

BYLAWS
NEW YORK STATE EMERGENCY NURSES ASSOCIATION
4/25/2009

ARTICLE I
ORGANIZATION

The name of this organization shall be the New York State Council Emergency Nurses Association, a not-for-profit corporation incorporated in the State of New York. In this document it will be referred to as NYSCENA.

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 in the geographic territory assigned by National ENA (the "Territory.")

ARTICLE II
MEMBERSHIP

Membership in NYSCENA 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 Territory.

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) International Members: Professional Registered Nurses, licensed in the United States whose dues are current in the National ENA.
- 3) Senior Members: Professional Registered Nurses, licensed in the United States whose dues are current in the National ENA and aged 65 or older.

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 President and the Board of Directors.

D. Student Members:

An individual enrolled in a nursing education program leading to eligibility for Registered Nurse licensure whose National ENA dues are current.

Section 2: Privileges

- A. Active Member(s)** (1) Members: 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. (2) International Members: When a Professional Registered Nurse licensed (or equivalent) outside the United States joins this organization, she/he shall have the right to vote, hold elected office, and serve on committees. (3) Senior Members: When a Professional Registered Nurse licensed in the United States. Aged 65 or older joins, she/he shall have the right to vote, hold elected office, and serve on committees.

- B. Affiliate Members: 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 3: Rights and Responsibilities of Membership Each member has the responsibility to support the purpose and positions of NYSCENA

Section 4: Voting members

Only Active Members shall have the right to vote.

Section 5: Termination of Membership

- A. Termination of membership in National ENA shall result in automatic termination of membership in NYSCENA. 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.
- B. Such action shall not be taken until a member is advised of specific charges and given the opportunity to respond.

Section 6: Dues and Finance

- A. The Board of Directors may determine membership dues as a surcharge as outlined in Procedures.
- B. The fiscal year shall be January 1st to December 31st.

**ARTICLE III
CONSTITUENT DIVISIONS**

Section 1: Levels of Organization

Local Chapters may be formed in accordance with ENA National Procedures.

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.

A. NYSCENA shall have two (2) levels of organization:

- (1) State Level
- (2) Local Level (Chapter)

B. All levels of the NYSCENA are integral components of the National Association:

- (1) The Local level is an integral component of the State Council and exists under the State Council corporate status, in accord with Bylaws and Procedures.

Section 2: Activities

Activities will be conducted consistent with Procedures.

**ARTICLE IV
GOVERNING AUTHORITY**

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

Section 1: Responsibilities

- a.) To perform all duties entrusted to Officers and Directors of a corporation.
- b.) To debate and determine NYSCENA policy.
- c.) To oversee the business and financial affairs of NYSCENA.
- D.)To provide strategic direction for NYSCENA.
- e.) To provide leadership for all of the component divisions.

Section 2: Composition

The Board of Directors shall be composed of seven (7) voting members.

A. Officers:

(1) **Description:**

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

(2) **Eligibility Requirements:**

(a) Each Officer must be a current Active Member of the ENA.

(b) A candidate for any position as an Officer must have attended at least one (1) NYSCENA meeting within the last 12 months.

(3) **Responsibilities:**

(a) Each Officer shall exercise the duties and responsibilities required of a Member of the Board of Directors.

(b) Each Officer shall serve as a voting member of the Board of Directors exercising all responsibilities specified in the Bylaws and assigned by the Board.

(4) **Term of Office:**

(a) The President and President-Elect will serve for one year.

(b) The President-Elect shall succeed to the Office of President at the conclusion of the term of office of the President.

(c) The Secretary and Treasurer will serve for two years on a rotation basis.

(d) The term of office for each Officer shall commence January 1st each year and terminate on December 31st.

B. Directors:

(1) **Description:** There shall be two (2) voting Directors-at-Large.

(2) **Eligibility Requirements:**

(a) Directors-at-Large must be current Active Members of ENA and must have attended at least one (1) NYSCENA meeting in the last 12 months.

(b) Candidates should be active members of their respective chapters having participated in chapter activities in the last 12 months.

(3) **Responsibilities:**

Directors-at-Large shall exercise the responsibilities specified in the Bylaws for Members of the Board of Directors.

