

ENA Colorado State Council Bylaws
November 13th, 2009

**ARTICLE I
NAME**

The name of this organization shall be the Colorado State Council of the Emergency Nurses Association (COENA), a not for profit organization incorporated in the State of Colorado.

**ARTICLE II
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 III
OBJECTIVES**

- A. To promote and to implement the philosophy and objectives of ENA on the State level.
- B. To identify and address issues affecting emergency nursing and emergency care.
- C. To work collaboratively with other health related professional organizations and agencies toward the improvement of emergency nursing and emergency care.
- D. To monitor state legislative issues affecting emergency nursing practice and emergency care.
- E. To provide a networking structure to address professional emergency nursing issues.
- F. To provide continuing education opportunities on the State level.

**ARTICLE IV
CHARTER**

- A. A formal charter certificate is issued by ENA allowing the Colorado State Council to function as an affiliate of ENA at the State level.
- B. Failure of the Colorado State Council to adhere to the *Bylaws* and *Procedures* established by ENA shall be cause for suspension or revocation of charter. Such suspension or revocation shall be in accord with procedures established by ENA.

**ARTICLE V
MEMBERSHIP**

Section 1. Composition

Members of the Colorado State Council shall be national members of ENA who reside in the State of Colorado, or who have formally been granted affiliation with the Colorado State Council by ENA.

Section 2: Meetings

- A. The Colorado State Council shall meet at least twice annually. Meetings shall be called by the President.
- B. The business meeting held prior to the annual ENA General Assembly shall be known as the Annual Meeting, and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- C. The Colorado State Council shall conduct at least one (1) educational meeting per year.

ARTICLE VI DELEGATES TO THE ENA GENERAL ASSEMBLY

- A. The number and qualifications for delegates to the ENA's General Assembly shall be determined by the *Bylaws* and *Procedures* of ENA.
- B. The Colorado State Council shall use the point system for delegate selection to the ENA General Assembly. In the event of ties in points, those delegates will be chosen by drawing.

ARTICLE VII BOARD OF DIRECTORS

Section 1: Description

The Board of Directors shall be the official management policy determining component of the Colorado State Council.

Section 2: Responsibilities

- A. To perform all duties entrusted to Directors of a corporation.
- B. To develop and to abide by the *Bylaws* and *Procedures* of the Colorado State Council and ENA.
- C. To debate and determine policy regarding the management of the affairs of the State Council
- D. To supervise and direct the business and financial affairs of the State Council.

Section 3: Composition

The Board of Directors shall be composed of five (5) voting members.

A. Officers:

1. Description:

There shall be five (5) voting Officers: Immediate Past President, President, President-Elect, Secretary and Treasurer. Members at Large will be elected as needed to maintain (5) five voting members.

2. Eligibility Requirements:

- (a) Each Officer or Member at Large must be a current member of the ENA Colorado State Council. Prior to being placed on the ballot, nominees must provide proof of membership valid through the end of the office they seek.
- (b) Each Officer or Member at Large must have current professional nurse licensure.
- (c) Each Officer or Member at Large must reside within Colorado
- (d) Each officer, member at large and committee chair must review, sign, and submit a copy of the Colorado State Council Conflict of Interest Policy prior to the selection process.

3. Responsibilities:

- (a) Each Officer or Member at Large shall exercise the duties and responsibilities required of a member of the Board of Directors.
- (b) Each Officer or Member at Large 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) In addition to those responsibilities delineated in these bylaws, officers shall exercise all the privileges and responsibilities as an officer of the State Council as specified in the ENA *Bylaws* and *Procedures*.
 - 1) President:
 - a) To serve as the Chief Elected Officer of the State Council.
 - b) To coordinate all State Council administrative activities.
 - c) To appoint committee chairpersons and members with Board approval, as circumstances warrant.
 - 2) President-Elect:
 - a) To perform any duties assigned by the President for the State Council.
 - b) 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 the term for which s/he was elected.
 - 3) Treasurer:
 - a) To maintain State Council financial records in accord with generally accepted accounting procedures.
 - b) To present a State Council budget proposal annually.
 - c) To maintain State Council banking accounts and disbursements thereof.
 - d) To submit an Annual Report to the Colorado Department of Revenue prior to the due date, maintain articles of incorporation, and 501c3 paperwork.
 - 4) Secretary
 - a) To perform those duties as outlined in Parliamentary Procedures and Common Law.
 - b) To produce the Board of Directors and the Colorado State

Council business meeting minutes, and distribution thereof.

