

TENNESSEE EMERGENCY NURSES ASSOCIATION STATE COUNCIL BYLAWS

ARTICLE I TITLE, PURPOSE AND OBJECTIVES

Section 1: Name

The name of this organization shall be the Tennessee Emergency Nurses Association (TN-ENA), a not-for-profit corporation incorporated in the State of Tennessee.

Section 2: Purpose and Mission

The purpose of the Tennessee ENA shall be to represent and function, at the state level, ENA's purpose and mission; to function as the specialty nursing organization for professional nurses committed to the advancement of emergency nursing, and to provide visionary leadership for emergency nursing and emergency care.

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 are inherent to emergency nursing practice and emergency care.
- C. Prevent 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 4: Objectives

- A. To promote the specialty of emergency nursing.
- B. To work collaboratively with other health related organizations toward the improvement of emergency care.
- C. To serve as a resource for emergency nursing education and research.
- D. To function by the Standards of excellence for emergency nursing practice as defined by ENA.
- E. To develop and disseminate education and research resources toward the defined Standards.
- F. To provide a networking structure to address professional emergency nursing issues.
- G. To identify and address emergency nursing issues.

- H. To serve as patient advocate for the consumer through public education and other mechanisms.
- I. To affirm the philosophy of the ANA Ethical Principles.
- J. To promote the common interests of the ENA members and to improve the business conditions for emergency nurses within the health care industry.

Section 5: Limitations

- A. No part of the net earnings of the Tennessee ENA shall inure to the benefit of any private individual. Further, no part of the income of the State Council shall be distributed to its members, directors or officers, provided however, that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income.
- B. Tennessee ENA 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.
- C. Tennessee ENA 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 subsequent law of the United States of America.

**ARTICLE II
CHARTER**

- A. A formal charter certificate shall be issued by the National Association allowing the Tennessee ENA to function as an affiliate of the National Association at the State Level.
- B. Failure of the Tennessee ENA to adhere to the Bylaws established by the National Association shall be cause for suspension or revocation of the charter. Such suspension or revocation shall be in accord with procedures established by the National Association.

**ARTICLE III
MEMBERSHIP**

Section 1: Eligibility

- A. Membership, at the State level, is in accord with the classification listed in ENA's Bylaws.
- B. All National members, within the State of Tennessee, shall be members of the Tennessee Emergency Nurses Association. Any non-residents, who are National ENA members, may request Tennessee ENA membership.

Section 2: Classification

- A. National Members: Professional Registered Nurses, licensed in the United States whose dues are current.
- B. International Members: Professional Registered Nurses, licensed (or equivalent) outside of the United States whose dues are current.
- C. Senior Members: Professional Registered Nurses, licensed in the United States whose dues are current and aged 65 or older
- D. Affiliate Member: An individual who is not a Registered Nurse and supports the missions and objectives of ENA whose dues are current.
- E. Honorary Member: Awarded to an individual as determined by the TN-ENA President and the TN-ENA Board of Directors.
- F. Student Member: An individual enrolled in a nursing education program leading to eligibility for Registered Nurse licensure whose dues are current.

Section 3: Privileges

- A. Each member shall be afforded the same privileges as those outlined in the ENA Bylaws.
- B. Additional privileges
 - 1. Attend Tennessee ENA State Council meetings.
 - 2. Transfer from one chapter to another.
 - 3. Receive newsletters and email communications of the Tennessee Emergency Nurses Association.
 - 4. Be a candidate for the Tennessee State Council elective and appointed positions in accordance with the Tennessee Bylaws and Procedures.

Section 3: Responsibilities of the Members and State Council

- A. Each member has the responsibility to support the purpose and objectives of the Tennessee Emergency Nurses Association, as well as the National Association.
- B. The State Council has the responsibility to adopt and maintain bylaws which do not conflict with ENA bylaws and which are congruent in purpose and function with ENA bylaws.
- C. The State Council has the responsibility to submit bylaws, reports, and communications in accordance with policies and procedures adopted by ENA.

Section 4: Termination

- A. Members of the Tennessee ENA who do not adhere to the National Association's Bylaws may have their membership terminated in accord with the ENA Bylaws.
- B. Such action shall not be taken until a member is advised of specific charges and given the opportunity for due process in accord with ENA Bylaws.

Section 5: Dues

Each member of the ENA, whose dues are current with the National Association, residing in the state of Tennessee and those members, living outside the state, who request membership in TN-ENA are members. No further dues are due at the state level.

