

## ARTICLE I TITLE, PURPOSE AND OBJECTIVES

### Section I: Name of Association

The name of this association shall be the Texas 10-59 Emergency Nurses Association, Inc. (Texas 10-59 ENA), a not-for-profit association in the State of Texas.

### Section II: Purposes

The purpose for which the corporation 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 III: Objectives

- A. Promote standards of emergency nursing practice, nursing education and nursing services as defined by the Emergency Nurses Association
- ~~B. Provide for the continuing professional development of emergency nurses~~ Promote the interests of ENA members & to improve the professional environment of the emergency nurse through education & public awareness.
- ~~C. Serve as a vehicle for dissemination of information relevant to emergency nursing~~ Promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses & the American Nurses Association code of Ethics.
- ~~D. Promote and protect the economic and general welfare of emergency nurses~~ Collaborate actively with other health related organizations to improve emergency care, nursing education & research.
- ~~E. Promote research in emergency nursing and encourage the use of knowledge as a basis for emergency nursing~~
- ~~F. Provide services to members~~
- ~~G. Maintain communication with members;~~
- ~~H. Assume an active role as consumer/client advocate~~
- I. Represent emergency nurses and serve as their spokesperson with healthcare professionals, community, governmental groups, and the public
- ~~J. Monitor state legislative issues affecting emergency care and emergency nursing practice~~
- ~~K. Maintain, and monitor a statewide emergency nursing networking structure to address professional issues.~~
- ~~L. Promote the emergency nursing profession~~

**ARTICLE II  
RELATIONSHIP TO EMERGENCY NURSES ASSOCIATION**

Section I: Charter – **Where is this???** **Dan-do you know?**

- A. After successful completion of the first year as a Special Interest Group (SIG), a formal charter certificate **was** issued by the Emergency Nurses Association allowing Texas 10-59 ENA to function as an affiliate of the national association at the local level.
- B. Failure of Texas 10-59 ENA to adhere to the bylaws and procedures established by the Emergency Nurses Association shall be cause for suspension or revocation of the charter. Such a suspension or revocation shall be in accord with procedures established by the Emergency Nurses Association.

Section II: Responsibilities

- A. Adopt and maintain bylaws which do not conflict with ENA bylaws and which are congruent in purpose and function with ENA bylaws
- B. Submit bylaws and reports, and attend meetings in accordance with policies and procedures adopted by ENA.

**ARTICLE III  
GOVERNING AUTHORITY**

Section I: Governing Authority

- A. Governing authority of Texas10-59 ENA resides in the board of directors and the **chapter membership.**
- B. **Each board member will have 1 vote & every Texas 10-59 ENA member attending the meeting will have 1 vote.**

**ARTICLE IV  
MEMBERS, RIGHTS, OBLIGATIONS**

Section I: Definition

Membership of Texas 10-59 ENA shall be those persons accepted as members in accordance with the qualifications and other requirements described in these and ENA's bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section II: Rights

Each member shall have the right to:

- A. Receive the official publication of Texas 10-59 ENA
- B. Be a candidate for elective and appointive positions in accordance with Texas 10-59 ENA bylaws and procedures

# Texas 10-59 ENA Chapter 457 Bylaws

- C. Attend Local ~~Chapter Council~~ meetings
- D. Transfer from one chapter to another
- E. Be accorded other rights as provided for under common parliamentary or statutory law.

## Section III: Responsibilities

Each member shall have the responsibility to:

- ~~A. Support the purpose, mission, objectives, & positions of ENA, TxENA, & Texas 10-59. Uphold the bylaws and procedures of Texas 10-59 ENA~~
- B. Pay dues required by ENA
- C. Fulfill the requirements of an office or committee if elected or appointed.
- ~~D. Avoid speaking on behalf of TxENA/ENA without prior knowledge & permission of the TxENA or national ENA board of directors.~~

## ARTICLE V BOARD OF DIRECTORS

### Section I: Composition of the Board

- 1. President
- 2. President-elect
- 3. Secretary
- 4. Treasurer
- 5. Immediate past president
- 6. Directors (2)

### Section II: Officers

The voting officers of Texas 10-59 ENA shall be president, president-elect, secretary, treasurer, ~~and~~ immediate past president ~~& 2 directors; All Texas 10-59 chapter members who are present at a meeting may also vote.~~

#### A. Officer Qualifications

- 1. Current Emergency Nurses Association membership;
- 2. Current license to practice as a registered nurse.
- 3. Candidates should be active members of the local chapter.
- 4. Attended at least one (1) local chapter meeting within the past **12 months year.**

#### B. Officer Duties

- 1. The officers shall assume the duties prescribed by the Texas 10-59 ENA bylaws and procedures and other such duties as may be required by the bylaws and policies of ENA.

