

1 **AMENDED BYLAWS**

2 **EMERGENCY NURSES ASSOCIATION, CALIFORNIA STATE COUNCIL**

3 A California Not-for-Profit Mutual Benefit Corporation

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5 **ARTICLE I**

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7 **NAME**

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9 The name of this corporation shall be the EMERGENCY NURSES ASSOCIATION,
10 CALIFORNIA STATE COUNCIL (Cal ENA), a Not-for-Profit Mutual Benefit Corporation
11 incorporated in the state of California
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13 **ARTICLE II**

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15 **PURPOSE**

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17 This corporation is affiliated with and chartered by the national Emergency Nurses
18 Association (National Association) to implement its philosophy, objectives, and
19 leadership on the State level as well as to coordinate the professional activities of
20 Chapters within the State in connection with the National Association, its General
21 Assembly and Board of Directors. The California State Council shall act in accordance
22 with the *Bylaws* and *Standard Procedures* established by the National Association.
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24 This corporation is not organized for the private gain of any person and is organized for
25 public purposes. No substantial part of the activities of this corporation shall consist of
26 carrying on propaganda, and the corporation shall not participate or intervene in any
27 political campaign (including the publishing or distribution of statements) on behalf of
28 any candidate for public office.
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30 This corporation is organized and operated exclusively for educational purposes within
31 the meaning of IRC Section 501(c)(3).
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33 **ARTICLE III**

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35 **OBJECTIVES**

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37 The objectives of the California State Council are:

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39 A. To promote and implement the philosophy and objectives of the National
40 Association on the State Level.
41 B. To provide leadership by identifying and addressing issues affecting emergency care
42 and emergency nursing practice on the State level.

- 43 C. To liaison with state professional organizations and agencies.
44 D. To monitor and participate as an expert resource in state legislative and regulatory
45 issues affecting emergency care, emergency nursing practice, and public healthcare
46 issues.
47 E. To develop, maintain and monitor a statewide emergency nursing network structure
48 to address professional issues.
49 F. To provide continuing education opportunities on the State level.
50 G. To promote injury prevention activities through the National Association Institute
51 for Quality, Safety, and Injury Prevention (IQSIP).
52 H. To implement all *Bylaws* and *Standard Procedures* on the State level.
53 I. To serve as a resource for Chapters within the State in accordance with *Bylaws* and
54 *Standard Procedures*.
55 J. To promote safe practice, safe care through education, networking and advocacy.

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ARTICLE IV

CHARTER

61 As a nationally chartered State Council, failure of the California State Council to adhere to the
62 *Bylaws* and *Standard Procedures* established by the National Association shall be cause for
63 suspension or revocation of the charter issued by the National Association. Such suspension or
64 revocation shall be in accordance with *Standard Procedures* established by the National
65 Association.

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ARTICLE V

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CHAPTERS AS MEMBERS

- 69 A. Each Chapter within the State of California, chartered by the National Association,
70 shall be a member in good standing of this corporation.
71 B. Membership as a Chapter shall be issued for no consideration.
72 C. A Chapter's membership in the corporation shall be suspended or terminated if its
73 charter issued by the National Association is suspended or revoked.
74 D. If grounds appear to exist for deactivation or suspension of a chapter as member the
75 process set forth in State Council *Standard Procedures: Chapter Activation and*
76 *Deactivation* shall be followed.
77 E. Chapters as members shall have all rights afforded members under California Not-
78 for-Profit Mutual Benefit Corporation Law.

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ARTICLE VI

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REPRESENTATIVES TO THE STATE COUNCIL

- 82 A. Each Chapter shall select one (1) representative and one (1) alternate
83 representative.
84 B. Representatives or their alternate must be present at a meeting and may not act by
85 proxy, written consent or written ballot.
86 C. Representatives to the State Council are responsible for the following:
87 1. To act as liaison between the Chapter and State Council.
88 2. To advise the Board of Directors of the corporation, as the official professional
89 policy-determining component of the corporation.
90 3. To approve amendments and/or revisions to State Council *Bylaws*.
91 4. To implement responsibilities identified in the State Council *Standard*
92 *Procedures*.

