

BYLAWS OF THE



**EMERGENCY NURSES ASSOCIATION
Texas State Council
Tarrant County Chapter**

Passed at TCENA meeting June 7, 2016.

Signed: *Kris Powell*, President of Tarrant County ENA

Date: June 7, 2016

**ARTICLE I
TITLE, PURPOSE AND OBJECTIVES**

Section I: Name of Association

- A. The name of this association shall be the Tarrant County Chapter of the Texas Emergency Nurses Association (TCENA), a not-for-profit corporation incorporated in the State of Texas.

Section II: Purposes

- A. TCENA is affiliated with the Emergency Nurses Association to support its mission and vision the state level, within the scope of Section 501C(3) of the Internal Revenue Code. TCENA's objective is to advance emergency nursing through education, networking and advocacy within the chapter region and in liaison with the state and national organizations. TCENA shall act in accord with the bylaws and procedures established by the Emergency Nurses Association (ENA).

Section III: Mission

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

Section IV: Objectives

TCENA exists to:

- A. Promote the emergency nursing profession within the state of Texas.
- B. Promote the interests of TCENA members and to improve the professional environment of the emergency nurse through education and public awareness.
- C. 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 health related organizations to improve emergency nursing care.
- E. Promote ENA as the primary resource for emergency nursing leadership.
- F. Promote ENA standards to serve as a basis for emergency nursing practice
- G. Develop, disseminate and evaluate continued professional development, research and evidence based practice.
- H. Encourage interaction and mentorship among emergency nurses.
- I. Identify/disseminate information on key trends pertinent to emergency nursing.
- J. Serve as advocate for the public regarding emergency care.
- K. Maintain communication with members regarding the business of the TCENA.
- L. Represent emergency nurses and serve as their spokesperson with healthcare professionals, community, governmental groups and the public.
- M. Monitor national and state legislative issues affecting emergency care and emergency nursing practice.
- N. Develop, maintain, and monitor an emergency nursing networking structure to address professional issues.

**ARTICLE II
RELATIONSHIP TO EMERGENCY NURSES ASSOCIATION**

Section I: Charter

- A. A formal charter certificate is issued by the Emergency Nurses Association allowing TCENA to function as an affiliate of the national association at the state level
- B. Failure of TCENA 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 that are congruent with and do not conflict with state and national ENA bylaws;
- B. Submit bylaws and reports, and attend meetings in accordance with policies and procedures adopted by ENA.

**ARTICLE III
GOVERNING AUTHORITY**

Section I: Governing Authority

- A. Governing authority of TCENA resides within the ENA membership.
 - 1. The TCENA consists of the chapter members.
- B. TCENA shall have two (2) members to be representative and hold voting privileges to the Texas State Council of the Texas Emergency Nurses Association (TxENA)
 - 1. The TCENA President and President-Elect shall represent the TCENA on the Texas State Council.
 - 2. The TCENA President may appoint any other Chapter Member to substitute as the TCENA representatives to the Texas State Council.

**ARTICLE IV
MEMBERS, RIGHTS, OBLIGATIONS**

Section I: Definition

- A. Membership of TCENA shall be those who qualify for membership in accordance with ENA's bylaws. Membership shall not be restricted by a person's age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section II: Qualifications

- A. Membership in good standing with the Emergency Nurses Association

Section III: Rights

- A. Each member shall have the right to:
 - 1. Receive the official communications and publications of TCENA.
 - 2. Be a candidate for TCENA elected and appointed positions in accordance with TCENA bylaws and procedures.
 - 3. Attend TCENA meetings.
 - 4. Transfer from one chapter to another.
 - 5. Be accorded other rights as provided for under common parliamentary or statutory law.

Section IV: Responsibilities

- A. Each member shall have the responsibility to:
 - 1. Support the missions and vision of TCENA, TxENA, and ENA.
 - 2. Pay dues to ENA.
 - 3. Fulfill the requirements of an office or committee if elected or appointed.
 - 4. Not speak on the behalf of TCENA without prior knowledge and permission of the TCENA Board of Directors.

ARTICLE V BOARD OF DIRECTORS

Section I: Composition of the TCENA Board of Directors

- A. President
- B. President-Elect
- C. Secretary
- D. Treasurer
- E. Immediate Past President

Section II: Officer Qualifications and Duties

- A. The voting officers of TENA shall be president, president-elect, secretary, treasurer, and immediate past president.
 - 1. General Board Qualifications:
 - a. Current ENA membership
 - b. Current registered nurse licensure
 - c. Active participation at TCENA (attended at least 2 TCENA meetings in past year)

2. Officer Duties

a. President

1. Serve as chief executive officer of TCENA.
2. Preside at meetings of the membership.
3. Coordinate all TCENA administrative activities.
4. Serve as a non-voting ex-officio member of all committees, except the elections process committee.
5. Appoint vacant committee chairs and committee members, except the elections process committee chair.
6. Appoint special committees
7. Serve as Delegate to the Texas ENA State Council

b. President-Elect

1. Shall assume such responsibilities as assigned by the president and board of directors
2. 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 remainder of the unexpired term and the term for which he/she was elected.
3. Serve as Delegate to the Texas State Council.

