

Proposed Changes to TEXAS ENA Bylaws

# BYLAWS OF THE



Approved: \_\_\_\_\_

Date:

## ARTICLE I TITLE, PURPOSE AND **RULES OBJECTIVES**

### Section I: Name of Association

The name of this association shall be the Texas Council of the Emergency Nurses Association, Inc. (TxENA) a not-for-profit corporation incorporated in the State of Texas.

### Section II: Purposes

TxENA is affiliated with the Emergency Nurses Association to implement its ~~philosophy, objectives, and leadership~~ **mission, vision, and values** on the state level, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986. ~~TxENA objective~~ **The aim of TxENA** is to advance emergency nursing through education and public awareness, as well as to coordinate the professional activities of chapters within Texas in liaison with the Emergency Nurse Association. TxENA shall act in accordance with the bylaws and procedures established by the Emergency Nurses Association (ENA).

### Section III: Mission

~~The mission of the TxENA is to advocate for patient safety and excellence in emergency nursing practice.~~

### Section IV: Objectives

- ~~A. Promote the specialty of emergency nursing in the State of Texas.~~
- ~~B. Promote the interests of TxENA's members and to improve the professional environment of the emergency nurse through education and public awareness.~~
- ~~C. Promote and protect patients and their families 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 nursing care in Texas.~~
- ~~E. Promote ENA as the primary resource for Texas emergency nursing leadership.~~
- ~~F. Promote ENA standards to serve as a basis for Texas emergency nursing practice.~~

- G. ~~Develop, disseminate and evaluate continued professional development, research and evidence-based practice.~~
- H. ~~Encourage interaction and mentorship among Texas emergency nurses.~~
- I. ~~Identify and disseminate information on key trends affecting and pertaining to emergency nursing.~~
- J. ~~Serve as advocate for the public regarding emergency care.~~
- K. ~~Maintain communication with members regarding the business of the Texas State Council and its committees.~~
- L. ~~Represent emergency nurses and serve as their spokesperson with healthcare professionals, community, governmental groups and the public.~~
- M. ~~Monitor national and state legislative issues affecting emergency care and emergency nursing practice.~~
- N. ~~Develop, maintain, and monitor a statewide emergency nursing networking structure to address professional issues.~~

### Section III. Rules

The following rules shall conclusively bind TxENA and all persons acting for or on behalf of it:

- A. No part of the net earnings of TxENA shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that ENA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- B. No substantial part of the activities of TxENA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and TxENA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, TxENA shall not carry on any activity not permitted to be carried on by:
  - i. a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law); or
  - ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or the corresponding provision of any future United States Internal Revenue Law).

## ARTICLE II RELATIONSHIP TO EMERGENCY NURSES ASSOCIATION

### Section I: Charter

- A. A formal charter certificate is issued by the Emergency Nurses Association allowing TxENA to function as an affiliate of the national association at the state level.
- B. Failure of TxENA to adhere to the bylaws and procedures established by the Emergency Nurses Association ~~shall be~~ **may** be cause for suspension or revocation of the charter. ~~Such a~~ **Suspension or revocation** **action** 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 **that** and which are congruent in purpose and function. ~~with ENA bylaws.~~
- B. Submit bylaws and reports, and ~~attend~~ **conduct** meetings in accordance with policies and procedures adopted by ENA.

## ARTICLE III GOVERNING AUTHORITY

### Section I: Governing Authority

Governing authority of TxENA resides with the ~~in~~ membership as represented by the Texas ~~State~~ Council.

1. The Texas ~~State~~ Council consists of ~~the~~ chapter representatives, the board of directors, and past state presidents.
2. Each chapter will have no more than two voting representatives. ~~with voting privileges.~~ ~~Each~~ **Board members** ~~will have one vote~~ and each past state presidents will ~~each~~ have one vote **each**.

## ARTICLE IV MEMBERS, RIGHTS, OBLIGATIONS

### Section I: Definition

Membership of TxENA 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~~ **identification**, ~~health status, lifestyle, nationality, race, religion, or sexual orientation.~~

## Section II: Qualifications

Each chapter shall select no more than two (2) members to be representative and hold voting privileges to the Texas ~~State~~ Council. This selection shall be done in accordance with the bylaws and procedures of the chapter the member is representing.

