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2
3 KANSAS STATE COUNCIL
4 EMERGENCY NURSES ASSOCIATION
5 BYLAWS
6 Adopted August 12, 2011
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10 ARTICLE 1
11 ORGANIZATION
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13 The name of the organization shall be the Kansas State Council of the Emergency Nurses
14 Association (KENA), a not-for-profit organization in the State of Kansas.
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16 Section 1: Purpose

17 The purposes for which the corporation is organized are educational, within the meaning
18 of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, including but
19 not limited to the advancement of emergency nursing through education and public
20 awareness.
21

22 Section 2: Objectives

- 23 A. To promote and to implement the philosophy and objectives of the national
24 Emergency Nurses Association (ENA) on the state level.
25 B. To provide leadership by identifying and addressing issues affecting emergency care
26 and emergency nursing practice at the state level.
27 C. To maintain liaison with state professional organizations and agencies
28 1. American College of Emergency Physicians (ACEP)
29 2. Emergency Medical Services
30 3. Kansas State Board of Nursing
31 4. Kansas State Nurses Association
32 5. State offices of specialty nursing organizations
33 6. Others
34 D. To monitor state legislative issues affecting emergency care and emergency nursing
35 practice.
36 E. To develop, maintain, and monitor a statewide emergency nursing networking
37 structure to address professional issues.
38 F. To provide continuing education opportunities on the state level.
39 G. To implement all Bylaws and Procedures on the state level.
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44 ARTICLE II
45 MEMBERSHIP
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47 Membership in the Kansas State Council of Emergency Nurses shall be those persons
48 accepted as members with the qualifications described in the National Emergency Nurses
49 Association (ENA) Bylaws who reside in or are otherwise assigned to the State.
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51 Section 1: Classifications

52 A. Active Member

- 53 1. Members – Professional Registered Nurses, licensed in the United States,
54 whose dues are current in the National ENA.
55 2. Kansas State Council membership shall consist of current members of ENA
56 listed on the Kansas roster.
57 3. The chapters within the state chartered by the National Association.
58 4. Any statement or action by an individual chapter or member does not
59 necessarily represent the opinion of the Kansas State Council.
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61 Section 2: Privileges and Rights

62 When a Professional Registered Nurse licensed in the United States joins, she/he shall
63 have the right to vote, hold elected office, and serve on committees
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65 Section 3: Responsibilities of Membership

66 Each member has the responsibility to support the purpose and positions of the Kansas
67 State Council of the Emergency Nurses Association
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69 Section 4: Voting Members

70 Only active members shall have the right to vote.
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72 Section 5: Termination of Membership

- 73 A. Termination of membership in the National ENA shall result in automatic termination
74 of membership in the Kansas State Council of the Emergency Nurses Association.
75 B. Members may also have their membership terminated by a two-thirds (2/3) vote of
76 the Board of Directors for failure to adhere to the bylaws or for cause. Such action
77 shall not be taken until a member is advised of specific charges and given the
78 opportunity to respond.
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ARTICLE III
CONSTITUENT DIVISIONS

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Section 1: Levels of Organization

Local Chapters may be formed in accordance with ENA National Procedures. The Board of Directors shall determine whether to have local chapters, and whether the chapters shall be integral components of this organization or a separate entity.

Section 2: Activities

Activities will be conducted consistent with Procedures.

Section 3: Chapters

- A. Chapters within the State of Kansas are chartered affiliates of the National Association to advance the profession of emergency nursing.
- B. Each chapter is composed of individual National Association members. Each chapter shall consist of no less than five (5) active National Association members.
- C. Chapter representation to the State Council shall be determined in such a manner as provided in the Bylaws and Procedures of the National Association.
- The structure, functions and powers of the Chapter shall be consistent with the bylaws and procedure of the National Association and this State Council.

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ARTICLE IV
GOVERNING AUTHORITY

The Board of Directors of The Kansas State Council of the Emergency Nurses Association shall be the official governing body responsible for the management for the affairs of this organization.

Section 1: Officers

A. Description/Duties

1. The officers of the Kansas State Council shall be a President, President-elect, Secretary, Treasurer, Immediate Past-President.

B. Eligibility Requirements

1. Officers shall have current National Association membership and current professional nurse licensure.

C. Responsibilities

1. In addition to those responsibilities delineated below, officers of the Kansas State Council shall exercise all the privileges and responsibilities as an officer of the State Council as specified in the Bylaws and Procedures of the National Association.
2. President:
- i. Serves as Chief Executive Officer of the State Council
 - ii. Coordinates all council administrative activities
 - iii. Appoints committee chairpersons and committee members, with council approval, as circumstances warrant.

