

# **EMERGENCY NURSES ASSOCIATION Rio Bravo Chachalacas Chapter #438 Chapter Bylaws**

## **ARTICLE I**

The name of this association shall be the Rio Bravo Chachalacas ENA Chapter #438 of the Emergency Nurses Association (ENA), a not-for-profit corporation incorporated in the State of Texas.

## **ARTICLE II**

### **PURPOSE**

This local chapter is affiliated with the Texas ENA State Council of the Emergency Nurses Association, and with the Emergency Nurses Association (ENA) to implement the philosophy, objectives, and leadership at the local and state level, as well as to coordinate the professional activities of the chapter within the state, in liaison with the National level of ENA, General Assembly, and the board of Directors of ENA. The local chapter shall act in the accord with the bylaws and procedures established by the Emergency Nurses Association (ENA). "The purposes for which the corporation is organized are educational, within the meaning of Section 501 © (3) of the Internal Revenue Code of 1986, as amended, including but not limited to the advancement of emergency nursing through education."

Notwithstanding any other provisions of these articles, the corporation shall not carry on any 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 Untied States Internal revenue Law).

## **ARTICLE III**

Mission: The mission of the ENA is to advocate for patient safety and excellence in emergency nursing care.

## **ARTICLE IV**

### **OBJECTIVES**

#### **SECTION I**

- Rio Bravo Chachalaca (RBC) Chapter 438 Texas ENA exists to:
- A. Promote the specialty of emergency nursing in the state of Texas.
  - B. Promote the interests of RBC Chapter 438 ENA's members and to improve the professional environment of the emergency nurse through education and public awareness.
  - C. Promote and protect patients and their families as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
  - D. Collaborate actively with other Texas health related organizations to improve emergency nursing care in Texas i.e. Trauma Regional

- Advisory Council (TRAC V), Pre Hospital Providers Hospitals and Medical centers.
- E. Promote ENA as the primary resource for Texas emergency nursing leadership.
  - F. Promote ENA standards to serve as a basis for Texas emergency nursing practice
  - G. Develop, disseminate and evaluate continued professional development, research and evidence based practice.
  - H. Encourage interaction and mentorship among Texas emergency nurses.
  - I. Identify and disseminate information on key trends affecting and pertinent to emergency nursing.
  - J. Serve as advocate for the public regarding emergency care.
  - K. Maintain communication with members regarding the business of the RBS Chapter 438 Chapter and committees.
  - L. Represent emergency nurses and serve as their spokesperson with healthcare professionals, community, governmental groups and the public.
  - M. Monitor national, state, and local legislative issues affecting emergency care and emergency nursing practice.
  - N. Develop, maintain, and monitor a local emergency nursing networking structure to address professional issues.
  - O. To implement all local bylaws and procedures
  - P. To coordinate and monitor all activities of the chapter within the local region, in accordance with both the state and national bylaws and procedures.

## **Article V** Charter

### SECTION I

- A. A formal charter certificate is issued by the Emergency Nurses Association allowing RBC Chapter 438 to function as an affiliate of the national association at the local level
- B. Failure of RBC Chapter 438 to adhere to the bylaws and procedures established by the Emergency Nurses Association shall be cause for suspension or revocation of the charter. Such a suspension or revocation shall be in accord with procedures established by the Emergency Nurses Association.

### Section II: Responsibilities

- A. Adopt and maintain bylaws which do not conflict with ENA bylaws and which are congruent in purpose and function with ENA bylaws;
- B. Submit bylaws and reports, and attend meetings in accordance with policies and procedures adopted by ENA.

**ARTICLE VI**  
Membership

**SECTION I**  
Responsibilities

- A. Membership of RBC Chapter 438 shall be those persons accepted as members in accordance with the qualifications and other requirements described in these and ENA's bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation

**SECTION II**

The Rio Bravo Chachalacas ENA Chapter #438 will elect members to the Texas ENA State Council in accordance with the state bylaws.

**ARTICLE VII**  
OFFICERS

**SECTION I - Officers**

The voting officers of the Rio Bravo Chachalacas ENA Chapter #438, (known as the "Board of Directors") will include: President; President Elect; Secretary; Treasurer; Immediate Past President; and Director(s) at Large.

