

ARTICLE 1 ORGANIZATION

The name of this organization shall be the Louisiana (LA) Council of the Emergency Nurses Association (ENA), hereinafter known as the State Council, a not-for-profit corporation incorporated in the State of Louisiana.

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.

ARTICLE II MISSION

The State Council is a professional member organization recognized nationally for promoting excellence in emergency nursing through leadership, research, education and advocacy.

ARTICLE III MISSION OBJECTIVES

The State Council exists:

- A. To develop, disseminate and evaluate emergency nursing education and to promote the specialty of emergency nursing.
- B. To promote the interests of the State Council and ENA members and to improve the professional environment of the emergency nurse through education and public awareness.
- C. To promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
- D. To actively collaborate with other health related organizations to improve emergency care.
- E. To be the primary resource for emergency nursing leadership, education and research.
- F. To define standards that serve as a basis for emergency nursing practice.
- G. To develop, disseminate and evaluate emergency nursing education and research.

- H. To encourage interaction and mentorship among emergency nurses.
- I. To identify and disseminate information on key trends affecting and pertinent to emergency nursing.
- J. To serve as an advocate for the public regarding emergency care.

ARTICLE IV MEMBERSHIP

Section 2: Classifications

Active Member:

Professional Registered Nurses, whose membership association is listed as Louisiana and whose dues are current.

Affiliate Member:

An individual who is not a Registered Nurse and supports the missions and objectives of the State Council and ENA whose dues are current.

Honorary Member:

Awarded to an individual as determined by the State Council President and the State Council Board of Directors.

Student Member:

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

Section 3: Privileges

Active Member(s):

State Council Members: When a Professional Registered Nurse joins the State Council, he/she shall have the right to vote, hold elected office and serve on committees.

Affiliate Member(s):

Affiliate Members shall have the rights and privileges of State Council and ENA membership, except the right to vote and to hold elected office.

Honorary Member(s):

Honorary Members shall have the rights and privileges of State Council and ENA membership, except the right to vote and to hold elected office.

Student Member(s):

Student Members shall have the rights and privileges of State Council and ENA membership, except the right to vote and hold elected office.

Section 4: Responsibilities of Membership

Each member has the responsibility to support the purpose, mission objectives, and positions of the State Council and ENA.

Section 5: Termination of Membership

- A. State Council members may have their membership terminated by a two-thirds (2/3) vote of the Board of Directors for failure to adhere to the relevant State Council or ENA 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 LA State Council shall receive an annual allocation for each dues paying member within the State.
- B. A surcharge may be added to the ENA dues at the request of the State Council Board of Directors.
- C. Members' dues must be currently maintained or termination of membership will result.
- D. There shall be no dues for Honorary Membership.
- E. The fiscal year shall be January 1 through December 31.

**ARTICLE V
CONSTITUENT DIVISIONS**

Section 1: Levels of Organization

- A. The State Council is an integral component of the National ENA. The State Council is separately incorporated in Louisiana in accord with the Bylaws and Procedures of the National ENA.

- B. The State Council serves at the State Level for ENA and as such, is considered a 2-tiered State.
 - a. The state Council shall have two (2) levels of organization:
 - i. State Council.
 - ii. Special Interest Groups (SIG).
- C. The Special Interest Groups are an optional component of the State Council.
 - a. The State Council Board of Directors shall acknowledge all Special Interest Groups.
 - b. All Special Interest Groups (SIGs) shall abide by the Mission and Mission Objectives of the State Council.
 - i. (3). SIGs shall observe the following guidelines:
 - ii. Set regular meeting times
 - iii. Identify a leader.
 - iv. Establish a network to involve local or interested members.
 - v. Determine fund raising possibilities.
 - vi. Submit written reports of activity to the Board of Directors annually.
 - vii. Serve as a resource for the state Council Annual Conference.

Section 2: Activities

- A. The State Council shall encompass all activities of the members, committees, optional SIGs, and the Board of Directors in the State of LA.
 - a. Charter: The State Council shall be chartered by ENA in accord with procedures and shall actively support the Mission and Mission Objectives of the ENA.
 - b. Objectives: The State Council shall function within the framework of ENA to coordinate and to implement ENA activities within the State of LA.
 - c. Composition: The State Council is composed of all Emergency Nursing Association members whose membership is listed as Louisiana.
 - d. Responsibility:
 - i. The State Council has the responsibility to monitor and to address professional issues related to emergency care.
 - ii. The State Council is an integral component of ENA and shall act in accord with Bylaws and Procedures.
 - iii. The State Council shall serve as a resource for emergency nursing within the State of LA.