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ARTICLE VII

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OFFICERS

96 The Board of Directors is the official decision-making body of the organization.

- 97 A. The Officers of this corporation shall be President, President-Elect, Immediate Past
98 President, Secretary, Treasurer, Treasurer-Elect and Director-at-Large.
99 B. Officers shall have and maintain the following:
100 1. Current National Association membership; and
101 2. Current Professional nursing licensure in the State of California.
102 C. In addition to the responsibilities delineated below, officers of this corporation shall
103 exercise all the privileges and responsibilities as an officer of the State Council as
104 specified in the *Bylaws* and *Standard Procedures* of the National Association.
105 D. Duties and Responsibilities
106 1. President:
107 a. Serves as Chief Executive Officer of the corporation; serves as Chairman and
108 voting member of the Board of Directors.
109 b. Coordinates all State Council administrative activities.
110 c. Serves as official representative of the State Council.
111 d. Appoints with the Board of Directors' approval chairs and chairs-elect and
112 makes such other appointments as may be required with Board of Directors'
113 approval.
114 e. Serves as a delegate to the national General Assembly.
115 f. Appoints board liaisons to committees and chapters.
116 2. President-Elect:
117 a. Has served as a voting Board of Directors member within the last five (5)
118 years.
119 b. Serves as a voting member of the Board of Directors of the corporation.
120 c. Succeeds to the office of President and Chairman of the Board at the
121 expiration of the President's term.

- 122 d. Assists the President as needed in fulfilling the duties of that office.
123 e. In the absence or disability of the President, performs all duties of the
124 President. When so acting, the President-Elect shall have all powers of and
125 be subject to all restrictions of the President.
126 f. Serves as board liaison to committees and chapters as assigned.
- 127 3. Immediate Past President:
128 a. Serves as a voting member of the Board of Directors of the corporation.
129 b. Serves as historian for State Council activities in the absence of an appointed
130 historian.
131 c. Serves as Board liaison to committees and chapters as assigned.
- 132 4. Secretary:
133 a. Serves as a voting member of the Board of Directors of the corporation.
134 b. Maintains adequate and proper records of the State Council and the Board of
135 Directors of the corporation, including, but not limited to minutes of all
136 meetings and correspondence.
137 c. Provides notices and agendas of all meetings to all members of the
138 corporation.
139 d. Maintains current roster of all Board of Directors, committee chairs, chapter
140 presidents, chapter representatives, and appointees.
141 e. Serves as Board liaison to committee and chapters as assigned.
- 142 5. Treasurer:
143 a. Serves as voting member of the Board of Directors of the corporation.
144 b. Maintains corporate financial records in accordance with generally
145 accepted accounting procedures.
146 c. Presents a corporate budget proposal annually.
147 d. Maintains corporate banking accounts and disbursements.
148 e. Annually submits data for tax preparation.
149 f. Submits an audit of the financial records of the corporation at the Annual
150 Business meeting.
151 g. Works with the Treasurer-Elect to ensure a smooth transition of office by
152 the end of the elected term.
153 h. Serves as Board liaison to committees and chapters as assigned.
- 154 6. Treasurer-Elect:
155 a. Serves as a voting member of the Board of Directors of the corporation.
156 b. Assists the Treasurer to maintain corporate financial records in
157 accordance with generally accepted accounting procedures.
158 c. Completes an internal audit prior to assuming responsibility for corporate
159 financial records.
160 d. Serves as a Board liaison to committees and chapters as assigned.
- 161 7. Director-at-Large:
162 a. Serves as a voting member of the Board of Directors of the corporation.
163 b. Coordinates meeting arrangements for State Council meeting and
164 functions.
165 c. Serves as Board liaison to committee and chapters as assigned.