The committee chairperson will call committee meetings in order to conduct tasks that are assigned by the Board of Directors.

A person in the position of: President, President Elect, Secretary, Secretary Elect Treasurer, Treasurer Elect or Immediate Past President may also serve as the chairperson of a standing committee.

**SECTION II – Qualifications**

Members of the Board of Directors shall have a current:

- 1. Emergency Nurses Association Membership
- 2. Professional Nurse Licensure
- 3. Attended at least one (1) Local Council meeting within the past year.

Failure to comply will result in removal from office. Should a board member move from the immediate chapter location they will be removed from office.

**SECTION III – RESPONSIBILITIES**

- 1. President:
  - a. Serve as Chief Executive Officer of the Rio Bravo Chachalacas ENA Chapter #438.
  - b. Coordinate all chapter administrative activities.

- c. Appoint committee chairpersons and committee members as circumstances warrant with the approval of the Board of Directors of the chapter.
  - d. Forward all membership changes to the Secretary and Membership Committee Chair as needed.
  - e. Maintain delegate credentialing information.
  - f. Vote in a 50/50 “tie” vote of the Board of Directors.
  - g. Preside over all meetings of the Board of Directors and chapter meetings.
2. President-Elect:
- a. To perform any duties assigned by the President for the Rio Bravo Chachalacas ENA Chapter #438.
  - b. To preside at meetings of the Board of Directors and chapter meetings in the absence of the President.
  - c. To succeed 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 he/she was elected.
  - d. The president elect will be the meeting planner. This includes the dates, time, place, food, and educational offerings for chapter meetings.
3. Treasurer:
- a. To maintain the Rio Bravo Chachalacas ENA Chapter #438’s financial records in accordance with generally accepted accounting methods.
  - b. To maintain the chapter’s checking account, and any investments, in accordance with generally accepted accounting methods.
  - c. To present the “Board of Directors” with a monthly report of the financial statement.
  - d. To maintain the chapter’s accounts and disbursements thereof.
  - e. To perform those duties as outlined in parliamentary procedure and common law.
4. Treasurer Elect:
- a. To perform any duties assigned by the Treasurer for the Rio Bravo Chachalacas ENA Chapter 438
  - b. To assist with tracking financial statements, banking statements payment of bills, income tax and other tax statements.
  - c. To succeed to the office of Treasurer at the expiration of the Treasurer term. In the event the position of Treasurer becomes Vacant, the treasurer elect shall serve for the unexpired term for Which he/she was elected.
  - d. May be asked to assist with and /or perform grant writing activities.
  - e. The treasurer elect will assist with securing sponsors for the upcoming local and state meetings.

5. Secretary:
  - a. Will maintain all records of the Rio Bravo Chachalacas ENA Chapter #438 meetings. (In the case of inability to attend, this may be delegated to another person.)
  - b. Will maintain all records of the Board of Directors meetings. (In the case of inability to attend, this may be delegated to another person.)
  - c. Will maintain a current membership listing of Rio Bravo Chachalacas ENA Chapter #438.
  
6. Secretary Elect:
  - a. Will assist in maintenance of all Records of the Rio Bravo Chachalacas ENA Chapter 438 meetings and will Assume the primary minute taking responsibilities should the secretary be unable to attend the meeting.
  - b. Will become familiar with all records of the Board of Directors Meetings. In the case of the inability of the secretary to attend the secretary elect will assume this responsibility.
  - c. Will assume responsibility for maintaining the quarterly Newsletter.
  
7. Past President-Education:
  - a. Will coordinate all educational activities of the Rio Bravo Chachalacas ENA Chapter #438.
  - b. Will maintain all records of all educational activities offered.
  
8. Director at Large:
  - a. Will assume primary responsibility for communicating pertinent chapter information to all local hospitals, ED Directors, Trauma Coordinators, Educators, TRACV and ENA members.  
Will assist and/or maintain Rio Bravo Chachalacas Web page
  - b. Will be responsible for increasing Chapter membership and Promoting the benefits of ENA membership
  - d. Will maintain all records of all educational activities offered.

#### SECTION IV – Term of office

Persons in the office of the President and President Elect will serve one term each, which is defined as one calendar year beginning January first and ending December 31.