(4) **Term of Office:**

(a) Directors-at-Large shall serve for a two (2) year term of office on a rotating basis. The term of office shall commence on January 1st each year following the election and terminate on December 31st.

(b) Directors-at-Large 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.

C. Ex-Officio Member:

There shall be one (1) ex-officio member on the Board of Directors. The Immediate Past President shall serve as a voting member for one (1) term.

Section 3: Elections

A. Elections shall be held annually.

B. Nominations:

In accord with Procedures the Nominations Committee shall solicit and verify a slate of candidates.

C. Electoral Process:

(1) The electoral process shall be conducted in accord with Procedures:

(2) Officers and Directors-at-Large shall be elected by a majority vote of the chapter representatives and Board members present by ballot.

(3) Candidates receiving the highest number of votes for each position shall be declared elected.

(4) Tie Votes:

- (a) In the event of a tie vote for the any office/position, a run-off election will be conducted prior to the conclusion of the business meeting.**

Section 4: Vacancies

A. If the office of 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 or 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. A vacancy in the position of a director-at-large shall be filled by the individual who received the next highest number of votes in the previous election unless three months or less of the unexpired term remains. In which case, the position may remain vacant as approved by a majority vote by the Board of Directors.

F. In the event that the office of Past President is vacated, the previous Past President may assume the office of the Immediate Past President for a second term or the office may remain vacant as approved by a majority vote of the Board of Directors.

Section 5: Meetings

The NYSCENA Board of Directors shall meet either in person or by conference call on a quarterly basis or more frequently as circumstances warrant.

Section 6: Quorum

A majority of the voting members of the NYSCENA shall constitute a quorum for all meetings. All decisions of the Board of Directors require an affirmative vote of a majority of the Board of Directors.

Section 7: Removal

An elected member of the Board of Directors shall be removed in accordance with this paragraph if the Board Member fails to meet the eligibility requirements for election as outlined in Article VI Section 3 A(2) and Article VI Section B(2). An elected member of the Board of Directors may be removed for cause in accordance with this paragraph. Removal of any officer or director-at-large shall be by an affirmative two thirds (2/3) vote of the members of the NYSCENA voting. The results will be announced at a special meeting of the members. The Board of Directors may recommend removal of any officer/director-at-large to the members of the NYSCENA, provided the elected officer/director-at-large upon request was offered an opportunity to have an unprejudiced hearing at which the elected officer/director-at-large was permitted to defend against the termination. Cause shall be defined as any action which is determined by the Board of Directors to be detrimental to the best interests of the NYSCENA.

**ARTICLE V
FINANCE COMMITTEE**

Section 1: Description

- A. Oversees the financial planning and management of NYSCENA by ensuring that all fiscal aspects are in order.
B. Oversees the independence of NYSCENA audit functions and its compliance with legal and ethical standards.
C. Oversees investment of funds.
D. Makes fiscal recommendations to the Board.**

Section 2: Composition

A. Voting Members

The Finance Committee shall be composed of President, President Elect, Treasurer, and 2 members at large appointed by the President

ARTICLE VI COMMITTEES

Section 1: Description

NYSCENA shall have Committees appointed by the Board of Directors in sufficient numbers necessary to address NYSCENA objectives, professional practice, special interests, and National ENA programs.

ARTICLE VII PARLIAMENTARY PROCEDURES

The rules contained in *Robert's Rules of Order, Newly Revised, 10th 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 NYSCENA Board of Directors, or under the signature of 5 (five) Active Members.

Section 2:

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 30 (thirty) days prior to a State/Chapter meeting. Members will be notified of any amendments of these Bylaws to be considered for approval.

Section 3:

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

ARTICLE IX INDEMNIFICATION

NYSCENA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the New York 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 NYSCENA 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 National ENA.

ARTICLE XI LIMITATIONS

No part of the net earnings of NYSCENA shall inure to the benefit of any private individual. Further, no part of the income of NYSCENA 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. NYSCENA 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.

NYSCENA shall possess all powers which a corporation organized under the laws of the State of New York, 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, NYSCENA 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 NYSCENA shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify NYSCENA 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.