

DELAWARE STATE COUNCIL
BY LAWS AND RESOLUTIONS
EMERGENCY NURSES ASSOCIATION

BYLAWS - Revised February 3, 2009

Passed by membership April 7, 2009

ARTICLE 1: NAME

The name of this organization shall be the Delaware Emergency Nurses Association, a not for profit corporation incorporated in the State of Delaware, hereinafter referred to as the Association.

ARTICLE II: PURPOSE AND OBJECTIVES

Section 1: Purpose and Mission

The purpose for which the corporation is organized is 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: Goals and Objectives

- A. To promote the specialty of emergency nursing
- B. To provide continuing education and professional development which are fundamental to emergency nursing practice and emergency care
- C. To serve as a resource for emergency nursing education and research
- D. To support Standards of excellence for emergency nursing practice
- E. To identify and address emergency nursing issues through research and education
- F. To serve as a patient advocate through public education and other initiatives
- G. To affirm the philosophy of the ANA Code of Ethics
- H. To promote the common interests of the DENA members
- I. To promote a healthy work environment

Section 3: Limitations

No part of the net earnings of the corporation 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 to make payments and distributions in furtherance of the purposes set forth in Article 4 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) 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 State Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE III: MEMBERSHIP

A. Classifications

- a. **Active State Member:** a professional nurse residing in the State of Delaware who is a member of the National ENA and whose dues are current. Any non-resident, who is a National ENA member and has listed Delaware as their State Council,

may become members

- b. **Affiliate Member:** An individual who is not a Registered Nurse and supports the missions and objectives of ENA and whose dues are current
- c. **Honorary State Council Member:** An individual who has rendered outstanding service in an area of emergency care in the State of Delaware and is duly recognized by the State Council

B. Privileges:

- a. State Council Member:
 - i. Membership in the State Council is obtained when the member joins the National ENA
 - ii. Members shall have the right to vote, hold elected office and serve on committees
- b. Affiliate Member:
 - i. Affiliate members shall have the rights and privileges of Association Membership, except the right to vote, hold elected office or serve on committees
- c. Honorary Members:
 - i. Honorary members shall have the rights and privileges of Association Membership, except the right to vote, hold elected office or serve on committees

C. Responsibilities of Membership

- a. Each member has the responsibility to support the purpose, mission, objectives and positions of the Association

D. Termination

DENA will follow National ENA by-laws for membership termination

E. Dues

- a. Membership dues of ENA members shall be determined by the Board of Directors
- b. Members' dues must be currently maintained or termination of membership will result

- c. There shall be no dues for Honorary Membership

ARTICLE IV: CONSTITUENT DIVISIONS

Section 1: Levels of Organization

- A. The Delaware ENA shall have two (2) levels of organization
 - 1. National level
 - 2. State level

The Delaware State Council is an integral component of National ENA, governed by its own bylaws and procedures

Section 2: Activities

- A. National Level: National level activities shall encompass activities of the General Assembly, Special Meetings of Delegates and the Board of Directors
- B. State Level: State Level of the Association shall encompass all activities of the State Council. A formal charter certificate is issued by the ENA allowing the Delaware State Council to function as an affiliate of ENA at the State Level
- C. Objectives: The Association shall function within the framework of the National Association to coordinate and to implement Association activities within the State.
- D. Composition:
 - a. State Council will be composed of members-at-large who are National members and list Delaware as their council
 - b. In the event that there is no State Council, a Member of the Board of Directors shall coordinate Association activities within that State in accord with Procedures
 - c. The Association is an integral component of the National Association and shall act in accord with Bylaws and Procedures
- E. Responsibility:
 - a. The Delaware State Council has the responsibility to monitor and to address professional issues related to emergency care
 - b. The Delaware State Council is an integral component of ENA and shall act in accord with Bylaws and Procedures
 - c. The Association shall serve as a resource for emergency nursing within the

state

- F. General Assembly Delegation: The Association shall coordinate the individual State Delegation to the Association's General Assembly in accord with Procedures
- G. Funding: The Association shall receive an annual allocation for each individual Member within the State in accord with Procedures
- H. Suspension or Revocation of Charter: The Charter for the Delaware State Council may be suspended or revoked by the National Board of Directors in accord with Procedures

ARTICLE V: National ENA GENERAL ASSEMBLY

Section 1: Description

The General Assembly provides direction and stewardship for the organization. It creates professional emergency nursing policy and positions that support the purposes of ENA

Section 2: Additional Powers and Responsibilities

- A. To approve, revise, or amend the National Bylaws
- B. The General Assembly shall receive the results of the election of National Officers and Directors, reports of the Board of Directors, committees and other volunteer groups, the findings of the annual audit, and transact such other business as may come before the meeting

Section 3: Composition

- A. The General Assembly shall be composed of Delegates from each State
- B. The number of Delegates to the General Assembly from each state is determined by Association membership density within that state as determined by the Board of Directors
- C. Delaware State Council Delegates shall be selected and credentialed in accord with Procedures

Section 4: Meetings

- A. Annual Meeting:

- a. The regular business meeting of delegates shall be held annually and designated as the General Assembly
- b. A formal notice of the meeting shall be published in the official publications of the ENA

B Special Meetings:

- a. Other Meetings of Delegates shall be summoned by the Board of Directors as circumstances warrant and shall be designated as Special Meetings of the General Assembly
- b. Delegates shall be given at least thirty (30) days advance notice of any Special Meeting of the General Assembly of ENA
- c. Notice for special meetings shall state the general nature of the subject or subjects to be considered

