

BYLAWS

MARYLAND STATE COUNCIL of the EMERGENCY NURSES ASSOCIATION, Inc.

ARTICLE I NAME

The Maryland State Council of the Emergency Nurses Association, Inc. is affiliated as a State Council, by the National Emergency Nurses Association, hereinafter referred to as "National" or "ENA." The Maryland State Council of the Emergency Nurses Association, Inc. is a not-for-profit corporation incorporated in the State of Maryland, hereinafter referred to as the "State Council".

ARTICLE II PURPOSE AND OBJECTIVES

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: Mission

The State Council's mission is to

- Advocate for patient safety and excellence in emergency nursing practice
- Provide visionary leadership for emergency nursing and emergency care
- Implement ENA's philosophy, objectives and leadership at the State and Chapter levels in liaison with ENA

Section 3: Value Statements

- A. All individuals have a right to quality emergency care delivered with compassion.
- B. Respect for diversity of patients and colleagues is inherent to emergency nursing practice and emergency care.
- C. Prevention of illness and injury and promotion of wellness are essential components of emergency nursing practice and emergency care.
- D. The discipline of emergency nursing includes a defined and evolving body of knowledge based on research.
- E. Continuing education and professional development are fundamental to emergency nursing practice and emergency care.
- F. Emergency nursing practice is both independent and collaborative.

Section 3: Objectives

- A. To promote the specialty of emergency nursing
- B. To promote the common interests of ENA's members and to improve the professional environment of the emergency nurse through education and public awareness
- C. To promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics
- D. To work collaboratively with other health related organizations toward the improvement of emergency care including but not limited to:
 - (1) Maryland American College of Emergency Physicians (ACEP)
 - (2) Emergency Medical Services
 - (3) Maryland Board of Nursing
 - (4) Maryland Nurses Association and other Maryland State Nursing Specialty Organizations
- E. To serve as a resource for emergency nursing leadership, clinical practice, education and research
- F. To disseminate and evaluate emergency nursing education and research
- G. To promote and implement the Standards of excellence of emergency nursing practice
- H. To provide a networking structure to address professional emergency nursing issues
- I. To identify and address emergency nursing issues
- J. To serve as an advocate for the public regarding emergency care
- K. To monitor state legislative issues affecting emergency care
- L. To act in accordance with the Bylaws and Procedures established by the National ENA and the State Council

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ARTICLE III MEMBERSHIP

Section 1: Membership

The State Council means the aggregate of the ENA members in Maryland. State Council members either reside in Maryland or request through National to be affiliated with Maryland, in accordance with procedures of the National ENA. National ENA membership includes simultaneous membership at the State and Chapter levels.

Section 2: Responsibilities of Membership

Each member has the responsibility to support the purpose, mission, values, objectives, and positions of the State Council and ENA.

Section 3: Classifications

- A. Active Member: Professional Registered Nurses, licensed in the United States whose National ENA dues are current including National, International, Military, and Senior Members
- B. Affiliate Member: An individual who is not a Registered Nurse and supports the mission and objectives of ENA whose National ENA dues are current.
- C. Honorary Member: Awarded to an individual as determined by the State President and the Board of Directors.
- D. Student Members: An individual enrolled in a primary nursing education program whose National ENA dues are current

Section 4: Privileges

- A. Active Members: shall have the right to vote, hold elected office, and serve on committees.
- B. Affiliate Members: shall have the rights and privileges of membership, except the right to vote and to hold elected office.
- C. Honorary Members: Honorary Members shall have the rights and privileges of membership, except the right to vote and to hold elected office.
- D. Student Members: Student Members shall have the rights and privileges of membership, except the right to vote and to hold elected office.

Section 5: Dues

- A. Membership dues for each classification of Association members shall be determined by the ENA Board of Directors.
- B. Honorary members do not pay dues.
- C. Members' dues must be currently maintained or termination of membership will result.

ARTICLE IV CONSTITUENT DIVISIONS

Section 1: Levels of Organization

- A. The State Council shall have two (2) levels of organization:
 - (1) State Level
 - (2) Local/Chapter Level
- B. All levels of the Association are integral components of the National Association:
 - (1) State Councils are separately incorporated in each state in accord with Bylaws and Operating Procedures.
 - (2) Local/Chapter levels must adhere to the State Council Bylaws unless they formally propose, vote and adopt their Chapter Bylaws. These bylaws may be more restrictive than the State Council but not less restrictive.

Section 2: Charter and Affiliation

- A. The State Council is chartered by ENA in accordance with procedures to function as an affiliate of the ENA at the state level.
- B. Failure of the State Council or Chapters to adhere to the Bylaws and Operating Procedures of ENA and the State Council shall be cause for suspension, revocation, or deactivation of the charter. Such suspension, revocation or deactivation shall be in accord with the Operating Procedures established by ENA.