## Section III: Rights

Each member shall have the right to:

1. Receive the official publication of TxENA.
2. Be a candidate for Texas ~~State~~ Council ~~elective~~ **elected or appointed** and ~~appointive~~ positions in accordance with TxENA bylaws and procedures.
3. Attend Texas ~~State~~ Council meetings.
4. Transfer from one chapter to another.
5. Be given other rights as provided for under common parliamentary or statutory law.

## Section IV: Responsibilities

Each member shall have the responsibility to:

1. Support the ~~purpose~~, mission, ~~objectives~~, **vision, values** and positions of ENA and TxENA.
2. Submit required membership dues to ENA.
3. **Be a member in good standing.**
4. Fulfill the requirements of an officer, **director** or committee **chair** if elected or appointed.
5. Avoid speaking on behalf of TxENA without prior knowledge and permission of the TxENA Board of Directors.

## ARTICLE V BOARD OF DIRECTORS

### Section I: Composition of the Texas State Council Board of Directors (BOD)

1. President
2. President-elect
3. Secretary
4. Secretary-elect
5. Treasurer
6. Treasurer-elect
7. Immediate past president
8. Directors (2)
9. Parliamentarian (Nonvoting Member)
10. Association Operations Manager (Nonvoting Member) –if this passes

### Section II: Officers

The voting ~~officers~~ members of TxENA BOD shall be president, president-elect, secretary, secretary-elect, treasurer, treasurer-elect, directors at large and immediate past president.

#### 1. General Board Qualifications:

- a. Current ENA membership.
- b. Current Registered Nurse (RN) licensure.
- c. Attended at least two state council meetings within the past-year rolling 12 months, and meet one (1) of the following:
  - i. Attended in person at least one (1) Texas State Council meeting as a voting delegate or parliamentarian within the previous three years, or
  - ii. Served as an officer, director, past president, or committee chair at the state level in the past two years.

#### 2. Officer Duties

The Officers shall assume the duties prescribed by the TxENA bylaws and the standard operating procedures and other such duties as may be required by the bylaws and policies of ENA.

### Section III: Terms of Offices

#### A. President

1. The term of president shall be one (1) year.
2. The term of office shall begin January 1 and end on December 31 **or until a successor is named.**

#### B. President-elect

1. The term of the office of president-elect shall be one (1) year.
2. The term of office shall begin January 1 and end on December 31 **or until a successor is named.**

#### C. Immediate Past President

1. The term of the office of the immediate past president shall be one (1) year.
2. The term of office shall begin January 1 and end on December 31 **or until a successor is named.**

#### D. Secretary and Treasurer

1. The terms of the offices of the secretary and treasurer shall be two (2) years.
2. The terms of offices shall begin January 1 and end on December 31 of the second year in office **or until a successor is named.**

#### E. Secretary-elect and Treasurer-elect

1. The terms of the offices of the secretary-elect and treasurer-elect shall be one (1) Year.
2. The secretary-elect and treasurer-elect will be elected in opposite years.
3. The terms of offices shall begin January 1 and end on December 31 **or until a successor is named.**

#### F. Director

1. The term of office of the director shall be two (2) years.
2. One director shall be elected each year in alternating years.
3. The term of office shall begin January 1 and end on December 31 of the second year in office **or until a successor is named.**

### 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~~ BOD, or remain vacant as approved by a majority vote by the ~~entire board of directors~~ BOD.
- C. In the event that the office of president and president-elect are vacated during the same year:
  - 1. The ~~board of directors~~ BOD 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~~ BOD, remain vacant, or may be filled by a special election as approved by a majority vote ~~by~~ of the ~~entire board of directors~~ BOD.
- E. A vacancy in the office of secretary-elect or treasurer-elect may be filled by a current member of the board of directors, remain vacant, or may be filled by a special election as approved by a majority vote ~~by~~ of the ~~entire board of directors~~ BOD.
- F. A vacancy in the position of director may be filled by the individual who received the next-highest number of votes in the previous election, remain vacant, or may be filled by a special election as approved by a majority vote ~~by~~ of the ~~entire board of directors~~ BOD.
- G. 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 as approved by a majority vote ~~by~~ of the ~~entire board of directors~~ BOD.

