

VIRGINIA STATE COUNCIL BYLAWS

EMERGENCY NURSES ASSOCIATION

ARTICLE I: NAME

The name of this organization shall be the Virginia State Council of the Emergency Nurses Association (ENA), a not-for-profit corporation incorporated in the Commonwealth of Virginia. The Virginia State Council is part of a three tiered structure consisting of three levels of organization: National, State and Chapter (Local) levels. The organization shall maintain its formal charter certificate from the ENA as directed by the ENA Procedures.

ARTICLE II: OBJECT

A. Purpose

The Virginia State Council ENA is organized as a 501(c)(3) organization to advance emergency nursing through education and public awareness. The Virginia State Council will coordinate the professional activities of its chapters within the Commonwealth of Virginia in liaison with the ENA.

B. Mission

The mission of the Virginia State Council is to advocate for patient and nurses safety and excellence in emergency nursing practice.

C Objectives

1. Promote the specialty of emergency nursing.
2. Promote the interests of ENA members and to improve the professional environment of the emergency nurse through education and public awareness.
3. Promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
4. Collaborate actively with other health related organizations to improve emergency care.
5. Be the primary resource for emergency nursing leadership, education, and research.
6. Define standards that serve as a basis for emergency nursing practice.
7. Develop, disseminate and evaluate emergency nursing education and research.
8. Encourage interaction and mentorship among emergency nurses.
9. Identify and disseminate information on key trends affecting and pertinent to emergency nursing.
10. Serve as an advocate for the public regarding emergency care.

ARTICLE III: MEMBERS

- A. All members of the ENA who live within the Commonwealth of Virginia or who have requested membership shall be the members of the Virginia State Council. All members are assigned to a chapter at the local level.
- B. Each member has the responsibility to support the purpose, mission, objectives, and positions of the ENA and the Virginia State Council.

ARTICLE IV: OFFICERS

- A. There shall be six officers. In addition to those responsibilities delineated below, officers of the Virginia State Council shall exercise all the privileges and responsibilities of an officer of the State Council specified in the Bylaws and Procedures of ENA.
 1. President
 - a. serve as Chief Executive Officer of the Virginia State Council.
 - b. coordinate all council administrative activities.
 - c. appoint committee chairpersons and committee members with the Board of Directors approval, as circumstances warrant.
 - d. perform other duties as delineated in the Virginia State Council President role description and Procedures.
 - e. shall serve as a non-voting ex-officio member of the Virginia State Council committees.
 2. President-Elect
 - a. perform any duties assigned by the President.
 - b. perform other duties delineated in the Virginia State Council President-Elect role description and Procedures.
 - c. shall serve as a non-voting ex-officio member of the Virginia State Council committees.
 3. Treasurer
 - a. maintain Virginia State Council financial records in accordance with generally accepted accounting procedures.
 - b. present a Virginia State Council budget proposal annually.
 - c. maintain Virginia State Council banking accounts and disbursements thereof.
 - d. provide the Board of Directors with a written financial report at each meeting.
 - e. perform other duties delineated in the Virginia State Council Treasurer role description and Procedures.
 - f. file required federal and state tax returns.
 - g. mentor the treasurer-elect into the role of Treasurer.

4. Treasurer-Elect

- a. learn the role and responsibilities of the Treasurer.
- b. assist in maintaining Virginia State Council financial records in accordance with generally accepted accounting procedures.
- c. assist in presenting a Virginia State Council budget proposal annually.
- d. assist in maintaining Virginia State Council banking accounts and disbursements thereof.
- e. assist in providing the Board of Directors with a written financial report at each meeting.
- f. assist in gathering and coordinating documents necessary for filing federal and state tax requirements.
- g. perform other duties delineated in the Virginia State Council Treasurer-elect role description and Procedures.

5. Secretary

- a. maintain Virginia State Council records and minutes.
- b. provide the Board of Directors and members with minutes of each meeting prior to the next scheduled meeting of the Virginia State Council according to the state Procedures.
- c. assist the President with Virginia State Council correspondence.
- d. perform other duties delineated in the Virginia State Council Secretary role description and Procedures.

6. Immediate Past President, that person who served as President during the preceding year.

- a. serve in a non-voting advisory capacity on Virginia State Council matters.

B. Eligibility Requirements. Each officer shall:

1. maintain current ENA membership
2. maintain a current registered nurse license without restrictions in the Commonwealth of Virginia or a compact multi-state license without restrictions that includes Virginia.
3. have held an elected or appointed office in ENA at the state or local level or shall have served on a Chapter's Board of Directors.