c. Secretary

1. Shall keep minutes of the business meetings of TCENA and board of directors and report on meetings of TCENA and board of directors.
2. Keep accurate record of chapter representative attendance at the TCENA Meetings.

d. Treasurer

1. Shall keep an itemized account of receipts and disbursements.
2. Maintain TCENA financial records in accord with generally accepted accounting principles.
3. Present a TCENA budget proposal annually.
4. Present a complete written report of the finances of TCENA at each business meeting of the TCENA and the board of directors.
5. Be familiar with IRS regulations and duties and requirements as outlined in Common Law.
6. File income tax documents yearly as required by law.
7. Maintain bonding for this position.
8. Comply with tax-exempt laws.

e. Immediate Past -President

1. Shall serve for one year as a board member with full voting privileges.
2. Serve as chair and board liaison to the Elections Process committee.
3. Serve in an advisory capacity to TCENA

**ARTICLE VI
DUTIES OF THE BOARD OF DIRECTORS**

Section I: Duties

- A. Shall be responsible for the management of the affairs of TCENA between business meetings and shall perform such other duties as specified in these bylaws and procedures.

Section II: Responsibilities

- A. The Board shall be subject to the direction of the TCENA membership and none of its actions shall conflict with requested actions put forth by the TxENA State Council and ENA.
- B. Act as custodian of TCENA property, securities and records; provide for investment and securities; provide for bonding of treasurer and other officers as deemed necessary; and provide for payment of authorized expenses.
- C. Provide for audit of books by an independent auditor.
- D. Develop and maintain a strategic plan for the TCENA establishing goals and priorities.
- E. Liaison with assigned committees.

Section III: Meetings

- A. The board shall hold a minimum of 2 business meetings per year. Board meetings may occur in conjunction with Chapter meetings.
- B. Special meetings of the board may be called by the president and shall be called by the president on request of at least three (3) members of the board. At least five days notice shall be given unless all board members waive notice.
- C. A majority of the membership of the board then in office shall constitute a quorum.

Section IV: Referendum Votes Between Meetings

- A. Between meetings of the board and TCENA chapter meetings, the president may submit urgent matters to the members of the board for a referendum vote. A majority of the board shall be controlling on the matter submitted. The referendum and its results shall be recorded in the minutes of the next meeting of the board.

Section V: Records and Property

- A. Within one month of leaving office, officers and directors shall deliver to the president or their successors-in-office all TCENA records and TCENA property in their possession.

**ARTICLE VII
NOMINATIONS AND ELECTIONS
TERMS OF OFFICE AND VACANCIES**

Section I: Nomination and Election Policies

- A. Elections for the position of president-elect, secretary, and treasurer shall be held at the last business meeting of the year prior to October 31, 2016.
- B. The elections process committee shall prepare a ballot of qualified candidates for each office to be filled.
 - 1. At least 30 days prior to the election, the elections process committee shall request a call for nominations from members for candidates who are qualified and willing to serve if elected.
 - 2. At the chapter meeting during which elections are being held, qualified candidates not pre-slated may be nominated from the floor for each office to be filled.
 - 3. All qualified candidates must be verified by the elections process committee chair.
- C. The ballot shall include the candidates for each office to be filled. Placement of the candidates' name on the ballot shall be by random selection. Balloting procedures shall be implemented that maintain the secrecy of the ballot.
- D. The elections process committee chair will inform the delegation to include the names of the qualified candidates who were not pre-slated. The ballot shall be presented to the TCENA members present at the business meeting during which the elections are being held.
- E. Officers shall be elected by a majority vote of the chapter members and board members present at the business meeting. The Chapter President will not vote in officer elections and will provide only a tie breaker vote if needed.
- F. A tie in any office with more than two candidates shall be decided by a run-off election to be conducted prior to the conclusion of the business meeting. If a tie still exists, the Chapter President will provide the tie breaker vote.

Section II: Terms of Office

- A. Terms of the office of president shall be one (1) year.
 - 1. The president may serve a one (1) year elected term
 - 2. The term of all offices shall begin January 1st and end on December 31st.
- B. Terms of the office of president-elect shall be one (1) year.
 - 1. The president-elect may serve a one (1) year elected term.
 - 2. The term of all offices shall begin January 1st and end on December 31st.
- C. Terms of the office of the immediate past president shall be one (1) year.
 - 1. The immediate past president may serve a one (1) year term.
 - 2. The term of all offices shall begin January 1st and end on December 31st.
- D. Terms of the office of secretary and treasurer shall be two (2) years.
 - 1. The secretary and treasurer will be elected in opposite years.
 - 2. The term of all offices shall begin January 1st and end on December 31st.

Section III: 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. In the event that the office of president is vacated, the immediate past president may remain as immediate past president for a second term or the office may remain vacant.

ARTICLE VIII MEETINGS

Section I: Business Meetings and Special Meetings

- A. The TCENA shall conduct at least four business meetings per year at a time and place established by the board of directors.
- B. Special meetings may be called by the president upon request of a majority vote of the board or upon written request of a majority of the TCENA membership.