#### C. Terms of Office

- 1. The term of all offices shall begin January 1st and end on December 31st.
- ~~1. The term of all offices shall be 1 year~~
  - The president, president-elect, & immediate past president shall serve for a term of one calendar year.
  - Terms of the office of secretary and treasurer shall be two (2) years.

- The secretary and treasurer will be elected in opposite years. **(This did not happen this year – should we move this part to SOP’s with explanation of emergency circumstances? Or do we want to add it here with an explanation?)**
- Terms of the office of director shall be 1 year.
  - The directors will be elected in opposite years.

## ~~D. President—more of an SOP....~~

- ~~1. Serve as chief executive officer of Texas 10-59 ENA~~
- ~~2. Preside at meetings of the membership~~
- ~~3. Coordinate all Texas 10-59 ENA administrative activities~~
- ~~4. Serve as a non-voting ex-officio member of all committees except the nominating committee~~
- ~~5. Appoint vacant committee chairs and committee members except the nominating committee chair~~
- ~~6. Appoint special committees~~

## ~~President-Elect~~

- ~~7. Shall assume such responsibilities as assigned by the president and director~~
- ~~8. To succeed to the office of president at the expiration of the president's term. In the event the position of president becomes vacant, the president-elect shall serve for the remainder of the unexpired term and the term for which he/she was elected.~~
- ~~9. Appoint committee chair elects except the nominating committee chair~~

## ~~E. Secretary~~

- ~~1. Shall keep minutes of the business meetings and board meetings.~~

## ~~F. Treasurer~~

- ~~1. Shall keep an itemized account of receipts and disbursements~~
- ~~2. Maintain Texas 10-59 ENA financial records in accord with generally accepted accounting principles~~
- ~~3. Present a Texas 10-59 ENA budget proposal annually~~
- ~~4. Present a complete written report of the finances of Texas 10-59 ENA at each business meeting of the local chapter.~~
- ~~5. Be familiar with IRS regulations and duties and requirements as outlined in Common Law~~
- ~~6. Maintain bonding for this position.~~
- ~~7. Maintain tax exempt status according to common law.~~

## ~~G. Immediate Past President~~

- ~~1. Shall serve for one year as a board member with full voting privileges~~
- ~~2. Serve as chair and board liaison to the nominating committee~~
- ~~3. Serve in an advisory capacity on Texas 10-59 ENA matters.~~

## Section III: Director

~~Two (2) voting directors shall be elected from the current Texas 10-59 ENA membership.~~

### ~~A. Director Qualifications~~

- ~~1. Candidates for the position of director should be an active member of the local chapter, having attended at least one (1) meeting within the previous year.~~

### ~~B. Director Duties~~

- ~~1. The director shall assume the duties prescribed by the Texas 10-59 ENA bylaws and procedures and other such duties as may be required by the bylaws and policies of ENA.~~
- ~~2. Shall assume such responsibilities as assigned by the president and board of directors~~
- ~~3. Shall serve as a representative of the Texas 10-59 ENA membership to the board of directors.~~

~~A. President~~

- ~~1. The president shall be 1 year~~

~~B. President-elect~~

~~C. Terms of the office of president-elect shall be one (1) year.~~

- ~~1. The president-elect may serve only one (1) consecutive elected term.~~
- ~~2. The term of all offices shall begin January 1st and end on December 31st.~~

~~D. Terms of the office of the immediate past president shall be one (1) year.~~

- ~~1. The immediate past president may serve only one (1) consecutive term.~~
- ~~2. The term of all offices shall begin January 1st and end on December 31st.~~

~~E. Terms of the office of secretary and treasurer shall be two (2) years.~~

- ~~1. The secretary and treasurer will be elected in opposite years.~~
- ~~2. The secretary and treasurer may serve only one (1) consecutive two (2) year elected term.~~
- ~~3. The term of all offices shall begin January 1st and end on December 31st.~~

~~F. Terms of the positions of director shall be one (1) year.~~

- ~~1. The director may serve no more than two (2) consecutive one (1) year elected terms.~~
- ~~2. The term of all offices shall begin January 1st and end on December 31st.~~

Section IV: Vacancies

A. If the office of president becomes vacant, the president-elect:

1. Shall succeed to the office of president for the unexpired term, and
2. Shall subsequently serve the one (1) year term of office of president to which elected.

