
   3. The remaining delegates will be allocated to the states based on the percentage the delegation is to the national membership, determined annually as outlined in procedures.
C. The number of voting international delegates allocated for General Assembly shall be in addition to the 700 voting state delegates.

1. There shall be no more than five international voting delegates.

2. In addition to the voting delegates there shall be one nonvoting alternate delegate.

3. International delegates will be selected by a point system developed by the board of directors; the system will be administered and overseen by the ENA component relations department. The members receiving the highest number of points will be selected.

D. In addition to the state delegate and international allocation, ENA past presidents may speak and vote at General Assembly.

Section 2. Authority

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

Section 3. Quorum

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

Section 4. Annual Meeting and Special Meetings

A. The regular business meeting of the delegates shall be held annually and designated as the General Assembly. A formal notice of the meeting shall be published in ENA publications 60 days prior to the meeting.

B. Other meetings of delegates shall be summoned by a two-thirds vote of the board of directors as circumstances warrant and shall be designated as special meetings of the General Assembly. Delegates shall be given at least thirty days advance notice of any special meeting of the General Assembly. Notice for special meetings shall state the general nature of the subject or subjects to be considered.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Composition

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

Section 2. Authority

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

- Perform all duties entrusted to officers and directors of a corporation;
- Debate and determine ENA policy;
- Oversee ENA’s business and financial affairs;
- Provide strategic direction for ENA; and
- Provide leadership for all of the component divisions of ENA.

Section 3. Eligibility Requirements

A. Directors must be a voting member and must have been a voting member during each of the previous five years immediately prior to submitting a candidate application.
B. Candidates must have attended at least one ENA General Assembly within the previous three years in an approved verifiable capacity as outlined in the election rules.

C. Each candidate must submit to, and pass as acceptable, a limited background check verifying personal identity, professional licensure, highest academic level and an investigation for criminal activity.

D. Candidates shall have served in an elected or committee position on the local, state or national level within the previous five years.

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 voting 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.

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. The Executive Committee shall exercise 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 serve as a resource for emergency nursing within the state.
   5. General Assembly delegation – Each state council shall coordinate the individual state delegation to the ENA General Assembly in accord with procedures.
   6. Funding – Each state council shall receive an annual allocation for each individual member within the state in accord with procedures.
   7. Suspension or Revocation of Charter – The charter for a state council may be suspended or revoked by the board of directors in accord with procedures.

C. The third level, if it exists, shall encompass all activities of chapters. Chapters, where they exist, are integral components of states and ENA and shall act in accord with bylaws and procedures.
1. Purpose – Each chapter shall be chartered by the board of directors in accord with procedures and shall actively support the purpose and objectives of ENA.

2. Objectives – Each chapter shall function within the framework of ENA to coordinate and to implement ENA activities at the chapter level.

3. Composition – Chapter membership shall be obtained, in those states where chapters exist, when an individual joins ENA in accord with procedures.

4. Responsibility – Each chapter has the responsibility to provide representation for active participation at the respective state level in accord with procedures.

5. Funding – Each chapter shall receive an annual allocation for each chapter member in accord with procedures.

6. Suspension or Revocation of Charter – The charter for a chapter may be suspended or revoked in accord with procedures.

ARTICLE VIII
COMMITTEES

Section 1. Committees
ENA shall have committees appointed by the board of directors in sufficient numbers necessary to address mission objectives, and positions of ENA. The president or an appointed board liaison, as well as the executive director, shall serve as non-voting members of all committees, except the Nominations and Elections Committee.

Section 2. Standing Committees
A. Finance Committee.
1. The Finance Committee shall be composed of the president, the president-elect, the secretary/treasurer and the immediate past president. The executive director shall serve as a nonvoting ex-officio member.
2. The Finance Committee shall:
   a. Oversee the financial planning and management of ENA by ensuring that all fiscal aspects are in order;
   b. Oversee the independence of ENA’s audit functions and its compliance with legal and ethical standards;
   c. Oversee investment of funds; and
   d. Make fiscal recommendations to the board.

B. Resolutions Committee.
1. The Resolutions Committee shall be composed of six members serving three-year terms, two appointed each year by the ENA president-elect and ratified by the board of directors. The committee chairperson shall be appointed by the president-elect and ratified by the board of directors from among the continuing members on the committee. The terms shall be staggered and shall commence at the adjournment of the General Assembly meeting following appointment.
2. The Resolutions Committee shall solicit, review, and present resolutions and proposed bylaws amendments to the General Assembly.

C. Nominations and Elections Committee.
1. Composition
   a. The Nominations and Elections Committee shall consist of seven voting members elected in the ENA national election: one member from each of six regions who has not previously served on the board of directors, and one member who has served on the board of directors. Nominations and Elections Committee members may only represent the region in which they hold a voting membership.
   b. The six regions shall be established by Nominations and Elections Committee policy. Each region shall be composed of states with geographic proximity and relatively equal membership distribution.
   c. A Nominations and Elections Committee chairperson shall be elected each year by
the incoming Nominations and Elections Committee. The chairperson must have served as a member of the committee the previous year.