Persons in the office of Secretary, Treasurer, and Director @ Large may serve terms that are limited to two consecutive terms, of one year each in the same office. For the person completing two terms of office, there must be a one-year hiatus before the person is eligible for ballot election to the same office unless there are no other nominees for said position.

Persons in the office of Secretary Elect and Treasurer Elect will serve terms of one year, which is defined as one calendar year beginning January first and ending December 31. Their term will begin at the start of the treasurer and secretaries second term.

Election to the Board of Directors will depend on nominations and the vote of the chapter membership. Election to the Board will be determined by a majority of votes received from the chapter membership.

When a board member accepts a position on the Board they also accept the responsibility of attending at a minimum, sixty percent of each year's meetings. Failure to comply with attendance, or should the conduct of the board member be unbecoming of a board member, the member can be removed from the board with a 2/3 vote of the voting board members.

#### SECTION V – Elections

Election of the Board of Directors will be determined by the last day of October of each calendar year. The election process will begin in August of each calendar year with a "call" for nominations from the entire chapter membership. Nominations will be sent to the Secretary of the chapter with verification of qualifications. Committees and chairs of the committees are created/named by the President.

Any current ENA member who is formally listed on the Rio Bravo Chachalacas ENA Chapter #438 membership list may submit nominations. Chapter representatives must have a current ENA membership as demonstrated by being listed on the most current membership list as provided by the National Office or have membership in the chapter verified by the National office, by August 31, of the voting year.

A formal ballot will be posted/mailed to each voting member of the chapter before September 30<sup>th</sup> of each calendar year. Voting will be completed before October 31<sup>st</sup> of each calendar year. The postmark on the envelope or date and time of email containing the chapter representative vote will be considered the date of the vote. The Secretary will tabulate all votes with verification by the Board of Directors. If the Secretary or another member of Chapter #438 voices concern that it would be inappropriate for the Secretary to receive the votes, i.e. a close race for that position, the Board of Directors may elect another board member to collect and tabulate the votes for that election.

Election of officers will be by a simple majority of votes cast. In the case of a tie vote, there will be a run-off election completed within 30 days for that/those position(s). Ballots will be posted/mailed to all chapter representatives with a request that they be returned within 30 days.

The Rio Bravo Chachalacas ENA Chapter #438 will complete a Chapter Profile of elected officers and submit it to the National ENA office before October 31<sup>st</sup> of each calendar year. A copy will also be forwarded to the Texas ENA State Council President.

## SECTION VI – Vacancies

Vacancies may be filled by a majority vote of the Board of Directors for the un-expired term of office for the Rio Bravo Chachalacas ENA Chapter #438.

## **Article VII** Meetings

### SECTION I

Meetings will be conducted in an orderly fashion. The Rio Bravo Chachalacas ENA Chapter #438 will meet at least quarterly and as often as monthly depending on the need as decided by the Board of Directors. Times and dates of all meetings will be communicated to the membership through one or more of the following communication methods: the Newsletter, the Web Page, by facsimile, electronic-mail, or regular postal mail. All meetings of the general membership are open to the membership and any guests. All meetings of the Board of Directors are open to the general membership and any guest, unless publicized or announced as a “Closed Meeting.”

### SECTION II- Quorum

Any business of the Rio Bravo Chachalacas ENA Chapter #438 may be conducted with a quorum of the Board of Directors present. A quorum shall consist of a majority of the Board and a majority of the Local Council representatives present at a meeting.

Voting members of the Board of Directors (defined): The voting members of the Board of Directors are as follows: (one vote for each position)

1. President Elect
2. Secretary
3. Treasurer
4. Immediate past president
5. Director(s) at Large

One person may serve in more than one capacity. There is the possibility of one person voting in multiple capacities. In the event that a member of the Board of Directors fills more than one office, he/she will need to cast a vote for each position to which they are elected or appointed. Any board member with multiple votes will identify his/her vote by the position that they are voting.

The President will only vote in the case of a 50/50 “tie” vote by the voting members of the Board of Directors.

All matters that are called to a vote of the Board of Directors will be documented as Unanimous, or by a complete listing of the votes that were cast, by voting member and position on the Board of Directors.