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 by the entire board of directors.

C. In the event that the office of president and president-elect are vacated during the same year:

1. The board of directors shall appoint an acting president to serve until the next election.
2. The election of both president and president-elect will be held at the next scheduled election.

D. A vacancy in the office of secretary or 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.

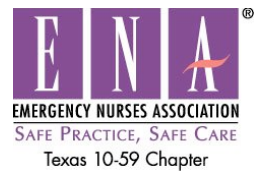
E. A director vacancy may be filled by the individual who received the next highest number of votes in the previous election or remain vacant (as approved by a majority vote by the entire board of directors).

F. In the event that the office of president is vacated, the immediate past president may remain as immediate past president for a second term or the office may remain vacant.

**ARTICLE VI  
DUTIES OF THE BOARD OF DIRECTORS**

Section I: Duties

# Texas 10-59 ENA Chapter 457 Bylaws



The board of directors shall be responsible for the management of the affairs of Texas 10-59 ENA between business meetings and shall perform such other duties as specified in these bylaws and procedures.

## Section II: Responsibilities

- A. Act as custodian of Texas 10-59 ENA property, securities and records; provide for investment and securities; provide for bonding of treasurer and other officers as deemed necessary; and provide for payment of authorized expenses.
- B. Provide for audit of books by an independent auditor.
- C. Develop and maintain a strategic plan for the local chapter establishing goals and priorities, which shall be submitted for ratification by the membership.
- D. Set the time and place of the business meetings.
- E. Approve minutes of the board meetings.
- F. The Board shall be subject to the direction of the local chapter membership and none of its actions shall conflict with requested action put forth by the members.

## Section III: Meetings

- A. The board shall hold a minimum of four business meetings per year.
- B. Special meetings of the board may be called by the president and shall be called by the president or on request of at least three (3) members of the board. At least five days notice shall be given unless all board members waive notice.
- ~~C. A majority of the membership of the board then in office shall constitute a quorum.~~

## Section IV: Referendum Votes Between Meetings

Between meetings of the board and membership, the president may submit urgent matters to the members of the board for a referendum vote. A majority of the board shall be controlling on the matter submitted. The referendum and its results shall be recorded in the minutes of the next meeting of the board.

## Section V: Records and Property

Within one month of leaving office, officers and directors shall deliver to the president or their successors-in-office all local chapter records and other local chapter property in their possession.

## ARTICLE VII NOMINATIONS AND ELECTIONS ~~TERMS OF OFFICE AND VACANCIES~~

### Section I: Nomination and Election Policies

- ~~A. Elections for the position of officers shall be held **before** Oct. 31<sup>st</sup> so the results can be entered into the ENA online management system by Oct. 31<sup>st</sup> each year.~~
- ~~B. The immediate past president shall prepare a ballot of qualified candidates for each office to be filled.~~
- ~~C. At the **July** business meeting, the **immediate past president** shall request suggestions from members for candidates who are qualified and willing to serve if elected.~~

- ~~D. At the August business meeting, a preliminary ballot will be presented to the membership. At that time further nominations may be made.~~
- ~~E. All qualified candidates must be verified by the Immediate past president.~~
- ~~F. The ballot shall include the candidates for each office to be filled. Placement of the candidates' name on the ballot shall be by random selection. Balloting procedures shall be implemented that maintain the secrecy of the ballot.~~
- ~~G. Once all candidates are verified, the ballot will be presented to the membership. The election will be held during the first week of September via electronic ballot.~~
- ~~H. Officers and director shall be elected by a majority vote of the chapter membership.~~
- ~~I. If no candidate receives a majority of votes cast, a run-off election will be held between the two candidates receiving the most votes. The run-off election will be held the second week of September via electronic ballot. **Move to SOP's...**~~

## ARTICLE VIII MEETINGS

### Section I: Business Meetings and Special Meetings ~~moved up....~~

- ~~A. The Texas 10-59 ENA shall conduct at least four business meetings per year at a time and place established by the board.~~
- ~~B. Special meetings may be called by the president upon request of a majority vote of the board or upon written request of a majority of the Texas 10-59 ENA membership.~~

## Section II: Quorum

- A. A quorum shall consist ~~when a majority of the Board is present at a meeting of 4 voting members.~~
- B. No official action shall be taken without a quorum being present.