- 166 E. Term of Office
167 1. The President and President-Elect shall serve for a term of one (1) year or until
168 their successors are elected. The term of office shall begin January 1st and end
169 December 31st.
170 2. The Secretary and the Director-at-Large shall serve a term of one (1) year or
171 until their successors are elected. The term of office shall begin January 1st and
172 end December 31st.
173 3. The Treasurer and Treasurer-Elect shall serve for a term of one (1) year or until
174 their successors are elected. The term of office shall begin January 1st and end
175 December 31st.

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ARTICLE VIII

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MEETINGS, QUORUM AND VOTING

179 Member meetings of the corporation shall be called State Council meetings.

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A. Meetings

- 181 1. The State Council shall meet at least twice a year. The date, time and place is
182 to be determined by the Board of Directors and will be announced to the
183 membership not less than thirty (30) days prior to the meeting.
184 2. The meeting held prior to the National Association's Annual Meeting shall be
185 known as the Annual Business Meeting of the State Council.
186 3. The State Council shall conduct at least one (1) educational event per year.
187 4. A special meeting of the State Council may be called upon the written and/or
188 email request of:
189 a. The Board of Directors
190 b. The President; or
191 c. At least two (2) Chapters as members.

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B. Quorum

- 193 1. A simple majority of the Chapter Representatives shall constitute a quorum at
194 any State Council Meeting.
195 2. If a quorum is present, the affirmative vote of a majority of the voting power in
196 attendance at the meeting shall be the act of the Chapters as member, unless
197 the vote of a greater number is required by these *Bylaws*.
198 3. The Chapter Representatives present at a duly called or held meeting at which
199 a quorum is present may continue to transact business until adjournment,
200 notwithstanding the withdrawal of enough chapter representatives to leave
201 less than a quorum, if any action taken is approved by at least a majority of the
202 chapter representatives required to constitute a quorum.

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C. Voting

- 204 1. Each Chapter as a member shall be entitled to one (1) vote on each matter
205 submitted to a vote of the members.

- 206 2. When called upon to vote on (a) the dissolution or merger of the corporation,
207 or (b) the disposition of all or substantially all of the corporate assets, each
208 Chapter as a member shall be entitled to one vote.
209 3. Except for the election of Directors as described in Article IX, Section B, voting
210 may only be in person and may not occur by proxy, written consent, or written
211 ballot.

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ARTICLE IX

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BOARD OF DIRECTORS

- 215 A. The Board of Directors of this corporation shall consist of seven (7) voting members.
216 This shall include the: President, President-Elect, Immediate Past President,
217 Secretary, Treasurer, Treasurer-Elect, and Director-at-Large.
218 B. The Executive Committee shall be composed of the President, President-Elect,
219 Treasurer and Secretary as voting members and shall assist the Board of Directors in
220 managing time-sensitive issues between official Board of Directors meetings and
221 may exercise the full power and authority of the full Board of Directors in the
222 oversight and the management of the business and affairs of the corporation.
223 C. Election
224 All Directors shall be elected in accordance with *Standard Procedures*. Each such
225 Director, including a Director elected or appointed to fill a vacancy, shall hold office
226 until expiration of the term for which elected and/or until a successor has been
227 elected.
228 D. Subject to the provisions and limitations of California Not-for-Profit Mutual Benefit
229 Corporation Law and any other applicable laws, and subject to any limitations in the
230 Articles of Incorporation and *Bylaws* regarding actions that require approval of the
231 members, the corporation's activities and affairs shall be managed and all corporate
232 powers shall be exercised by or under the Board's direction.
233 E. Meetings
234 1. Meetings of the Board of Directors may be called by the President of the
235 corporation who serves as Chairman of the Board, or by any two (2) Directors
236 of the corporation.
237 2. Regular meetings of the Board may be held without notice if the time and
238 place of such meeting are fixed by the Board.
239 3. Special meetings of the Board shall be held upon four (4) days' notice by First
240 Class mail or forty-eight (48) hours' notice if delivered personally or by
241 telephone, facsimile or electronic mail.
242 4. Members of the Board may participate in a meeting through use of conference
243 telephone or similar communications equipment, so long as all members
244 participating in such meeting as described in this section constitutes presence
245 in person.
246 F. Quorum