- 136 3. President Elect:
- 137 i. Performs any duties as assigned by the President of the State
- 138 Council.
- 139 ii. Succeeds to the office of President at the expiration of the
- 140 President's term. In the even the position of President becomes
- 141 vacant, the President-elect shall serve for the unexpired term and
- 142 for the term for which (s)he was elected.
- 143 iii. Exercised all privileges and responsibilities as an officer of the
- 144 State council as specified in the Bylaws and Procedures.
- 145 4. Secretary
- 146 i. Performs all duties required of Secretary as outlined in
- 147 Parliamentary Procedure and Common Law.
- 148 ii. Produces State Council business meeting minutes.
- 149 iii. Provides for mechanism to transfer State Council records upon the
- 150 installation of new State Council Secretary.
- 151 5. Treasurer:
- 152 i. Maintains State Council financial records in accord with generally
- 153 accepted accounting procedures.
- 154 ii. Presents a State Council budget proposal annually and files a copy
- 155 of the adopted budget to the National Association prior to March
- 156 1st each year
- 157 iii. Maintains State Council banking accounts and disbursement
- 158 thereof.
- 159 iv. Applies for and maintains a State Council Employer Identification
- 160 Number and files related information with the National office on or
- 161 before March 1 each year.
- 162 v. Completes and files Form 990 or 990-T directly with the Internal
- 163 Revenue Service, if applicable.
- 164 6. Immediate Past President:
- 165 i. Serves as a knowledge base for the Current Directors and Board of
- 166 Directors.
- 167 ii. Assists with current membership functions.
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169 D. Term of Office

170 All officers of the association, with the exception of the Board Members-at-large,

171 shall serve for a term of one (1) year. All terms of office to commence January 1st

172 and terminate December 31st

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174 Section 2: Directors

175 A. Description and Composition

- 176 1. The Board of Directors of the Kansas State Council shall be the Officers
- 177 of the Kansas State Council and four (4) Board Members at-large.
- 178 2. The Board shall have general supervision of the affairs of the Kansas State
- 179 Council between its business meetings and shall perform such other duties
- 180 as are specified in these Bylaws. The BOD is subject to the orders of the

- 181 State Council representatives and none of its acts shall conflict with action
182 taken by the State Council.
- 183 3. Meetings of the BOD may be requested by any member of the Board to
184 the President. BOD meetings shall be called by the President and may be
185 held by conference call or in person.
 - 186 4. The presence of the President and two other officers and two members-at-
187 large shall constitute a quorum for any meeting of the Board of Directors.
188 All decisions require a majority vote of the Board of Directors.
 - 189 5. The BOD will be responsible for making decisions for the Kansas State
190 Council in the event that an emergency arises and the council cannot
191 convene before a decision must be made. The BOD shall exercise all the
192 privileges and responsibilities as a member of the BOD as specified in the
193 Bylaws and Procedures of the national organization.

194 B. Eligibility Requirements

- 195 1. Board members shall have current National Association membership and
196 current professional nurse licensure.

197 C. Responsibilities

- 198 1. Serve as requested by the President.

199 D. Term of Office

- 200 1. Board Members-at-large shall serve a term of two (2) years. All Terms of
201 office to commence January 1st of one year and terminate on December
202 31st of the following year.

203 Two (2) Board Members-at-large shall be elected in even years, and two (2) members in
204 odd years.

205 E. Meetings

- 206 1. The Kansas State Council of the Emergency Nurses Association Board of
207 Directors shall meet either in person or by conference call on a quarterly
208 basis or more frequently as circumstances warrant

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210 Section 3: Elections

211 State Council officers will be elected by vote of the council members by mailed ballot
212 prior to the national association annual General Assembly, with the exception of the
213 Immediate Past-President and the two (2) Board Members-at-large serving in unexpired
214 terms.

215 A. Elections shall be held annually.

216 B. Elections will follow the procedure as established by the organization.

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218 Section 4: Vacancies

219 A. Unless otherwise stated in the Bylaws, vacancies may be filled for the unexpired
220 term of office by the State Council President with the approval of the Board of
221 Directors. A vacancy created by the Immediate Past-President will remain vacant
222 until the year expires.

223 B. A vacancy created by the President shall be filled by special election or by
224 appointment as determined by the Board of Directors.

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ARTICLE V
MEETING OF THE STATE COUNCIL

- A. The Kansas State Council shall conduct business meetings at least six times per year.
- B. The business meeting held prior to the National Association’s General Assembly shall be known as the State Council Annual Meeting.
- C. The State Council shall conduct at least one educational offering per year.
- D. Business of the State Council
 - 1. The General business of the Kansas State Council shall be brought before the membership in attendance at regularly scheduled or specially called meetings.
 - 2. Decisions shall be by a majority vote of the active members in attendance at the meeting.