## ARTICLE IX ~~STANDING COMMITTEES~~

### Section I: Standing Committees

- A. The following are standing committees:
  - 1. ~~Bylaws & SOP's~~
  - 2. ~~Election Process~~
  
  - 1. ~~Membership~~
  - 2. ~~Newsletter~~
  - 3. ~~Nominating~~
  - 4. ~~Professional Education~~
- B. The president shall appoint standing committee members.
- C. The nominating process committee shall be chaired by the immediate past-president.
- D. The president shall serve as a non-voting ex-officio member of each committee, except the nominating committee.

### Section II: Special Committees

- A. ~~The Board of Directors may establish special committees and the president will appoint members as needed.~~
- B. ~~See list of special ad-hoc committees in Appendix 1~~

### Section III: Responsibilities

All committees shall assume duties and shall have such powers as assigned by the Board of Directors and outlined in these bylaws and procedures.

## ARTICLE X FISCAL YEAR

The fiscal year of the Local ~~Chapter~~ shall be January 1st - December 31st.



**ARTICLE XI  
OFFICIAL PUBLICATION**

Texas 10-59 ENA shall publish a newsletter as its official publication. It shall be published **at least quarterly**. Any requirement that notice be given to all members whether individually or otherwise shall be satisfied by publication of that notice in this official publication. This communication may be made by electronic means.

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**ARTICLE XII  
INDEMNIFICATION**

Texas 10-59 ENA shall indemnify all officers, directors, and employees for expenses and costs actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been a director or officer to the full extent permitted by law if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of Texas 10-59 ENA.

**ARTICLE XIII  
PARLIAMENTARY AUTHORITY**

"Robert's Rules of Order, Newly Revised" shall govern in all parliamentary situations not provided by law, Texas 10-59 ENA articles of incorporation, or Texas 10-59 ENA bylaws.

**ARTICLE XIV  
DISSOLUTION**

In the event of dissolution of Texas 10-59 ENA, the net assets of the corporation shall revert to the Emergency Nurses Association after all liabilities and obligations are paid, satisfied, and discharged, or adequate provision shall be made thereof. (TxENA or ENA??)

**ARTICLE XV  
Finances**

~~Section I: Charter~~

~~Chapters within the State of Texas are chartered affiliates of the Emergency Nurses Association.~~

~~Section II: Membership~~

~~Each chapter shall be composed of no less than five (5) active members of the Emergency Nurses Association.~~

~~Section III: Chapter Representatives~~

~~Representation to the Texas State Council shall consist of no more than two (2) members per chapter in accord with the bylaws and procedures.~~

~~Section IV: Structure/Function~~

~~The structure, functions and powers of the chapters shall be consistent with the bylaws and procedures of the Emergency Nurses Association.~~

## Section I:

- A. Texas Chapter 10-59 is responsible for its own financial status
- B. Texas Chapter 10-59 is responsible for filing income tax with the Internal Revenue Service.
- C. Texas Chapter 10-59 is responsible for applying for its own tax-exempt status and employee identification number.
- D. Texas Chapter 10-59 is responsible for applying for financial assistance as needed from the Texas State Council to attend quarterly meetings of the TxENA.

## ARTICLE XVI AMENDMENTS

### Section I: Review by Bylaws Committee

Amendments to these bylaws may be proposed by the board of directors or under the signature of 5 voting members. ~~shall be submitted to the board & chapter membership for review and comment before being submitted to the Bylaws Committee for action.~~

### Section II: Notice

Amendments which are in accord with procedures and the Association's philosophy, purpose, and objectives, as well as Federal and State Laws; will be submitted to the membership at least thirty (30) days prior to the membership's next business meeting. Publication of the amendment in the official publication of the chapter or the direct mailing or distribution of the amendments to the chapter's members shall constitute notice of amendments proposed.

### Section III: Vote Required

In order to be ~~approved~~ **ratified**, any amendment must be approved by a two-thirds (2/3) vote of the members present ~~& voting at the scheduled business meeting.~~

### Section IV: Approval of Amendments

Amendments to these bylaws become effective upon approval by the ~~chapter & the National ENA.~~

### Section V: National Association Bylaws and Procedures

Any amendment to the National Association bylaws and procedures having application to these bylaws shall take precedence over any local chapter bylaw provisions and/or procedures and the amendment thereto shall automatically take effect.

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*Texas 10-59 ENA bylaws reflects amendments from Jan. 2015; Reviewed & amended \_\_\_\_\_*

Appendix 1  
Special (Ad-Hoc) Committees

1. Awards & Recognition
2. Finance
3. Fundraising
4. Government Affairs
5. Media Relations
6. Meeting Planning
7. Membership
8. Professional Education

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