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Section 3: Activities

- A. The State level of ENA shall encompass all activities of the Maryland State Council of the Emergency Nurses Association, Inc.:
 - (1) The State Council shall actively support the philosophy and objectives of ENA.
 - (2) The State Council shall function within the framework of the ENA to coordinate and to implement ENA activities within the state of Maryland.
- B. The Chapter levels of MD State Council shall encompass all activities in their defined geographical areas and for their members:
 - (1) The Chapters shall actively support the philosophy and objectives of ENA.
 - (2) The Chapters shall function within the framework of the State Council and ENA to coordinate and to implement ENA activities within the state of Maryland.
- C. Responsibility:
 - (1) The State Council and Chapters have the responsibility to follow the Purpose, Mission, Values, and Objectives as outlined in the State Council Bylaws and to act in accord with National ENA Bylaws and Operating Procedures
 - (2) The State Council shall serve as a resource for emergency nursing within the state.
 - (3) Each chapter has the responsibility to provide representation for active participation at the state level.
 - (4) Suspension or Revocation of Charter – The charter for the state or chapter may be suspended or revoked in accord with ENA Operating Procedures
- D. General Assembly Delegation:
 - (1) The State Council shall coordinate the individual State Delegation to the ENA's General Assembly in accord with ENA Operating Procedures.
 - (2) The State Council shall follow the State Council Delegate Process Procedure for delegate selection.
- E. Funding:
 - (1) The State Council shall receive an annual allocation for each individual Member within the State in accord with ENA Operating Procedures.
 - (2) Each chapter shall receive an annual allocation from National for each chapter member in accord with ENA procedures.
 - (3) The State Council may accept charitable donations in accordance with 501 (c) (3).

ARTICLE V BOARD OF DIRECTORS/OFFICERS

Section 1: Description

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

Section 2: Responsibilities

- A. To abide by the Bylaws and Operating Procedures of the ENA and the State Council
- B. To perform all duties entrusted to directors of a Corporation
- C. To debate and determine State Council policy
- D. To supervise and direct the business and financial affairs of the State Council
- E. To develop, monitor and evaluate the programs which implement ENA and State Council policy
- F. To identify relevant issues for presentation and action by the State Council and at the direction of its members
- G. To direct and monitor the activities of all the component divisions within the State Council in accord with Operating Procedures.
- H. To participate in annual strategic planning

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Section 3: Officers

- A. State Council Board of Directors shall be composed of seven (7) voting officers: President, President-Elect, Secretary, Treasurer, and appointed State Council Representative from each of the three (3) Maryland State Council Chapters. The Chapter representatives are designated at the chapter levels. The Immediate Past President will be non-voting unless required for a tie-breaking vote.
- B. The term of office for each officer shall commence January 1st each year and terminate on December 31st.
- C. The President-Elect shall succeed to the Office of President at the conclusion of the term of office of the President.
- D. An individual may not hold two positions on the Board of Directors simultaneously.

Section 4: Eligibility Requirements

- A. Current ENA membership
- B. Current Registered Nurse Licensure
- C. Active Participation at State Council or Chapter levels as defined by documented attendance at two-thirds (2/3) of the State and/or Chapter meetings
- D. Additional qualifications for specific offices are defined in Job Descriptions in the State Council Operating Procedures

Section 5: Elections

- A. Maryland State Council elections shall be held annually by ballot.
- B. Nominations:
 - (1) Call for nominations will be posted on the web-site and discussed at state council and chapter meetings at least two months prior to the election.
 - (2) In accord with Operating Procedures the Nominating Committees shall solicit, verify and then publish a slate of candidates for Maryland State Council Officers and each chapter in a ballot.
- C. Electoral Process:
 - (1) The electoral process shall be conducted in accord with State Council Operating Procedures.
 - (2) Candidates receiving the highest number of votes for each position shall be declared elected.
 - (3) Tie Votes: In the event of a tie vote for the position of President-Elect, Secretary and/or Treasurer, there shall be a second balloting of State Council and/or chapter membership.

Section 6: Vacancies

- A. If the office of State Council 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 and 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. Chapter representative vacancies are filled by another appointment from the chapter level.
- F. Chapter officer vacancies will follow the same procedures as outlined in the Bylaws for State Council officer vacancies.

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Section 7: Removal of Officers

An elected member of the State Council shall be removed in accordance with this paragraph if the Member fails to meet the eligibility requirements for the office. An elected member of the State Council may be removed for cause in accordance with this paragraph. Cause shall be defined as any action which is determined by the State Council to be detrimental to the best interests of the State Council. The members of the State Council may recommend removal of an officer, provided the elected officer, upon request, was offered an opportunity to have an unprejudiced meeting at which the elected officer was permitted to defend against the termination. Removal of any officer shall be by an affirmative two thirds (2/3) vote of the members of the State Council voting either electronically, in person or by mail. The results will be announced at a special meeting of the members of the State Council.