- 5) Immediate Past President:
 - a) To perform any duties assigned by the President for the State Council.
 - b) Serve as chairperson to the Nominations Committee.
 - 6) Member at Large
 - a) To attend the general membership meetings.
 - b) To participate in at least one state committee.
 - c) To assist with implementation of the annual strategic plan.
 - 7) Treasurer Elect
 - a) To learn the role of the Treasurer and the processes involved with maintaining Colorado ENA State Council finances.
 - b) To succeed to the office of Treasurer at the expiration of the Treasurer's term. In the event the position of Treasurer becomes vacant, the Treasurer-Elect shall serve for the unexpired term and the term for which s/he was elected.
 - c) The treasurer elect position is a non voting position. In the event that there are vacant Board positions, the treasurer elect will also fill a Member at Large position.
4. Term of Office:
- (a) Each officer will serve for a term of one year or until their successor is elected. The term of office for each Officer shall commence on January 1 and end on December 31.
 - (b) The President-Elect shall succeed to the Office of President at the conclusion of the term of office of the President.
 - (c) No individual shall serve more than two consecutive terms as Treasurer.
 - i) In the absence of a candidate running for the position of treasurer, the incumbent treasurer may run for an additional one year term as approved by a majority vote of the board of directors.
 - ii) In the event that a candidate is unopposed, the current Treasurer may run as an opponent.
 - (d) Members at Large will serve for a period of one year or until the vacant office position is filled.

Section 4: Elections

- A. Elections for Officers shall be held annually prior to the annual ENA General Assembly.
 - 1) Manual ballots will be mailed if requested and must be return postmarked 7 days prior to the election.
 - 3) Ballots may be turned in at the annual meeting prior to the start of the

meeting.

B. Electoral Process:

1. All Members of the Colorado State Council shall elect Officers via ballot prior to the annual ENA General Assembly.
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 Officers, there shall be a second balloting of Colorado State Council membership at the business meeting designated for voting.
4. Members At Large
 - (a) Member at Large positions will be included in the annual call for nominations. In the event there are less than 5 individuals running for the board of directors, nominated Members at Large will be included on the ballot. Those with the highest number of votes will be selected based on the number of vacant board positions.

Section 5: 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/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. In the event there is a vacancy in the Member At Large position
 - 1) The Board of Directors shall appoint a member to this position.

Section 6: Meetings

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

Section 7: 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 Members.

Section 8: 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). 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 members of the Colorado State Council voting, either in person or by mail. The results will be announced at a special meeting of the members of the Colorado State Council. The Board of Directors of the Association may recommend removal of a Director to the members of the Colorado State Council, provided the elected Director upon request was offered an opportunity to have an unprejudiced hearing at which the elected Director 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 Colorado State Council.

**ARTICLE VIII
COMMITTEES**

- A. The State Council shall have committees in sufficient numbers necessary to address State Council objectives, professional practice, special interests and programs.
- B. All committees shall be appointed by the President and approved by the Board of Directors.
- C. The President or another Board member shall serve as an ex-officio member of each committee except the Nominations Committee. The immediate past president shall serve as chairperson of the committee and as the Board of Directors' liaison to the committee.
- D. All committees shall assume duties and shall have such powers as assigned by the President and ratified by the Board of Directors.
- E. The President shall appoint committee chairs and chairs-elect with ratification by the Board of Directors.

**ARTICLE IX
LIMITATIONS**

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

Colorado State Council shall possess all powers that a corporation organized as a not for profit corporation possesses, including all powers that are not in conflict with the purposes for which Colorado State Council is organized. In any event, Colorado State Council shall not engage in

any activity that would disqualify it from being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, or any subsequent law of the United States of America.

Anything herein contained to the contrary notwithstanding, no assets of Colorado State Council shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify Colorado State Council from being exempt from taxation under Section 501(c)(3) of the Internal Revenue Code, as amended, or any subsequent law of the United States of America.

ARTICLE X INDEMNIFICATION

The Association shall indemnify all Officers for expenses incurred with the defense or settlement of any claim against such person by reason of service as an Officer, unless 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 PROCEDURES

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

ARTICLE XII DISSOLUTION

In the event of dissolution of the State Council, the net assets of the corporation shall revert to ENA after all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

ARTICLE XIII AMENDMENTS

- A. These Bylaws may be amended only upon approval by National ENA. Before any amendments become effective, they must subsequently be approved by a majority vote of the Members at a designated state meeting.
- B. Any amendment to National ENA's Bylaws and/or procedures having direct application to these Bylaws shall take precedence over any Colorado State Council Bylaws provision and/or procedure and the amendment shall automatically take effect.