- 247 1. A majority of the number of Directors authorized in the Article constitutes a
248 quorum for the transaction of business, except to adjourn.
249 2. Every action taken or decision made by the majority of the Directors present at
250 a duly held meeting at which a quorum is present shall be the act of the Board,
251 subject to the more stringent provisions of California Not-for-Profit Mutual
252 Benefit Corporation Law.
253 3. A meeting at which a quorum is initially present may continue to transact
254 business notwithstanding the withdrawal of Directors, if any action taken or
255 decisions made is approved by at least a majority of the required quorum for
256 that meeting.

257 G. Vacancy on the Board

- 258 1. A vacancy or vacancies on the Board shall exist on the occurrence of the
259 following:
260 a. The death or resignation of any Director.
261 b. A Director declared of unsound mind by a final court order or convicted
262 of a felony or has been found by a final order of judgment of any court
263 to have breached a duty arising under Section 7238 of the California
264 Corporation Code.
265 c. The increase of the authorized number of Directors.
266 d. The failure of the membership to elect the number of Directors required
267 to be elected.
- 268 2. Removing a Director from Office
269 a. Shall consist of a vote of the membership.
270 b. Prior to such vote, the President shall be advised of any issues or
271 concerns leading to the removal of a Director.
272 c. A letter addressing these concerns will be communicated to the Director
273 in question by the President either by First Class Mail and/or electronic
274 mail. If the said Director is the President, the letter will be sent by the
275 Immediate Past President.
276 d. If said Director does not comply with a written or verbal response to
277 correct the issues or concerns voiced, the next action will be a member
278 vote.
- 279 3. Any Director may resign by giving written notice to the Chairperson or the
280 Secretary of the Board. The resignation shall be effective when given unless
281 the notice specifies a later date. The resignation shall be effective regardless of
282 whether it is accepted by the corporation.
- 283 4. In case of vacancy in the office of the President, the President-Elect shall
284 succeed to the office of President for the remainder of the unexpired term.
- 285 5. In case of vacancy in the office of President-Elect, the Board of Directors shall
286 fill the unexpired term by appointment with approval of the State Council. That
287 person so appointed shall not automatically succeed to the office of President.
288 The office of President for the ensuing term shall be filled at the next regular
289 election.

- 290 6. In case of vacancy in the office of Treasurer, the Treasurer-Elect shall succeed
291 to the office of Treasurer for the remainder of the unexpired term as
292 Treasurer.
- 293 7. In the case of vacancy in the office of Treasurer-Elect the Board of Directors
294 shall fill the unexpired term by appointment with approval of the State Council.
295 That person so appointed shall not automatically succeed to the office of
296 Treasurer. The office of Treasurer for the ensuing term shall be filled at the
297 next regular election.
- 298 8. Vacancies on the Board may be filled by a vote of the majority of the Directors
299 in office, whether or not less than a quorum, or by a sole remaining Director.
300 Such action shall be subject to the approval of a majority of the Chapters as
301 members.
- 302 9. The Chapters as members with a majority vote may fill any vacancy or
303 vacancies not filled by the Directors.
- 304 10. A reduction of the authorized number of Directors shall not affect the removal
305 of any Director before that Directors term of office expires.
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307 **ARTICLE X**

308 **DELEGATES TO THE NATIONAL ASSOCIATION GENERAL ASSEMBLY**

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- 311 A. The method for selecting delegates from California shall be designated as defined in
312 State Council *Standard Procedures*.
- 313 B. The term of office of a delegate to the General Assembly shall be for the duration of
314 the General Assembly and/or until all obligations as a delegate have been met.
- 315 C. Delegates must be present at the meeting of the General Assembly and may not act
316 by proxy, written consent or written ballot.