ARTICLE IV CHAPTERS

All levels of the Association (national, state, chapter) are integral components of the National Association. The Local level within the state is an integral component of the State Level and exists under the State Association corporate status, in accord with Bylaws and Procedures.

Section 1: Purpose

Each Chapter shall be in accord with Procedures and shall actively support the purpose and objectives of the National Association.

Section 2: Objectives

Each chapter shall function within the framework of the National Association to coordinate and to implement Association activities at the Chapter Level.

Section 3: Composition

- A. Chapter membership shall be obtained when an individual joins the Association in accord with Procedures.
- B. Each Chapter shall consist of no less than five (5) active ENA Members.

Section 4: Responsibility

- A. Each Chapter has the responsibility to provide representation for active participation at the State Level in accord with Procedures.
- B. Chapters must have representation at Tennessee State Council Meetings at least once in a twelve month period (based on calendar year)
- C. Chapters must submit to the state treasurer copies of monthly bank statements no less than quarterly. End of year statements including any statements from long-term investments must be submitted no later than March 1 of the calendar year

Section 5: Structure

The structure and functions of the chapters shall be consistent with the Bylaws and Procedures of the Emergency Nurses Association

Section 6: Funding

- A. Each Chapter shall receive an annual allocation for each Chapter Member in accord with Procedures.

- B. Each chapter is responsible for its own financial status.
- C. Chapters must comply with policies regarding submission of fiscal reports as stated in Article IV, Section 4.

ARTICLE V STATE COUNCIL

Section 1: Composition

- A. The Tennessee ENA Board of Directors will serve as voting members of the State Council.
- B. Each Chapter President will serve as a voting member of the State Council. In the event that a Chapter President is unable to attend a State Council meeting or a required vote, he/she may give their proxy to a member of the chapter to act as his/her representative and vote.
- C. Each Chapter will have no more than two additional voting representatives.
- D. The Chairperson (or co-chairs) of each active committee for the year will serve as a voting member on the State Council.
- E. In the event that an individual serves in multiple positions, the individual only has one (1) vote on issues.

Section 2: Meetings

- A. The Tennessee State Council shall conduct business meetings a minimum of twice a year. Meeting dates, location and times shall be determined by the State President. A notice of the meetings will be made available to all members of the TN-ENA.
- B. The business meeting held in mid-October shall be known as the Annual Business Meeting, and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- C. The Tennessee State Council will attempt to conduct at least one (1) educational meeting per year.
- D. Special meetings may be called by the State President or shall be called by the State President on request of at least three (members of the State Council). At least five days notice shall be given unless all board members waive notice.
- E. If a special meeting is called, the Chapter Presidents shall notify the chapter membership of the meeting.

Section 3: Quorum

- A. A simple majority of the State Council shall constitute a quorum for the meeting.
- B. A majority of the members of the BOD present shall constitute a quorum for any meeting of the State Council.

Section 4: Referendum Votes Between Meetings

Between meetings of the Tennessee State Council, the President may submit urgent matters to the members of the Tennessee ENA Board of Directors 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 State Council.

Section 5: Vacancy of the State Council

- A. Should a vacancy arise in the Board of Directors, the position will be filled in accord with the Bylaws.
- B. If the vacancy is that of a chapter president, that chapter shall fill the vacancy with a chapter officer until the chapter president is elected.
- C. If the vacancy is that of a chapter representative, that chapter shall fill the vacancy.
- D. If the vacancy is that of a committee chairperson (or co-chair), that vacancy will be filled by the person appointed to fill the committee position by the State Council President.

**ARTICLE VI
BOARD OF DIRECTORS**

Section 1: Composition

The Officers of the Tennessee ENA shall constitute the Board of Directors. These positions include: President, President-elect, Immediate Past-President, Secretary, Treasurer and Treasurer-elect.

Section 2: Responsibilities

The Board of Directors shall:

- A. Have general supervision of the affairs of the Tennessee State Council between its business meetings and shall perform such other duties as are specified in the Bylaws.
- B. Be subject to the direction of the Tennessee State Council representatives and none of its actions shall conflict with requested action put forth by the Tennessee State Council.

- C. Act as custodian of Tennessee ENA property, securities and records; provide for investment and securities; provide for payment of authorized expenses and provide for bonding of State Council Officers as deemed necessary.
- D. Develop and maintain a strategic plan for the Tennessee ENA establishing goals and priorities which shall be submitted for ratification by the Tennessee State Council.
- E. Debate and determine association policy regarding management of the affairs of Tennessee ENA.
- F. To develop, monitor and evaluate the programs which promote and implement the mission and vision of ENA and TN ENA.
- G. To identify relevant professional issues for presentation and action by TN ENA.
- H. To direct and monitor activities of component divisions within TN ENA in accord with Bylaws and Procedures.