C. Term of office. The term of office shall be January 1st through December 31st of each year.

D. Election

1. Elections will be held annually prior to October 31st
2. In accordance with Procedures, the Board of Directors shall solicit, verify and present a slate of candidates for the officers of the Virginia State Council.
3. Virginia State Council Officers will be elected by a majority of the votes received from its members through paper or electronic ballots. In the event of a tie, there shall be a second balloting of the Virginia State Council membership.

- E. Vacancies. Vacancies may be filled for the unexpired term of office or may remain vacant, by a majority vote of the Board of Directors, with the following conditions.
1. 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 if they so choose or the office may remain vacant.
 2. 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.
 3. 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 the President and President-Elect.
 4. If the office of Treasurer becomes vacant the Treasurer-Elect shall succeed to the office of Treasurer for the unexpired term and shall subsequently serve the one-year term of office of Treasurer to which elected.

ARTICLE V: MEETINGS

- A. The Virginia State Council shall meet at least two (2) times per year. Meetings shall be called by the President. All Virginia members of the Emergency Nurses Association may attend the meetings which will be posted on the Virginia State Council website.
- B. The Virginia State Council shall conduct at least one (1) educational offering per year.
- C. Special Meetings may be called by the President or on the request of a majority of the Board of Directors.
- D. The Directors present shall constitute a quorum for any meeting of the State Council.
- E. The President may appoint a credentialed Parliamentarian to advise the Virginia State Council during meetings.

ARTICLE VI: Board of Directors

- A. Composition. The Board of Directors shall be composed of the following:
 1. The officers.
 2. Two (2) voting representatives from each chapter. One (1) shall be the Chapter President or designee and one (1) shall be a representative designated by the chapter.
 3. Virginia State Council Committee chairs

- B. Authority of the Board of Directors. The Board of Directors shall be the governing body responsible for the management of the affairs of the Virginia State Council and shall:
1. Oversee the business and financial affairs of the Virginia State Council;
 2. Provide strategic direction for the Virginia State Council;
 3. Monitor and address professional issues related to emergency care;
 4. Function within the framework of ENA to coordinate and implement ENA activities at the state level;
 5. Act in accordance with ENA bylaws and Procedures;
 6. Determine the method for selecting delegates to attend the General Assembly as a state delegate representing the Commonwealth of Virginia.

C. Executive Committee.

1. The Executive Committee shall be composed of the officers of the State Council.
2. The Executive Committee shall be responsible for the management of the affairs of the Virginia State Council between its business meetings and shall perform such other duties as are specified in these Bylaws and Procedures.
 - a. ensure that an audit of financial records is accomplished yearly. A written report will be provided at the first business meeting of the calendar year.
 - b. review the Bylaws in even years.
3. The Executive Committee is subject to the orders of the Board of Directors and none of its acts shall conflict with action taken by the Board of Directors.
4. Meetings of the Executive Committee shall be called by the President.
5. The presence of the President and two other officers shall constitute a quorum for any meeting of the Executive Committee.

ARTICLE VII COMMITTEES

- A. Committees shall be created by the Board of Directors in sufficient numbers necessary to address the Virginia State Council objectives, professional practice, special interests, and programs.
- B. Additional special committees may be appointed by the Board of Directors, as circumstances warrant.
- C. All committees shall have responsibilities assigned by the Board of Directors and specified in Procedures.
- D. The size of each committee shall be determined by the Board of Directors.

ARTICLE VII: PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Orders latest edition* shall govern the Virginia State Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the State Council may adopt.

ARTICLE IX: AMENDMENTS

- A. Proposed amendments to the Bylaws shall be submitted to the Board of Directors by June 30th of each year. Voting on the amendments or changes will take place in conjunction with the annual election of officers to the Virginia State Council.
- B. These Bylaws may be amended by a two-third (2/3) vote of the ballots received through paper or electronic voting by the members of the Virginia State Council, provided that 30 days is given from distribution until the ballot deadline.
- C. Any amendment to the National ENA Bylaws and Procedures having direct application to these Bylaws shall take precedence over any State Council Bylaw provision and/or Procedures and amendment thereto shall automatically take effect and the members shall be notified.

ARTICLE VIII: INDEMNIFICATION

The Association shall indemnify all officers, directors and employees for expenses incurred with the defense or settlement of any claim against such person for reason of service as an officer, director or employee, unless a judgment or other adjudication shall establish that such a claim arose or resulted from any dishonest, fraudulent, criminal, malicious, or knowingly wrongful act, error or omission of such person.

ARTICLE X: DISSOLUTION

In the event of dissolution of the Virginia State Council, the net assets of the corporation shall revert to the ENA after liabilities and obligations have been paid, satisfied, and discharged, or adequate provision shall be made thereof.

Approved September 22, 1999

Reviewed August 27, 2002

Revised October 2010