#### **Section V: Board of Director Removal/ Resignation**

- 1. Any member of the board may be removed from office after two absences from the state council meetings or two absences from the quarterly board meetings within a rolling twelve-month period. The removal of such member is ~~accomplished by~~ requires a 2/3 vote by the ~~board of directors~~ BOD.
- 2. Any member of the board may be removed from office with cause. The removal of ~~the~~ a member of the board must originate from the board of directors, ~~be~~ presented to the delegates at the council meeting, and, approved by a majority vote of the delegates.



## ARTICLE VI DUTIES OF THE BOARD OF DIRECTORS

### Section I: Duties

- A. The Board of Directors shall be responsible for the management of the affairs of TxENA between business meetings and shall perform such other duties as specified in these bylaws and procedures.

### Section II: Responsibilities

- A. The Board shall be subject to the direction of the Texas ~~State~~ Council representatives and none of its actions shall conflict with requested action put forth by the Texas ~~State~~ Council.
- B. Act as custodian of TxENA property, securities and records, ~~provide for~~ **oversee** investment and securities, provide for bonding of treasurer and other officers as deemed necessary, and provide for payment of authorized expenses.
- C. Provide for audit of books by an independent auditor, **as required by regulations or directed by the BOD.**
- D. Develop and maintain a strategic plan for the Texas ~~State~~ Council establishing goals and priorities which shall be submitted for ratification by the Texas ~~State~~ Council representatives.
- E. Set the time and place of the business meetings in accordance with SOP.
- F. Approve minutes of the board meetings.
- G. Liaison with assigned chapters and committees.

### Section III: Meetings

- A. The board shall hold a minimum of four (4) business meetings per year.
- B. Special meetings of the board ~~may~~ **shall** be called by the president ~~and shall be called by the president on request of~~ or at least three (3) members of the board. At least five-day's notice shall be given unless all board members waive notice.
- C. A majority of the membership ~~hip~~ of the board in office shall constitute a quorum.

### Section IV: Referendum Votes

- A. Between meetings of the board and Texas ~~State~~ Council, 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.

- B. **“MEETINGS BY REMOTE COMMUNICATIONS TECHNOLOGY:** Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communication system, including video conferencing technology or Internet, only if:
1. each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
  2. the system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant” (Ref: Business organizations Code, chapter 22, section 22.002)

### **Section V: Records and Property**

- A. Within one month of leaving office, officers and directors shall deliver to the president or their successors-in-office all Texas State Council records and other Texas State Council property in their possession **according to established Standard of Operating Procedures (SOP)**.

## **ARTICLE VII NOMINATIONS AND ELECTIONS**

### **Section I: Nomination and Elections**

- A. Elections for the position of president-elect, secretary-elect (even years) or treasurer-elect (odd years), and one director shall be held at the last business meeting of the year.
- B. The ~~elections process committee~~ **Chair Person of Council of President** shall prepare a ballot of qualified candidates for each office to be filled.

## **ARTICLE VIII MEETINGS**

### **Section I: Business Meetings and Special Meetings**

- A. The Texas State Council shall conduct at least four business meetings per year at a time and place established by the board of directors.
- 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 State Council chapter representatives.

**Section II: Quorum**

- A. A quorum shall consist of a majority of the Board and a majority of the Texas ~~State~~ Council representatives present at a meeting.
- B. No official action shall be taken without a quorum being present.

**ARTICLE IX COMMITTEES****Section I: Standing Committees**

- A. The following are standing committees:
  - 1. Bylaws and SOPs
  - 2. Elections Process
- B. Standing committee **chair and** members shall be appointed by the president.
- C. The elections process committee shall be chaired by the immediate past president.
- D. The president shall serve as a nonvoting ex-officio member of each committee, except the Elections Process Committee.

**Section II: Special (Ad-Hoc) Committees**

- A. Special committees ~~may be established by the Texas State Council as needed and members~~ **are** appointed by the president.  
(~~See list of special (ad-hoc) committees in Appendix 1.~~)

**Section III: Committee Responsibilities**

- A. All committees shall assume duties and shall have such powers as assigned by the Texas ~~State~~ Council and outlined in ~~these bylaws and~~ **the** procedures.