- e. General Assembly Delegation: The Nominations Committee shall coordinate the State of Louisiana delegation to the National ENA General Assembly in accord with Procedures.
- f. (6) Suspension or Revocation of Charter: The State Council charter may be suspended or revoked by the National ENA Board of Directors.

ARTICLE VI GENERAL ASSEMBLY

Section 1: Description

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

Section 2: Additional Powers and Responsibilities

- A. To approve, revise, or amend these bylaws
- B. To elect the Board of Directors and President -elect of the State Council on an annual basis.

Section 3: Composition

- A. The General Assembly shall be composed of all members of the State Council.

Section 4: Meetings

- A. Annual Meeting:
 - a. The regular business meeting of the State Council General Assembly shall be held annually. The State Council usually holds the General Assembly in conjunction with the annual Education Conference but this is not mandatory and may change at the discretion of the Board of Directors.
 - b. A formal notice of the Meeting shall be published in official State Council printed and electronic publications.
 - c. In the event of a General Assembly being cancelled due to lack of quorum, the Secretary of the Board of Directors will notify the membership of a new meeting date not more than 60 days from the original date of the cancelled meeting.
- B. Special Meetings:
 - a. Other Meetings shall be summoned by two-thirds (2/3) vote of the Board of Directors as circumstances warrant and shall be designated as Special Meetings of the General Assembly.

- b. State Council members shall be given at least thirty (30) days advance notice of any Special Meeting of the General Assembly.
- 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 Board of Directors, and any number of State Council members.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1: Description

The Board of Directors shall be the State Council's official governing body responsible for the management of the affairs of the State Council.

Section 2: Composition

The Board of Directors shall be composed of twenty (20) voting members; 4 officers and 16 Directors-at-large.

A. Officers:

- a. There shall be four (4) voting Officers: President, President-Elect, Secretary and Treasurer. All officers also serve as Board members.

B. Eligibility Requirements:

- a. Each Officer must be a current Active Member of State Council and must have been an Active Member for two (2) consecutive years prior to election.
- b. Each candidate for President-Elect and Secretary/Treasurer must currently serve as a voting member of the Board of Directors.
- c. The President-elect is voted by the State Council. The Secretary and Treasurer are voted by the Board of Directors.

C. 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 Executive Committee exercising all responsibilities specified in the Bylaws and assigned by the Board of Directors.
- c. State Council President: Shall serve as President of the State Council; preside at all meetings of the Board and General Assembly. The President shall oversee the orders and resolutions of the Board being implemented. The President shall sign all mortgages, deeds, leases and other written documents as approved by the Board and submit the annual State Council Report to National ENA as indicated.
- d. State Council President-elect: Acts as Parliamentarian and Chair of Bylaws Committee and succeeds to the office of President at the end of the term. In the event the office of President becomes vacant, the President-elect shall serve as President for the remainder of the unexpired term and the term for which elected. The President-elect is automatically elected to a three-year term on the Board: the year of President-elect, the year as President, and the year as Immediate Past President.
- e. State Council Secretary: Performs general secretarial duties and produces State Council business meeting minutes, including the General Assembly and the Executive Board meetings.
- f. State Council Treasurer: Presents the State Council annual budget at the first meeting of the year. Submits a State Council Annual Financial Report as well as Financial Report updates at each meeting. Maintains State Council Financial records in accord with generally accepted accounting procedures. Maintains the State Council banking accounts and disbursement thereof. Maintains an Employer Identification Number for tax purposes and to complete and file Form 990 or 990T or other applicable income tax form as indicated with the Internal Revenue Service. Submits all financial reports to the National ENA as indicated. The Treasurer shall provide for a means of transferring of State Council records at the end of the Term of Office.

D. Term of Office:

- a. The term of office for President, President-Elect, Secretary and Treasurer is one year and shall commence January 1 each year and terminate on December 31.