Section 3: Records and Property

Within one month of leaving office, officers and committee chairs (or co-chairs) shall deliver to the President or their successors-in-office all Tennessee State Council records and other Tennessee State Council property in their possession.

**ARTICLE VII
OFFICERS**

The Officers of the Tennessee State Council are the President, President-Elect, Immediate Past President, Secretary, Treasurer and Treasurer elect..

Section 1: Responsibilities

In addition to those responsibilities delineated below, officers of the Tennessee 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.

- A. President
 - 1. Serves as Chief Elected Officer of the State Council
 - 2. Coordinates all State Council administrative activities
 - 3. Appoints committee Chairpersons and committee members with BOD approval, as circumstances warrant (see ARTICLE VIII: "Committees").
- B. President-Elect
 - 1. Serves in a preparatory role for two years preceding succession to the office of President

2. Performs any duties assigned by the President for the State Council
 3. Succeeds to the office of President at the expiration of the President's term.
- C. Immediate Past President
1. Serves as a voting member of the BOD for one year at the conclusion of his/her term as President
 2. Primarily performs in an advisory role and any additional duties for the State Council assigned by the President
- D. Secretary
1. Maintains State Council records, minutes, and notices.
 2. Assists with communication of meetings, activities and other communications to the National office and to the membership of the TN-ENA.
- E. Treasurer
1. Maintains State Council financial records in accordance with generally accepted accounting procedures.
 2. Presents a State Council budget proposal annually.
 3. Maintains State Council banking accounts and disbursements thereof.
 4. Performs those duties as outlined in Parliamentary Procedure and Common Law.
 5. Expenditures from the State Council accounts shall be authorized by the current Treasurer and President.
- F. Treasurer-Elect
1. Serves in a preparatory role for two years preceding succession to the office of Treasurer.
 2. Performs any duties assigned by the President for the State Council.
 3. Succeeds the office of Treasurer at the expiration of the Treasurer's Term.

Section 2: Qualifications

- A. Current National Association membership
- B. Current professional nurse licensure within the state of Tennessee
- C. Active participation at the State or Chapter level
- D. Resides in the State of Tennessee or resides in contiguous state, elects membership in one of the Tennessee ENA chapters and is active in the TN ENA.

Section 3: Terms of Office

- A. The President shall serve for a term of two (2) years. The term of office shall commence January 1st following the completion of his/her term as president-elect.
- B. The President-Elect shall serve for a term of (2) two years. The term of office shall commence on January 1st following election to the office.
- C. The Immediate Past President shall serve for a term of one (1) year. The term of office shall commence January 1st, at the conclusion of his/her term as President.
- D. The Secretary shall serve for a term of two (2) years. The term of office shall commence January 1st following election to the office
- E. The Treasurer shall serve for a term of two (2) years. The term of office shall commence January 1st following the completion of his/her term as Treasurer-elect.
- F. The Treasurer-Elect shall serve for a term of (2) years. The term of office shall begin January 1st following election to the office.
- G. No individual shall serve more than two (2) consecutive terms in any one office.

Section 4: Vacancies Procedure

- A. The Immediate Past President will assume the duties of President, in the event the position becomes vacant in the first year; until a special election is held.
- B. The President-Elect will assume the duties of President, in the event the position becomes vacant during the second year, for the unexpired term and the term for which he/she was elected.
- C. Vacancies in the position of Secretary or Treasurer may be filled for the unexpired term of office by a current member of the BOD or remain vacant as approved by a majority vote by the BOD.

Section 5: Removal

- A. An elected member of the BOD shall be removed in accordance with this paragraph if the Board Member fails to meet the eligibility requirements for election or membership as outlined in ARTICLE III Section 4. An elected member of the BOD may be removed for cause in accordance with this paragraph.
- B. Removal of any officer shall be by an affirmative two thirds (2/3) vote of the members of the BOD, voting either in person or by mail. The results will be announced at a special meeting of the members of the State Council. Cause shall be defined as any action that is determined by the Officers to be detrimental to the best interests of the State Council.

Section 6: Elections

State Council Officers will be elected by a majority vote of the Tennessee State ENA members who are present at the Annual Business Meeting in October.