2. Eligibility

   a. Candidates must be a voting member and must have been a voting member during each of the previous five years immediately prior to submitting their candidate application.

   b. Candidates shall have served in an elected or committee position on the local, state or national level within the previous five years.

   c. Candidates must also have attended at least one General Assembly within the previous three years in an approved verifiable capacity as outlined in the election rules.

   d. Each candidate shall submit to, and pass as acceptable, a limited background check verifying personal identity, professional licensure, highest academic level and an investigation for criminal activity.

   e. Members of the Nominations and Elections Committee may not run for or serve in any ENA board position during tenure on the Nominations and Elections Committee, and may not serve more than two consecutive elected terms.

3. Elections

   a. Elections for the Nominations and Elections Committee shall be held annually. Members shall serve for two-year terms on a rotating basis with terms ending at the first meeting of the Nominations and Elections Committee following the annual General Assembly meeting.

   b. All voting members shall have the opportunity to elect Nominations and Elections Committee members by ballot from all regions. Candidates receiving the highest number of votes shall be declared elected. In the event of a tie vote for a position on the committee, lots shall be drawn.

4. Responsibilities

   a. The Nominations and Elections Committee shall be responsible for developing election rules to facilitate elections and shall have general oversight over the election process.

   b. The Nominations and Elections Committee shall issue a call for candidates at the beginning of the election cycle. The Nominations and Elections Committee shall review, ratify and present a qualified slate of candidates for each position in the election of officers, directors and the Nominations and Elections Committee according to the election rules. The slate of candidates shall be presented to the membership through ENA publications. All national candidates shall be considered potential candidates until they have been ratified by the Nominations and Elections Committee.

   c. If no applications are received for open board or Nominations and Elections Committee positions, the Nominations and Elections Committee may solicit additional applications as outlined in operational procedures.

   d. Changes to the election rules must occur prior to the start of the election cycle.

   e. The Nominations and Elections Committee shall submit proposed amendments to the election rules to the board of directors, who shall review them for compatibility with ENA’s purpose, mission, values, objectives, federal and state laws and fiscal viability. Following review and comment by the board of directors in accordance with these criteria, the Nominations and Elections Committee will submit proposed amendments to the Resolutions Committee by the amendment deadline date.

   f. Notice of amendments to the election rules shall be sent with the notice of the meeting. The General Assembly may amend the election rules within the scope of notice by majority vote. If notice has not been given as required by this section, the General Assembly may amend the election rules by a three-fourths vote.

5. Vacancies

   a. A vacancy in the chairperson position shall be filled by a majority vote of the Nominations and Elections Committee.
b. A vacancy of a committee member shall be filled by the candidate who received the
next highest number of votes from that region or as the past board member in the
most recently completed election.

c. In the event of a committee member vacancy from an uncontested election, a
qualified candidate must be nominated and elected by the state council presidents of
the region affected by the vacancy according to the Nominations and Elections
Committee election process, meeting the same requirements set forth in the bylaws
as any potential candidate.

d. The committee position may remain vacant as approved by the Nominations and
Elections Committee if less than six months remain of the unexpired term.

ARTICLE IX
Dissolution

In the event of dissolution of ENA, the net assets of the corporation shall be applied and all
liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be
made thereof. 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 X
Limitations

Section 1. Corporate Powers
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 from time to time 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.

Section 2. Net Earnings
No part of the net earnings of ENA shall inure to the benefit of any 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.

Section 3. Corporate Assets
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.

Section 4. Political Campaigns
ENA shall not participate in or intervene in any political campaign on behalf of any candidate for
public office, including the publication or distribution of statements.

ARTICLE XI
Parliamentary Authority

The rules contained in the 11th edition of Robert’s Rules of Order Newly Revised shall govern
ENA in all cases to which they are applicable and in which they are not inconsistent with these
bylaws and any special rules of order ENA may adopt.
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 voting 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 60 days prior to the General Assembly. Publication of the amendments in an ENA publication 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.

The Emergency Nurses Association (ENA) Bylaws as appears above reflect amendments approved at the annual ENA General Assembly meetings since 2000: Chicago, IL, 2000; Orlando, FL, 2001; New Orleans, LA, 2002; San Diego, CA, 2004; San Antonio, TX, 2006; Salt Lake City, UT, 2007; Minneapolis, MN, 2008; Baltimore, MD, 2009; San Antonio, TX, 2010; Tampa, FL, 2011; San Diego, CA, 2012; Nashville, TN, 2013; and Indianapolis, IN, 2014.