Section 5: Quorum

A quorum for all meetings is a majority of the total voting Delegates who have completed credentialing procedures

Article VI: Delaware State Council Meetings

A. The Delaware State

- a. The Delaware State Council will meet at least quarterly
- b. Business can be conducted at the meeting when there are at least two (2) elected officers present

State General Assembly

- Meetings shall be held at least four times throughout the calendar year
- Meetings will be called by the president
- There will be a meeting held prior to the general assembly of the ENA to appoint or elect delegates for the National Assembly

- A meeting shall be held in the month of June to begin the process of nominations for election of officers for the following calendar year.
 - If an officer position becomes open at any other time, special nominations and elections are to be held for that position at the next regularly scheduled meeting
 - The elected officer will finish the term of office for the officer being replaced
- The Association shall have at least one educational offering per calendar year
- Special meetings may be called by the president at the request of any member of the association
- A quorum for all meetings is a majority of all voting members present, including proxy, with a minimum of 5 voting members in attendance.

ARTICLE VII: OFFICERS

A. Description: There shall be four (4) Officers: President, President-Elect, Secretary and Treasurer

B. Eligibility Requirements:

- a. Each officer must be a current member of the Association and be eligible according to the procedures in ENA's bylaws (professional member to hold office)
- b. Each officer must have a current professional nurse license
- c. Each officer must be available for 50% of the general meetings

C. Responsibilities:

Each officer shall exercise the duties and responsibilities required of a member of the position attained

D. Term of Office:

- a. The term of office for each officer shall commence January 1st of said year following an election and continue for a one year term ending on December 31st. Officers elected to serve the remaining portion of unexpired terms of office shall serve for a time equal to the remaining years from the original unexpired term of the predecessor.
- b. The President-Elect shall succeed the Office of President at the conclusion of

the term of office of President

Section 1: Elections

- A. Elections shall be held annually, unless a special election is warranted
- B. Nominations

In accord with Procedures the Elections Process, the secretary shall solicit, verify and then publish a slate of candidates for Association Officers and Directors. All completed ballots will be returned to a non-candidate member.

- C. Electoral Process
 - a. The electoral process shall be conducted in accord with Procedures
 - b. All active members of the association shall elect Officers by ballot
 - c. Candidates receiving the highest number of votes for each position shall be declared elected. In the event of a tie vote for the position of President-Elect, there shall be a second balloting of Association Membership. In the event of a tie vote for the position of Secretary and or Treasurer, lots shall be drawn

Section 2: Vacancies

- A. If the office of President becomes vacant, the President-Elect:
 - a. Shall succeed to the office of President for the unexpired term, and
 - b. Shall subsequently serve the term of office of President to which elected
- B. A vacancy in the office of President-Elect may be filled by a current member during a special election or remain vacant as approved by a majority vote by the entire voting members at a meeting of the Association

Section 3: Removal

An elected member of the Association shall be removed in accordance with this paragraph if the Member fails to meet the eligibility requirements for office. Removal of any Officer shall be by an affirmative two thirds (2/3) vote of the members of the Association voting, either in person or by mail. The results will be announced at a special meeting of the members of the Association. The members of the Association 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. Cause shall be defined as any action which is determined by the Association to be detrimental to the best interests of the Association.

ARTICLE VIII: COMMITTEES

Section 1: Description

The Association shall have Committees appointed by the President in sufficient numbers necessary to address Association objectives, professional practice, special interests and Association programs. These committees shall report to the President and give reports at the general meetings of the Association.

- A. Standing Committees:
- B. There shall be at least three (3) Standing Committees:
 - a. Membership
 - b. Education
 - c. Government Affairs
- C. Ad Hoc Committees:

The President shall establish Ad Hoc Committees as circumstances warrant.

Section 2: Appointments

Appointments to all Committees shall be made in accord with Procedures.

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

The composition, qualifications, term of office, responsibilities and meetings shall be specified in Procedures.

Section 4: Ex-Officio Members

The President shall serve as a non-voting Member of all Committees.

ARTICLE IX: OFFICIAL PUBLICATION

Section 1: Name

The official publication which shall reflect the purpose, objectives and Standards of the

Association shall be in the form of a newsletter. Such newsletter shall be formulated and edited by a committee appointed by the President. All content shall be subject to review by the officers of the Association and an editor appointed by the committee with the President approval prior to circulation.

ARTICLE X: PARLIAMENTARY PROCEDURES

The rules contained in the current edition of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and Procedures.

ARTICLE XI: INDEMNIFICATION

The Association shall indemnify all officers, directors and employees for expenses incurred with the defense or settlement of any claim against such person by reason of service as an officer, director or employee unless a judgment or other adjudication 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 XII: DISSOLUTION

In the event of dissolution of the 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, all remaining assets shall be distributed to the National ENA.

ARTICLE XIII: AMENDMENTS

Section 1:

Amendments to the Bylaws may be proposed by the Officers or members of the Association in accord with Procedures.

Section 2:

Amendments must be submitted to the President prior to meeting night.

Section 3:

Amendments which are in accord with Procedures and the Association's philosophy, purpose, and objectives, as well Federal and State Laws, will be submitted to the membership at a regular scheduled or special scheduled meeting. Publication of the amendments in one of the regular Association publications or the direct mailing of the amendments to the individual Members shall constitute notice of any amendments of these Bylaws to be considered for approval.

Section 4:

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

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