ARTICLE VI
MEETINGS

Section 1: Quorum

A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors require an affirmative vote of at least four (4) voting members of the Board of Directors.

Section 2: Meetings

- A. The State Council shall hold a minimum of 4 business meetings per year, or more frequently as circumstances warrant.
- B. Chapters shall endeavor to meet on a quarterly basis at a minimum.
- C. Each State Council and Chapter meeting will have a formal agenda prepared and be distributed before and/or at the meeting.
- D. Minutes of each meeting will be distributed before and at the next scheduled meeting.
- E. Final approved versions of the minutes will be posted on the MD ENA web site.
- F. The meeting schedule is created annually and posted on the web-site and discussed at State Council and Chapter meetings.
- G. Meeting expenditures will be determined by the budget and reimbursed according to the Maryland State ENA Financial Disbursement Guidelines.
- H. The State Council shall hold at least one educational meeting per year.

Section 3: Referendum Votes Between Meetings

Between meetings of the state council, the President may submit urgent matters to the members of the Board of Directors for a referendum vote. A majority of the Board of Directors shall be controlling on the matter submitted. The referendum and its results shall be recorded in the minutes of the next State Council meeting.

ARTICLE VII
COMMITTEES

Section 1: Description

The State Council shall have committees appointed by the Board of Directors in sufficient numbers necessary to address State Council objectives, education, professional practice, special interests and community programs. The President shall, with State Council Board of Director's approval, appoint committee chairpersons. Committee membership is either voluntary or by appointment and is reviewed on an annual basis.

A. Standing Committees:

- (1) There shall be eight (8) Standing Committees:
 - (b) Education (Annual State Council Conference)
 - (c) IQSIP (Institute for Quality, Safety, and Injury Prevention)
 - (d) Government Affairs
 - (e) Membership
 - (f) TNCC/Trauma Nursing
 - (g) ENPC/Pediatric Nursing
 - (h) Nursing Practice/Research
 - (i) Communications/Website

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- (2) The Chairpersons of all Standing Committees shall serve as consultants.
- B. Ad Hoc Committees:
The State Council Board of Directors shall establish or terminate Ad Hoc Committees as circumstances warrant.
Examples of Ad Hoc Committees are:
- (1) Delegate Selection for General Assembly
 - (2) Nominating
 - (3) Fundraising/Ways and Means

ARTICLE VIII
SPECIAL INTEREST GROUPS (SIG)

- A. The State Council may recognize Special Interest Groups of emergency nurses within the State of Maryland. Special Interest Groups may represent a geographical area within the State, a specialty group within emergency nursing, or emergency nurses sharing a common interest.
- B. To maintain active liaison, a representative of each group is requested to attend meetings of the State Council. A representative of a Special Interest Group shall not, by virtue of said representation, possess privileges of membership unless he or she is a member as defined in Article III.
- C. Special Interest Groups are not standing committees of the State Council as defined in Article VII.

ARTICLE IX
DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, send any remaining assets and/or monies to National ENA.

Upon dissolution of chapters or committees within the state, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the chapter or committee, secure and incorporate any remaining assets and/or monies to the State Council.

ARTICLE X
LIMITATIONS

Section 1: Corporate Powers

The State Council shall possess all powers which a charitable not-for-profit corporation organized under the State of Maryland shall possess, including all powers which are not in conflict with the purposes for which the State Council is organized. Notwithstanding any other provisions of these articles the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Net Earnings

No part of the net earnings of the State Council shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, and shall not be deemed a distribution of income.

Section 3: Corporate Assets

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

Section 4: Political Campaigns

ENA shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.

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ARTICLE XI PARLIAMENTARY PROCEDURES

The rules contained in the current edition of Robert's Rules of Order shall govern the State Council in all cases to which they are applicable and in which they are consistent with the Bylaws and Operating Procedures.

ARTICLE XII INDEMNIFICATION

The State Council shall indemnify all officers, directors, and agents of the State Council or Chapters for expenses incurred with the defense or settlement of any claim against such person by reason of service as an officer, director or agent of the State Council or Chapter unless a judgment or other adjunction 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 XIII AMENDMENTS

Section 1:

- A. Amendments to the Bylaws may be proposed by the Board of Directors, the Maryland State Council of the Emergency Nurses Association or under the signature of five (5) State Council Active Members in accord with Operating Procedures.
- B. Proposed Bylaws amendments are distributed to all the Maryland State Council Members.

Section 2:

In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of the Maryland State Council members present at the voting meeting or via votes received from a ballot.

Section 3:

Amendments to these Bylaws become effective upon approval by the National ENA.

These Maryland State Council of the Emergency Nurses Association, Inc. Bylaws were Adopted and Amended from the National Emergency Nurses Association Bylaws September 2000.

The Maryland State Council voted and accepted the above Bylaws in March 2004 after the Internal Revenue Service granted the change to 501 (c) (3) status.

Updated and approved October 2007

Updated and approved (*December 2014*)