

KANSAS STATE COUNCIL EMERGENCY NURSES ASSOCIATION

BYLAWS

Adopted December 11, 2009

ARTICLE 1 ORGANIZATION

The name of the organization shall be the Kansas State Council of the Emergency Nurses Association (KENA), a not-for-profit organization in the State of Kansas.

Section 1: Purpose

The purposes for which the corporation is organized are 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 2: Objectives

- A. To promote and to implement the philosophy and objectives of the national Emergency Nurses Association (ENA) on the state level.
- B. To provide leadership by identifying and addressing issues affecting emergency care and emergency nursing practice at the state level.
- C. To maintain liaison with state professional organizations and agencies
 1. American College of Emergency Physicians (ACEP)
 2. Emergency Medical Services
 3. Kansas State Board of Nursing
 4. Kansas State Nursing Association and state offices of specialty nursing organizations
 5. Others
- D. To monitor state legislative issues affecting emergency care and emergency nursing practice.
- E. To develop, maintain, and monitor a statewide emergency nursing networking structure to address professional issues.
- F. To provide continuing education opportunities on the state level.
- G. To implement all Bylaws and Procedures on the state level.

ARTICLE II MEMBERSHIP

Membership in the Kansas State Council of Emergency Nurses shall be those persons accepted as members with the qualifications described in the National Emergency Nurses Association (ENA) Bylaws who reside in or are otherwise assigned to the State.

Section 1: Classifications

A. Active Member

1. Members – Professional Registered Nurses, licensed in the United States, whose dues are current in the National ENA.
2. Kansas State Council membership shall consist of current members of ENA listed on the Kansas roster.
3. The chapters within the state chartered by the National Association.
4. Any statement or action by an individual chapter or member does not necessarily represent the opinion of the Kansas State Council.

Section 2: Privileges

When a Professional Registered Nurse licensed in the United States joins, she/he shall have the right to vote, hold elected office, and serve on committees

Section 3: Rights and Responsibilities of Membership

Each member has the responsibility to support the purpose and positions of the Kansas State Council of the Emergency Nurses Association

Section 4: Voting Members

Only active members shall have the right to vote.

Section 5: Termination of Membership

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

ARTICLE III CONSTITUENT DIVISIONS

Section 1: Levels of Organization

Local Chapters may be formed in accordance with ENA National Procedures and shall be integral components of this organization. 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 of 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.

ARTICLE IV GOVERNING AUTHORITY

- 1. 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.
 - 3. President Elect:
 - i. Performs any duties as assigned by the President of the State Council.
 - ii. Succeeds 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 unexpired term and for the term for which (s)he was elected.
 - iii. Exercises all privileges and responsibilities as an officer of the State council as specified in the Bylaws and Procedures.
 - 4. Secretary
 - i. Performs all duties required of Secretary as outlined in Parliamentary Procedure and Common Law.
 - ii. Produces State Council business meeting minutes.
 - iii. Provides for mechanism to transfer State Council records upon the installation of new State Council Secretary.
 - 5. Treasurer:
 - i. Maintains State Council financial records in accord with generally accepted accounting procedures.
 - ii. Presents a State Council budget proposal annually and files a copy of the adopted budget to the National Association prior to March 1st each year
 - iii. Maintains State Council banking accounts and disbursement thereof.
 - iv. Applies for and maintains a State Council Employer Identification Number and files related information with the National office on or before March 1 each year.
 - v. Completes and files Form 990 or 990-T directly with the Internal Revenue Service, if applicable.
 - 6. Immediate Past President:
 - i. Serves as a knowledge base for the Current Directors and Board of Directors.
 - ii. Assists with current membership functions
- D. Term of Office
- 1. All officers of the association, with the exception of the Board Members-at-large, shall serve for a term of one (1) year. Term to commence January 1st each year and terminate on December 31st.

Section 2: Directors

A. Description and Composition

- 1. The Board of Directors of the Kansas State Council shall be the Officers of the Kansas State Council and four (4) Board Members at-large.
- 2. The BOD shall have general supervision of the affairs of the Kansas State Council between its business meetings and shall perform such

other duties as are specified in these Bylaws. The BOD is subject to the orders of the State Council representatives and none of its acts shall conflict with action taken by the State Council.

3. Meetings of the BOD may be requested by any member of the Board to the President. BOD meetings shall be called by the President and may be held by conference call or in person.
 4. The presence of the President, two other officers and two members-at-large shall constitute a quorum for any meeting of the Board of Directors. All decisions require a majority vote of the Board of Directors.
 5. The BOD will be responsible for making decisions for the Kansas State Council in the event that an emergency arises and the council cannot convene before a decision must be made. The BOD shall exercise all the privileges and responsibilities as a member of the BOD as specified in the Bylaws and Procedures of the national organization.
- B. Eligibility Requirements
1. Board members shall have current National Association membership and current professional nurse licensure.
- C. Responsibilities
1. Serve as requested by the President.
- D. Term of Office
1. Board Members-at-large shall serve a term of two (2) years. Term to commence January 1st of one year and terminate on December 31st of the following year.
 2. Two (2) Board Members-at-large shall be elected in even years, and two (2) members in odd years.

Section 3: Elections

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

- A. Elections shall be held annually.
- B. Elections will follow the procedure as established by the organization.

Section 4: Vacancies

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

Section 5: Meetings

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

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. Section 1: Description The Kansas State Council of the Emergency Nurses Association shall have Committees appointed by the Board of Directors in sufficient numbers as needed
- B. B. The State Council President shall serve as ex officio member of each committee. Additional standing and special committees may be appointed by the State Council President as circumstances warrant.
- C. The State Council President shall serve as an ex officio member of each committee.
- 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 VII
PARLIAMENTARY PROCEDURES

Section 1: Description

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.

ARTICLE VIII
AMENDMENTS

Section 1:

Amendments to the Bylaws may be proposed by the Board of Directors or by any Kansas ENA member.

Section 2:

Amendments must be submitted to the Chairperson of the Bylaws Committee.

Section 3:

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

Section 4:

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

Section 5:

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

ARTICLE IX
INDEMNIFICATION

The Kansas State Council of the Emergency Nurses Association shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Kansas nonprofit corporation act or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been a director, officer, employee, or agent of this organization, or who is or was serving at the request of this organization as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

ARTICLE X DISSOLUTION

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

Section 1:

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

Section 2:

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

ARTICLE XI LIMITATIONS

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

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

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