- b. The Secretary and Treasurer are elected to office by the new Board of Directors at the Board Meeting associated with the Annual General Assembly where the new Board members are announced.
- c. The President-Elect shall automatically succeed to the Office of President for the immediately following term.

E. Directors:

- a. Description: In addition to the four officers, there shall be sixteen (16) voting Directors-at-large.
- b. Eligibility Requirements: Directors must be current Active State Council Members and must have been Active Members for one (1) year prior to election.
- c. Responsibilities:
Directors shall exercise the responsibilities specified in the Bylaws for Members of the Board of Directors as in Article VII Section 2.
- d. Term of Office:
 - a. Directors shall serve for a two (2) year term of office on a rotating basis. The term of office shall commence on January 1 each year following the election and terminate on December 31.
 - b. Directors 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. The Immediate Past President shall serve as a voting member for one (1) year.

Section 3: Elections

- A.** Elections shall be held annually. Results shall be announced at the Annual General Assembly meeting, but no later than November 10. If the Annual General Assembly is to be held beyond this date, announcement of election results shall be made in one or both of the Official Publications of the State Council and the newly elected shall be notified by telephone, electronically, or in writing.
- B.** The Nominations Committee shall be responsible for the nominations and elections process.
- C.** Electoral Process:
 - (1) All active State Council Members shall have the opportunity to elect the President-elect and Board of Directors by ballot.

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

(3) Tie Votes:

- a. In the event of a tie vote for the position of President-Elect, there shall be a second balloting of State Council Membership. This can be electronic.
- b. In the event of a tie vote for the Director positions, lots shall be drawn.

Section 4: Vacancies

- A. If the office of President becomes vacant, the President-Elect: shall succeed to the office of President for the unexpired term, and shall subsequently serve the one (1) year term of office of President to which elected.
- B. In the event that the office of President and President-Elect are vacated during the same year: the Board of Directors shall appoint an acting President to serve until the next election and the positions of President and President-elect shall be voted at the next election.
- C. 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.
- D. A vacancy in the position of a Director 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 entire Board of Directors. Once the pool of applicants is depleted, the Board of Directors may elect a replacement by majority vote.
- E. If there is a vacancy in the office of the President, the Immediate Past President may remain as Immediate Past President for a second year or the office may remain vacant.
- F. If there is a vacancy in the office of President-elect, the Board of Directors is charged with the responsibility of deciding whether to elect someone to the office or to hold a general election of the State Council.

Section 5: Meetings

The Board of Directors shall meet either in person or by conference call no less than quarterly, more frequently if circumstances warrant.

Section 6: Quorum

A majority of the voting members of the Board of Directors 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 VII, Section 3, A (2) and Article VII Section 3 B (2). An elected member of the Board of Directors may be removed for cause in accordance with this paragraph. Removal of any Director shall be by an affirmative two thirds (2/3) vote of the Board of Directors, either in person or by electronic or printed means. The results will be announced to State Council Members by one of the official means of communication. The Director, upon request, will be offered an opportunity to have an unprejudiced hearing at which the Director will be permitted to defend against the termination. Cause shall be defined as any action that is determined by the Board of Directors to be detrimental to the best interests of the State Council and ENA. A Board Member will be considered to have resigned, in the event that such member shall have unexcused absences, or be absent without prior notification, from two (2) consecutive Board meetings.

Section 8: Compensation

No Officer or Director shall receive compensation for any service rendered to the State Council. Any Director or Officer may be reimbursed for actual expenses incurred in the performance of Board duties.

ARTICLE VIII EXECUTIVE COMMITTEE

Section 1: Description

- A.** The Executive Committee shall assist the Board in managing the State Council on issues that are time sensitive between official Board meetings and, in those urgent instances, will have and may exercise all of the powers of the Board in the oversight of the management of the business and affairs of the State Council.
- B.** The Executive Committee assists the President in setting priorities for the Board. Actions of the Executive Committee will be communicated to the Board of Directors.
- C.** The Executive Committee shall lead the Board of Directors in Strategic initiatives.
- D.** The Executive Committee oversees the financial planning and management of ENA by ensuring that all fiscal aspects are in order. The fiscal year shall be January 1 to December 31.