**~~ARTICLE X FISCAL YEAR~~**

~~The fiscal year of the Texas State Council shall be January 1 through December 31.~~

**ARTICLE ~~XI~~ X**  
**OFFICIAL PUBLICATION**

TxENA shall publish a quarterly newsletter as its official publication. This communication may be created digitally and distributed electronically.

**ARTICLE ~~XII~~ XI INDEMNIFICATION**

TxENA shall indemnify all officers, **and** 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 TxENA.

**ARTICLE ~~XIII~~ XII PARLIAMENTARY AUTHORITY**

"Robert's Rules of Order, Newly Revised" shall govern in all parliamentary situations not provided by law, TxENA Articles of Incorporation, or TxENA Bylaws.

**ARTICLE ~~XIV~~ XIII DISSOLUTION**

In the event of dissolution of TxENA, 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.

**ARTICLE ~~XV~~ XIV CHAPTERS**

**Section I: Charter**

- A. Chapters within the State of Texas are chartered affiliates of the Emergency Nurses Association.
- B. Chapter activation or deactivation will be decided by the Texas ~~State~~ Council in accordance with chapter activation or deactivation standard operating procedure.

## Section II: Membership

- A. Each chapter shall be composed of no less than ~~five (5)~~ **ten (10)** active members of the Emergency Nurses Association.

## Section III: Chapter Representatives

- A. **Voting** representation to the Texas State Council shall consist of no more than two (2) members per chapter in accordance with the bylaws and procedures.
- B. Chapters must be represented at Texas State Council meetings at least once in a rolling twelve-month period.

## Section IV: Structure/Function

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

**(State Council and Chapter- Compliance and Operational Procedures from ENA, dated: 09/12/2016)**

## Section V: Finances

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

**(State Council and Chapter- Compliance and Operational Procedures from ENA, dated: 09/12/2016)**

## ARTICLE ~~XVI~~ **XV** SPECIAL INTEREST GROUPS (SIG)

### Section I: Governance

These bylaws shall be the operating standard for all Special Interest Groups **(SIG)** of the ~~Texas Emergency Nurses Association~~. The term "SIG" is used throughout to apply to ~~each SIG individually and its constituency~~. **TxENA.**

### Section II: Name and Purpose

The purpose of each ~~Special Interest Group~~ **SIG** shall include but not be limited to:

1. Advising the TxENA Board on matters pertaining to the group's special interest or area,
2. Collecting and disseminating information concerning the ~~special interests~~ **SIG**. The SIG will outline and identify the specific purpose of the SIG to the TxENA Board for approval **and verified by the Texas Council**.

## **ARTICLE XVII ~~XVII~~ XVI AMENDMENTS**

### **Section I: Review by Texas State Council Bylaws Committee**

- A. Amendments to these bylaws shall be submitted to the bylaws committee for review before being submitted to the Texas ~~State~~ Council for approval.

### **Section II: Submission and Publication**

- A. Amendments to these bylaws may be proposed by the board of directors, Texas ~~State Council~~ or chapters with the signatures of five (5) active Association members.
- B. Amendments which are in accordance with procedures and the association's philosophy **mission, vision and values**, ~~purpose, and objectives~~, as well as Federal and State Laws, will be submitted to the membership at least sixty (60) days prior to the Texas ~~State Council's~~ next business meeting, **where the bylaw change will be considered**. ~~Publication of the amendment in the official publication of the Texas State Council or the direct mailing or distribution of the amendments to the Texas State Council members shall constitute notice of amendments proposed.~~ **Any amendment shall be published by direct mail or electronic distribution to the TxENA members.**

### **Section III: Vote Required**

- A. In order to be ratified, any amendment must be approved by a two-thirds vote of the Texas ~~State Council~~, **where quorum is present**.

### **Section IV: Approval of Amendments**

- A. Amendments to these bylaws become effective upon approval by the national Emergency Nurse Association.

### **Section V: National Association Bylaws and Procedures**

- A. Any amendment to the National Emergency Nurse Association bylaws and procedures having application to these bylaws shall take precedence over any

Texas State Council bylaw provisions and/or procedures and the amendment thereto shall automatically take effect.