ARTICLE VI
PROCEDURE MANUAL

- A. The procedure manual will be maintained by the Bylaws Committee.
- B. The procedure manual will include the processes to be followed for such things as delegate selection and the election process.
- C. Changes to the Procedure Manual can be approved by majority vote of the State Council.

ARTICLE VII
COMMITTEES

- A. The Kansas State Council of the Emergency Nurses Association shall have Committees as required by National Bylaws and appointed by the Board of Directors in sufficient numbers as needed.
- B. The State Council President shall serve as ex officio member of each committee.
- C. The State Council President may appoint special committees as circumstances warrant.
- D. All committees shall assume duties and shall have such powers as assigned by the State Council.
- E. The President shall, with council approval, appoint the Chairperson and members of all committees.

ARTICLE VIII
PARLIAMENTARY PROCEDURES

The rules contained in *Robert’s Rules of Order, most current edition*, shall govern this organization in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

273 ARTICLE IX
274 AMENDMENTS
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276 Section 1:

277 Amendments to the Bylaws may be proposed by the Board of Directors or by any Kansas
278 ENA member.
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280 Section 2:

281 Amendments must be submitted to the Chairperson of the Bylaws Committee.
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283 Section 3:

284 Amendments which support the purpose and positions of this organization, as well as
285 Federal and State Laws, will be submitted to the membership at least 14 days prior to a
286 State/Chapter meeting. Members will be notified of any amendments of these Bylaws to
287 be considered for approval. Amendments may be adopted without previous notice at any
288 annual meeting by a unanimous vote of all members present and voting.
289

290 Section 4:

291 In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of
292 the members in attendance.
293

294 Section 5:

295 Any amendment to the National Association Bylaws and Procedures having direct
296 application to these bylaws shall take precedence over any State Council bylaw provision
297 and or procedure and amendment thereto shall automatically take effect.
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299 Section 6:

300 Changes in terms of office will begin with the term of office after the next election cycle.
301 Amendment changes will occur at the close of the meeting in which the amendment is
302 adopted unless a different time is expressly stated in the motion to adopt the amendment.
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305 ARTICLE X
306 INDEMNIFICATION
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308 The Kansas State Council of the Emergency Nurses Association shall indemnify, as set
309 forth below, and to the fullest extent to which it is empowered to do so by the Kansas
310 nonprofit corporation act or any other applicable laws as may from time to time be in
311 effect, any person who, by reason of being or having been a director, officer, employee,
312 or agent of this organization, or who is or was serving at the request of this organization
313 as a director, officer, employee, or agent of another corporation, partnership, joint
314 venture, trust, or other enterprise, and who was or is a party or is threatened to be made a
315 party to any threatened, pending, or completed action, suit, or proceeding.
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318 ARTICLE XI

319 DISSOLUTION

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321 In the event of dissolution of the Kansas State Council of the Emergency Nurses
322 Association, the net assets of the corporation shall be applied and distributed as follows:

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324 Section 1:

325 All liabilities and obligations shall be paid, satisfied, and discharged, or adequate
326 provision shall be made thereof.

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328 Section 2:

329 After payment of all liabilities and obligations under Section 1 of this Article X, all
330 remaining assets shall be distributed to the National Association of the ENA.

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333 ARITCLE XII
334 LIMITATIONS

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336 No part of the net earnings of the Kansas State Council of the Emergency Nurses
337 Association shall inure to the benefit of any private individual. Further, no part of the
338 income of the Kansas State Council of the Emergency Nurses Association shall be
339 distributed to its members, directors, or officers, provided however, that the payment of
340 reasonable compensation for approved expenses incurred and shall not be deemed a
341 distribution of income. The Kansas State Council of the Emergency Nurses Association
342 shall not participate in or intervene in (including the publication or distribution of
343 statements) any political campaign on behalf of any candidate for public office.

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345 The Kansas State Council of the Emergency Nurses Association shall possess all powers
346 which a corporation organized under the laws of the State of Kansas, as the same from
347 time to time may be amended, shall possess, including all powers which are not in
348 conflict with the purposes for which this organization is formed. In any event, the
349 Kansas State Council of the Emergency Nurses Association shall not engage in any
350 activity which would disqualify it from being exempt from taxation under Section 501 (c)
351 (3) of the Internal Revenue Code of 1986, as amended or any subsequent law of the
352 United States of America.

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354 Anything herein contained to the contrary notwithstanding, no assets of the Kansas State
355 Council of the Emergency Nurses Association shall be donated, distributed, applied to,
356 paid over, or otherwise used or employed in any manner which would disqualify the
357 Kansas State Council of the Emergency Nurses Association from being exempt from
358 taxation under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended or
359 any subsequent law of the United States of America.