- A. Nominations
 - 1. A nominating (elections process) committee, chaired by the Immediate Past-president will be convened to solicit, verify and present a slate of candidates for the State Council officers at least 60 days prior to the Annual Business Meeting.
 - a. In the event that the Immediate Past-president is unable to chair the committee, the President will appoint, with Board approval, a chair for the nominating committee.
 - b. Current TN State Council officers may not be members of the nominating committee.
 - 2. The membership will be notified by the Chapter Presidents, and the website of the nominations and election date.
 - 3. The elections will be held by written ballot.
 - 4. The candidate receiving the highest number of votes for each position shall be declared elected.
 - 5. Tie Votes
 - a. In the event of a tie vote for the position of President-Elect, there shall be a second balloting of the Board.
 - b. In the event of a tie vote for the position of Secretary or Treasurer, lots shall be drawn.

ARTICLE VIII COMMITTEES

The Tennessee State Council shall have Committees appointed by the BOD in sufficient numbers necessary to address the National Association's objectives, professional practice, special interests, and programs.

Section 1: Possible Standing Committees

- A. Education
- B. Governmental Affairs
- C. Trauma/Pediatric
- D. Injury Prevention/Community Awareness
- E. Membership
- F. Nominating (Elections Process)

Section 2: Ad Hoc Committees

The State Council President shall establish Ad Hoc Committees as circumstances warrant.

Section 3: Composition, Qualifications, Term of Office, Responsibilities and Meetings

- A. All committees shall assume duties and shall have such powers as assigned by the Board of Directors.
- B. The size of each committee shall be determined by the Board of Directors in collaboration with the committee chairs or co-chairs.
- C. The President, with Board approval, shall appoint the Chairperson and members of all committees (except the Nominating Committee). The President can appoint co-chairs of committees.
- D. All appointments must be ratified by the Board of Directors.
- E. The Chairperson or designee shall be a State Council Officer.

Section 4: Ex-Officio Members

The State Council President shall serve as an ex-officio member of each committee, with the exception of the Nominating Committee.

**ARTICLE IX
SPECIAL INTEREST GROUPS**

Section 1

- A. Special interest groups (SIGs) of emergency nurses within the state of Tennessee may be recognized by TN-ENA.
- B. The purpose of each SIG shall include but not be limited to (1) advising the TN-ENA State Council on matters pertaining to the Group's special interest or area; and (2) collecting and disseminating information concerning the special interests.
- C. To maintain an active liaison, a representative of the SIG is asked to attend meetings of the State Council.
- D. The representative of the SIG is not, by virtue of representation, a member of the State Council and has no voting ability.

Section 2

These bylaws shall be the operating standard for all Special Interest Groups of the TN-ENA.

**ARTICLE X
GENERAL ASSEMBLY DELEGATION**

- A. The number of delegates to the General Assembly will be determined by membership density within the State in accordance with the ENA Bylaws and Procedures.
- B. The TN State Council will determine the qualifications and method of delegate selection.
- C. The Tennessee State Council shall coordinate the Tennessee State Delegation to the Association's General Assembly in accord with procedures.
- D. The State Council President will automatically go to the General Assembly as a delegate.

**ARTICLE XI
FISCAL YEAR**

The fiscal year of the Tennessee State Council and all chapters within Tennessee is November 1 through October 31.

**ARTICLE XII
PARLIMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order, Newly Revised, 10th Edition*, shall govern ENA in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

**ARTICLE XIII
AMENDING BYLAWS**

Section 1

- A. Amendments to these bylaws may be proposed by the TN-ENA Board of Directors, Tennessee State Council, or any TN-ENA member with the signatures of five (5) active Association members.
- B. Amendments which are in accord with the procedures and the Association's philosophy, purpose, and objectives as well as Federal and

State Laws; will be submitted to the entire TN-ENA membership for comment. The vote on the proposed amendment will be at the next TN-ENA State Council business meeting no less than thirty (30) days and not more than 60 days from the recorded date of membership notification.

- C. Publication of the amendment(s) in an official publication of the Tennessee State Council (including the TN-ENA website) or the direct mailing or distribution of the amendment(s) to the TN-ENA membership constitutes notification
- D. Members will be offered an opportunity to comment on proposed amendments prior to any vote at the State Council meeting, or, they may provide written comment to members of the TN-State Council as instructed in the distribution.
- E. These Bylaws may be amended only upon approval by a two-thirds (2/3) vote of the State Council.

Section 2

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

Section 3

Any amendment to the National Association Bylaws and Procedures have 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 XIV
DISSOLUTION**

In the event of dissolution of the State Council, the net assets of the corporation shall revert to the National Association after all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

APPROVED, TENNESSEE STATE COUNCIL BOARD OF DIRECTORS, (date)
AMENDED AND APPROVED (date)

President

Immediate Past President

Treasurer

Secretary