

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 Emergency Nurses Association is to advocate for patient safety and  
20 excellence in emergency nursing 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.  
67 Student members shall have the rights and privileges of ENA membership, except the right  
68 to vote 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.
- 78 C. The fiscal year shall be January 1 through December 31.
- 79 D. Each state council and chapter shall receive an annual allocation for each dues paying  
80 member within the state or chapter.
- 81 E. A surcharge may be added to the dues in some states by the state's request.

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83 Section 5. Termination of Membership

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

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**ARTICLE IV  
OFFICERS**

92 Section 1. Officers

93 There shall be three officers: president, president-elect, and secretary/treasurer. The term of  
94 office shall commence January 1st each year and terminate on December 31<sup>st</sup>, except that the  
95 president-elect shall succeed to the office of president at the conclusion of the term. Each officer  
96 shall exercise the duties and responsibilities required of a member of the board of directors.

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98 Section 2. Eligibility Requirements

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

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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.
- 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.
- B. The number of voting state delegates allocated for general assembly shall be 700, apportioned as follows:
  - 1. No state shall have less than two delegates which shall include the state president or a lead delegate appointed by the state.
  - 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. In addition to the state delegate allocation, ENA past presidents may speak and vote at general assembly.
- D. No change shall be made to the general assembly composition unless made by a bylaw amendment.

Section 2. Authority

The general assembly shall provide direction and stewardship for the organization, and shall create professional emergency nursing policy and positions that support the purposes of ENA. 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.

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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 official ENA printed and electronic publications and posted on the Web site sixty 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 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 5 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 1st each year following the election and terminate on December 31st.

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.

217 Section 6. Meetings

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

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228 Section 7. Vacancy

229 A vacancy in the position of the director shall be filled by the individual who received the next  
230 highest number of votes in the most recently completed election unless three months or less of  
231 the unexpired term remains. In which case, the position may remain vacant as approved by a  
232 majority vote by the entire board of directors. Directors elected to serve the remaining portion of  
233 unexpired terms of office shall serve for a time equal to the remaining years from the original  
234 unexpired term of the predecessor.

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236 Section 8. Removal

237 An elected member of the board of directors shall be removed in accordance with this  
238 paragraph for cause or if the board member fails to meet the eligibility requirements for election  
239 as outlined in these bylaws. Removal of any director shall be by an affirmative two thirds vote of  
240 the members of ENA voting, either in person or by electronic or printed means. The results will  
241 be announced at a special meeting of ENA members. The ENA board of directors may  
242 recommend removal of a director to the members, provided the director upon request was  
243 offered an opportunity to have an unprejudiced hearing at which the director was permitted to  
244 defend against the termination. Cause shall be defined as any action which is determined by the  
245 board of directors to be detrimental to the best interests of ENA.

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247 Section 9. Executive Committee

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

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262 Section 10. Indemnification

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

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**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 the 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 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 will be appointed by the ENA president and ratified by the board of directors.
2. The resolutions committee shall solicit, review, and present resolutions and proposed bylaws amendments to the general assembly.
3. The board of directors reviews proposed bylaws amendments and resolutions for compatibility with ENA's purpose, mission, values, objectives, federal and state laws and fiscal viability.

**C. Nominations Committee.**

1. There shall be seven voting members on the nominations committee, as follows:
  - a. There shall be six members who have not previously served on the board of directors (one from each region) and one member who has served on the board of directors. The six regions shall be established by the nominations committee and shall be of relatively equal size, have geographical proximity of the states, and include all members.
  - b. A chair shall be elected each year by and from among the members of the nominations committee at the first meeting of the nominations committee following the annual general assembly. The chair must have been a member of the committee the previous year.
2. The nominations committee shall solicit, review, ratify, and present a qualified slate of candidates for each position in the election of officers, directors, and the nominations committee. The slate will be presented in an official ENA printed and electronic publication.
3. Elections for the nominations committee shall be held annually. Members shall serve for two-year terms on a rotating basis with terms ending at the beginning of the first meeting of the nominations committee following the annual general assembly.
  - a. All active ENA members are eligible to run for the nominations committee. All active ENA members shall have the opportunity to elect nominations 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.
  - b. Candidates shall have served in an elected or committee position on the local, state