**ARTICLE VIII**  
Board of Directors

SECTION I

The elected persons, as defined above, shall constitute the Board of Directors for the Rio Bravo Chachalacas ENA Chapter #438.

SECTION II

The Board of Directors shall be responsible for the management of the affairs of the Rio Bravo Chachalacas ENA Chapter #438 between business meetings and shall perform such other duties as specified by these bylaws.

SECTION III

The President or his/her delegate shall call a meeting of the Board of Directors.

**ARTICLE IX**  
COMMITTEES

SECTION I

The Rio Bravo Chachalacas ENA Chapter #438 will have the following standing committees:

1. Bylaws and SOPs
2. Nominations Committee

- A. Standing committee members shall be appointed by the president.
- B. The president shall serve as a non-voting member of each committee, except the nominating committee.

SECTION II

The Board of Directors as warranted may appoint additional standing or ad hoc committees.

SECTION III

The President of the Chapter shall serve as an ex-officio member of each committee. The President Elect may serve as an ex-officio member at the President's appointment.

SECTION IV

All committees shall assume duties and shall have such powers as assigned by the chapter.

SECTION V

The Chairperson of that committee, with approval of the Board of Directors, shall determine the size of each committee.



A. The local chapter shall maintain a tax exempt status classification with the Internal Revenue Service or face possible annual tax payments.

B. The local chapter shall not include its respective chapters as subsidiaries under a Group Exemption.

C. The local chapter shall obtain all necessary insurance coverage as required by law for a not-for-profit corporation within the State of Texas. This will include but not be limited to "Bonding" the treasurer.

## **ARTICLE X INDEMNIFICATION**

The Rio Bravo Chachalacas ENA Chapter #438 shall indemnify all members of the Board of Directors for actual expenses incurred with the defense of settlement of any claim against such person by reason of service as an officer or director. Indemnification will not be provided if a judgment or other adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal, malicious, or knowingly wrongful act, error, or omission of such person.

## **ARTICLE XI PARLIAMENTARY AUTHORITY**

"Robert's Rules of Order, 11<sup>th</sup> edition" shall govern in all parliamentary situations not provided by law, ENA articles of incorporation, or ENA bylaws.

## **ARTICLE XI DISSOLUTION**

In the event that the Rio Bravo Chachalacas ENA Chapter # 438 of the Emergency Nurses Association, dissolves, the net assets of the chapter will revert to the Texas ENA State Council of the Emergency Nurses Association, after all liabilities have been paid, satisfied, and discharged, or adequate provision shall be made.

## **ARTICLE XII AMENDMENTS**

### **SECTION I**

Amendments to the bylaws may be proposed by the Board of Directors, or under the signature of 5 verified members of the chapter in accordance with procedure.

## SECTION II

Amendment proposals must be submitted to the Board of Directors at least 30 days prior to the next scheduled meeting.

## SECTION III

Amendments which are in accord with procedures and the chapters' philosophy, purpose, and objective, as well as federal and state laws, will be submitted to the membership at least thirty days prior to the chapter meeting designated for a vote on the amendment. Publication of the amendments in one of the regular chapter publications or the direct mailing of the amendments to the membership shall constitute notice of any amendments of these bylaws to be considered for approval by the general membership of the chapter.

## SECTION IV

In order to be approved, any changes to the chapter bylaws must be approved by 2/3 majority of the total votes received.

## SECTION V

Any amendment to the National or State Bylaws and procedures having application to these bylaws shall take precedence over any local chapter bylaws, provision, procedure, and amendment thereto shall automatically take effect.

## SECTION VI

Upon verification of a 2/3 majority of the votes returned, any changes to the charter shall supersede any previous bylaws, and will nullify any previous bylaws. Any previous bylaws will be considered null and void. The chapter will conduct its business according to the most recent, formally approved bylaws of the Rio Bravo Chachalacas ENA Chapter #438. The Chapter Secretary will have the responsibility of maintaining the most current, verified copy of the chapter's bylaws. Bylaws will be reviewed by the Board of Directors at the first meeting of the Board of Directors immediately preceding the election of the Board of Directors. A copy of the bylaws, will be signed by each member of the newly elected Board of Directors, and given to the chapter Secretary for maintenance.

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