317 **ARTICLE XI**

318 **COMMITTEES**

- 319 A. Standing and special committees may be appointed by the Board, as circumstances
320 warrant.
- 321 B. The President or another Board member shall serve as an ex-officio member of each
322 committee.
- 323 C. All committees shall assume duties and shall have such powers as assigned by the
324 Board.
- 325 D. The size of each committee may be determined by the Board and in accordance with
326 *Standard Procedures*.
- 327 E. The President shall, with Board approval, appoint committee chairs and chairs-elect.

328 **ARTICLE XII**

329 **CHAPTERS**

- 330 A. Chapters within the State of California are chartered affiliates of the National
331 Association to advance the profession of emergency nursing.
332 B. Each Chapter is composed of individual National Association members. Each Chapter
333 shall consist of no less than five (5) National Association members.
334 C. Chapter representation on the State Council shall be determined in such manner as
335 provided in these *Bylaws* and *Standard Procedures* and the *Bylaws* and *Procedures*
336 of the National Association.
337 D. The structure, functions, and powers of the Chapters shall be consistent with the
338 *Bylaws* and *Procedures* of the National Association.

339 **ARTICLE XIII**

340 **OFFICIAL PUBLICATION**

- 341 A. This corporation shall have an official publication. The Board of Directors shall
342 ensure compliance with the National Association's requirement for an official
343 publication.

344 **ARTICLE XIV**

345 **IDEMNIFICATION**

- 346 A. This corporation shall indemnify all Directors, Officers, agents and employees for
347 expenses incurred with the defense or settlement of any claim against such person
348 by adjudication shall establish that such claim arose or resulted from any dishonest,
349 fraudulent, criminal malicious or knowingly wrongful act, error or omission of such
350 person, as described in Section 7237 of the California Corporation Code.

351 **ARTICLE XV**

352 **PARLIAMENTARY AUTHORITY**

- 353 A. These *Bylaws*, the current edition of *Robert's Rules of Order*, Standing Rules and any
354 Special Rules of Order adopted by the corporation shall govern all meetings of the
355 State Council provided they are not in conflict with the *Bylaws* and *Procedures*
356 established by the National Association.

357 **ARTICLE XVI**

358 **DISSOLUTION**

- 359 A. In the event of dissolution of the State Council, the net assets of the Corporation
360 shall revert to the National Association after all liabilities and obligations shall be
361 paid, satisfied and discharged or adequate provisions shall be made therefore. The
362 process of dissolution shall conform with California Not-for-Profit Mutual Benefit
363 Corporation Law.

364 **ARTICLE XVII**

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AMENDMENTS

- A. The Board of Directors of this corporation may amend the Articles or *Bylaws* with the approval of the Chapter Representatives, according to *Standard Procedures*. Proposed amendments will be submitted to the Chapters as members sixty (60) days prior to the Annual Business meeting. Amendments will be voted on at the Annual Business meeting requiring a two-thirds vote by the Chapter Representatives.
- B. Any amendment to the National Association *Bylaws* and *Procedures* having direct application to these *Bylaws* shall take precedence over any State Council Bylaw provision and/or procedure and amendment thereto shall automatically take effect as long as the amendment is not in conflict with California Not-for-Profit Mutual Benefit Corporation Law.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify,

That I am the duly elected and qualified Secretary of the EMERGENCY NURSES ASSOCIATION, CALIFORNINA STATE COUNCIL, a California Not-for-Profit Mutual Benefit Corporation, and that the foregoing Bylaws, consisting of eleven (11) pages, including signature page, constitute the amended Bylaws of said corporation as adopted August 14, 2015.

Signed:

Susan Smith, 2015 State Council President
for Clones Garcia, 2015 Secretary
Secretary of the Corporation

Date: 12-7-2015