- 379 or national level within the past five years.
- 380 c. Each candidate must submit to, and pass as acceptable, a limited background check
- 381 verifying personal identity, professional licensure, employment, highest academic
- 382 level and an investigation for criminal activity.
- 383 d. Members of the nominations committee running for office must recuse themselves
- 384 from discussions and decisions directly affecting their candidacy.
- 385 e. A vacancy in the chair position will be filled by a majority vote of the nominations
- 386 committee. A vacancy on the committee shall be filled by the individual who received
- 387 the next highest number of votes from that region or past board member category
- 388 created by that vacancy in the most recently completed election unless three months
- 389 or less of the unexpired term remains or if their election was uncontested. In which
- 390 case, the position may remain vacant as approved by a majority vote by the entire
- 391 nominations committee. In the event of an uncontested election, a replacement will
- 392 be nominated and elected by state presidents according to a nominations committee
- 393 operational procedure.
- 394 . 4. The nominations committee shall be responsible for the oversight of the election
- 395 process. All national candidates shall be considered potential candidates until they have
- 396 been ratified by the nominations committee.
- 397 a. Changes to the election process must occur prior to the start of an election cycle
- 398 which begins with a call for candidates.
- 399 b. Each member of the nominations committee must be afforded the opportunity to
- 400 review and provide input on all policies and procedures related to the elections
- 401 process prior to the approval by a majority of the nominations committee. Once
- 402 approved by the nominations committee, the policies and procedures shall be
- 403 forwarded to the board of directors for approval. Members of the board of directors
- 404 running as a candidate in the election must recuse themselves from the discussion
- 405 and vote on any matter related to the nominations committee or elections process.
- 406 c. Any changes to policies and non-operational procedures regarding the elections
- 407 process must be presented to the general assembly for review and a comment
- 408 period prior to submission to the board of directors for approval.
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412 **ARTICLE IX**

413 **DISSOLUTION**

414 In the event of dissolution of ENA, the net assets of the corporation shall be applied and all

415 liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be

416 made thereof. After payment of all liabilities and obligations, all remaining assets shall be

417 distributed to an organization or organizations organized and operated exclusively for charitable,

418 educational, scholastic or scientific purposes as shall at the time qualify as tax exempt under

419 Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law

420 of the United States of America.

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423 **ARTICLE X**

424 **LIMITATIONS**

425 Section 1. Corporate Powers

426 ENA shall possess all powers which a corporation organized under the General Not For Profit

427 Corporation Act of 1986 of the State of Illinois, as the same from time to time may be amended,

428 shall possess, including all powers which are not in conflict with the purposes for which ENA is

429 organized. In any event, ENA shall not engage in any activity which would disqualify it from

430 being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as

431 amended, or any subsequent law of the United States of America.

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433 Section 2. Net Earnings

434 No part of the net earnings of ENA shall inure to the benefit of any private individual. Further,  
435 no part of the income of ENA shall be distributed to its members, directors, or officers, provided  
436 however, that the payment of reasonable compensation for services rendered shall not be  
437 deemed a distribution of income.

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439 Section 3. Corporate Assets

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

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445 Section 4. Political Campaigns

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

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450 **ARTICLE XI**  
451 **PARLIAMENTARY AUTHORITY**

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

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456 **ARTICLE XII**  
457 **AMENDMENT**

458 Section 1. Proposals

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

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462 Section 2. Submission Deadline

463 Amendments must be submitted to ENA national office at least ninety (90) days prior to the  
464 general assembly.

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466 Section 3. Notice

467 Amendments which support the purpose, mission objectives and positions of ENA, as well  
468 federal and state laws, will be submitted to the membership at least forty-five (45) days prior to  
469 the general assembly. Publication of the amendments in one of the regular ENA electronic and  
470 printed publications shall constitute notice of any amendments of these bylaws to be considered  
471 for approval.

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473 Section 4. Vote

474 In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of the  
475 delegates present and voting.