- E. The Executive Committee oversees the independence of State Council's audit functions and its compliance with legal and ethical standards.
- F. The Executive Committee oversees investment of funds.
- G. The Executive Committee makes fiscal recommendations to the Board.
- H. The Executive Committee meets in November or December of the year preceding its term to set a strategic plan and develop a budget (with the information submitted by Committee chairs) for the new fiscal year.

Section 2: Composition

The Executive Committee shall be composed of the President, the President-Elect, Secretary and Treasurer as voting members.

ARTICLE IX COMMITTEES

Section 1: Description

The State Council shall have Committees appointed by the Board of Directors in sufficient numbers necessary to address Articles II and III, Mission and Mission Objectives, and positions of State Council and ENA.

Section 2: Standing Committees

The State Council shall have two standing committees: Nominations and Resolutions and Bylaws. All Committee elections are held at the Board meeting held in conjunction with Annual General Assembly.

Other committees such as Legislative, Injury Prevention and ENCARE, Trauma/Forensics, Pediatrics, and Education shall exist as outlined in the Standard Operating Procedures Manual for State Council. The Chairs shall be elected by the State Council. Ad Hoc Committees will be appointed by the Board as needed.

Nominations Committee

- A. The Nominations Committee shall solicit, review, and present a qualified slate of candidates for each position in the election of Officers and Directors. The slate will be presented in the official State Council electronic and/or printed publication. The Nominations Committee shall solicit, review, and present a qualified slate of Delegates to represent Louisiana at the National General Assembly.

- B. Composition:** There shall be at least five (5) voting members on the Nominations Committee:
- a. The members will provide representation from across the state.
 - b. The Board of Directors, from the slate self-presenting, will appoint the Committee.
 - c. The Chair position will be filled by a majority vote of the Board of Directors.

Resolutions Committee

- A.** The Resolutions Committee shall solicit, review, and present resolutions and proposed bylaws amendments to the General Assembly.
- B.** The Committee will be appointed by the Board of Directors. The President Elect shall serve as the committee chairperson.
- C.** The Board of Directors reviews proposed bylaws amendments and resolutions for compatibility with State Council and ENA's purpose, mission, values, objectives, federal and state laws and fiscal viability.

ARTICLE X OFFICIAL PUBLICATION

The official publication which shall reflect the purpose, mission objectives and positions of State Council and ENA shall be the *Louisiana Lifesavers*. The official electronic publication of State Council shall be www.louisianaena.com. Use of either media shall constitute member notification for any State Council business.

ARTICLE XI PARLIAMENTARY PROCEDURES

The rules contained in the most recent edition of *Robert's Rules of Order*, shall govern State Council in all cases to which they are applicable and in which they are not inconsistent with the Bylaws. The President-elect shall serve as parliamentarian.

ARTICLE XII AMENDMENTS

Section 1:

Amendments to the Bylaws may be proposed by the Board Members of the State Council, the Bylaws and Resolution Committee, or under the signature of five (5) State Council Active Members.

Section 2:

Amendments must be submitted to the Board of Directors at least ninety (90) days prior to the General Assembly.

Section 3:

Amendments which support the purpose, mission objectives and positions of State Council and ENA, as well Federal and State Laws will be submitted to the membership at least forty-five (45) days prior to the General Assembly. Publication of the amendments in one of the State Council electronic or printed publications 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 vote of the State Council.

Section 5:

Any amendment to the National ENA Bylaws and Procedures having application to State Council Bylaws and Procedures shall automatically take effect.

**ARTICLE XIII
INDEMNIFICATION**

The State Council shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by 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 the State Council, or who is or was serving at the request of the State Council 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. The indemnification is as arranged by the National ENA.

**ARTICLE XIV
DISSOLUTION**

In the event of dissolution of State Council, 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 XIV, all remaining assets shall be distributed to ENA, or an organization or organizations organized and operated exclusively for charitable, educational, scholastic or scientific purposes as shall at the time qualify as tax exempt under Sections 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any subsequent law Of the United States of America

ARTICLE XV LIMITATIONS

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

State Council shall possess all powers which a corporation organized as a 501(c)(3), in Louisiana shall possess, including all powers which are not in conflict with the purposes for which State Council is organized. In any event, State Council 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 State Council shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify State Council 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.

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