Section II: Quorum

- A. A quorum shall consist of a majority of the Board and a majority of the TCENA members present at a meeting.
- B. No official action shall be taken without a quorum being present.

ARTICLE IX STANDING COMMITTEES

Section I: Composition

- A. The following are standing committees:
 - 1. Elections Process

2. Membership
3. Education
- B. Standing committee chairpersons shall be appointed by the presiden and ratified by the Board.
 1. The elections process committee shall be chaired by the immediate Past-president.
- C. The president shall serve as a non-voting ex-officio member of each committee, except the elections process committee.

Section II: Responsibilities

- A. All committees shall assume duties and shall have such powers as assigned by the TCENA President and outlined in these bylaws and procedures.

Section III: Special Committees

- A. Special committees may be established by the TCENA President as needed and members appointed by the president.

**ARTICLE X
FISCAL YEAR**

The fiscal year of the TCENA shall be January 1st - December 31st.

**ARTICLE XI
OFFICIAL PUBLICATION**

TCENA shall publish a newsletter as its official publication at least 4 times per year. Any requirement that notice be given to all members whether individually or otherwise shall be satisfied by publication of that notice in this official publication. This communication may be made by electronic means.

**ARTICLE XII
INDEMNIFICATION**

TCENA shall indemnify all officers for expenses and costs actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been an officer to the full extent permitted by law if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of TCENA.

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

"Robert's Rules of Order, Newly Revised" shall govern in all parliamentary situations not provided by law, TCENA articles of incorporation, or TCENA bylaws.

ARTICLE XIV DISSOLUTION

In the event of dissolution of TCENA, the net assets of the corporation shall revert to the Texas Emergency Nurses Association after all liabilities and obligations are paid, satisfied, and discharged, or adequate provision shall be made thereof.

ARTICLE XV CHAPTERS

Section I: Charter

- A. The TCENA Chapter within the State of Texas is a chartered affiliate of the Emergency Nurses Association.
- B. Chapter activation or deactivation will be decided by the Texas ENA State Council in accordance with TxENA chapter activation/deactivation SOP.

Section II: Membership

- A. The TCENA chapter shall be comprised of no less than five (5) active members of the Emergency Nurses Association.

Section III: Chapter Representatives to the Texas ENA State Council

- A. TCENA representation to the Texas ENA State Council shall consist of no more than two (2) chapter delegates in accord with the bylaws and procedures.
- B. TCENA Chapters shall be represented at the Texas ENA State Council meetings at least once in a rolling twelve month period.

Section IV: Structure/Function

- A. The structure, functions and powers of the TCENA chapter shall be consistent with the bylaws and procedures of the Emergency Nurses Association.

Section V: Finances

- A. The TCENA chapter is responsible for its own financial status
- B. The TCENA chapter is responsible for applying for financial assistance as needed from the Texas ENA State Council to attend quarterly meetings of TxENA.
- C. The TCENA chapter is responsible for applying for its own tax-exempt status and employee identification number(s).
- D. The TCENA chapter is responsible for filing income tax with the Internal Revenue Service.

**ARTICLE XVI
SPECIAL INTEREST GROUPS (SIG)**

Section I: Governance

These bylaws shall be the operating standard for all Special Interest Groups of the TCENA. The term "SIG" is used throughout to apply to each SIG individually and its constituency.

Section II: Name and Purpose

The purpose of each Special Interest Group shall include but not be limited to (1) advising the Board of the TCENA on matters pertaining to the Group's special interest or area; (2) collecting and disseminating information concerning the special interests. The SIG will outline and identify the specific purpose of the SIG to the TCENA Board for approval.

**ARTICLE XVII
AMENDMENTS**

Section I: Review by TCENA Board of Directors

- A. Amendments to these bylaws shall be submitted to the TCENA Board of Directors for review before being submitted to the TCENA general membership for action.

Section II: Submission and Publication

- A. Amendments to these Bylaws may be proposed by the TCENA Board of Directors, Texas ENA State Council or by the general membership of TCENA with the signatures of five (5) or more active Association members.
- B. Bylaws documents and amendments which are in accord with procedures and the Association's mission and vision, as well as federal and state laws; will be submitted to the membership at least sixty (60) days prior to the TCENA's business meeting scheduled for a Bylaws vote. Publication of the bylaws and/or amendments in the official publication of the TCENA, direct mailing or distribution of the bylaws and/or amendments to the TCENA members, or posting of the bylaws and/or amendments on the TCENA Website shall constitute notice of Bylaws and/or amendments proposed.

Section III: Vote Required

- A. In order to be ratified, bylaws documents and/or amendments must be approved by a two thirds vote of the TCENA members present at the business meeting.

Section IV: Approval of Amendments

- A. Amendments to these bylaws become effective upon approval by the National Association.

Section V: National Association Bylaws and Procedures

- A. Any amendment to the National Association bylaws and procedures having application to these bylaws shall take precedence over any TCENA bylaw provisions and/or procedures and the amendment thereto shall automatically take effect.