

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46

**AMENDED BYLAWS
EMERGENCY NURSES ASSOCIATION
CALIFORNIA STATE COUNCIL**

A California Not-for-Profit Mutual Benefit Corporation

ARTICLE I

NAME

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

ARTICLE II

PURPOSE

This corporation is affiliated with and chartered by the national Emergency Nurses Association (National Association) to implement its philosophy, objectives, and leadership on the State level as well as to coordinate the professional activities of Chapters within the State in connection with the National Association, its General Assembly and Board of Directors. The California State Council shall act in accordance with the *Bylaws* and *Standard Procedures* established by the National Association.

This corporation is not organized for the private gain of any person and is organized for public purposes. No substantial part of the activities of this corporation shall consist of carrying on propaganda, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This corporation is organized and operated exclusively for educational purposes within the meaning of IRC Section 501(c.) (3).

ARTICLE III

OBJECTIVES

The objectives of the California State Council are:

- A. To promote and to implement the philosophy and objectives of the National Association on the State level;
- B. To provide leadership by identifying and addressing issues affecting emergency care and emergency nursing practice on the State level;

- 1
2 C. To maintain liaison with State professional organizations and agencies including
3 but not limited to:
4 1. California Chapter American College of Emergency Physicians (Cal
5 ACEP)
6 2. California Emergency Medical Service Authority (EMSA)
7 3. California Board of Registered Nursing (BRN)
8 4. California Nursing Coalition
9
10 D. To monitor and participate as an expert resource in State legislative issues
11 affecting emergency care, emergency nursing practice, and public healthcare
12 issues;
13
14 E. To develop, maintain and monitor a statewide emergency nursing network
15 structure to address professional issues;
16
17 F. To provide continuing education opportunities on the State level;
18
19 G. To promote Injury Prevention activities through the Emergency Nurses CARE
20 (ENCARE) Institute;
21
22 H. To implement all *Bylaws* and *Standard Procedures* on the State level; and
23
24 I. To serve as a resource for Chapters within the State in accordance with *Bylaws*
25 and *Standard Procedures*.
26
27

ARTICLE IV

CHARTER

31
32 As a nationally chartered State Council, failure of the California State Council to adhere
33 to the *Bylaws* and *Standard Procedures* established by the National Association shall be
34 cause for suspension or revocation of the charter issued by the National Association.
35 Such suspension or revocation shall be in accordance with *Standard Procedures*
36 established by the National Association.
37
38

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22

ARTICLE V

CHAPTERS AS MEMBERS

- 23
24
- A. Each Chapter within the State of California, chartered by the National Association, shall be a member in good standing of this corporation.
 - B. Membership as a Chapter shall be issued for no consideration.
 - C. A Chapter's membership in the corporation shall be suspended or terminated if its charter issued by the National Association is suspended or revoked.
 - D. If grounds appear to exist for deactivation or suspension of a chapter as member the process set forth in State Council *Standard Procedures: Chapter Activation and Deactivation*, shall be followed.
 - E. Chapters as members shall have all rights afforded members under California Not-for-Profit Mutual Benefit Corporation Law.

25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46

ARTICLE VI

REPRESENTATIVES TO THE STATE COUNCIL

- A. Each Chapter shall select one (1) representative and one (1) or more alternate representative(s).
- B. A Chapter as a member may be deactivated for failure to attend three (3) consecutive member meetings in a calendar year.
- C. The procedure for deactivation of a chapter as member is as set forth in Article V, Section D of these *Bylaws*.
- D. Representatives or their alternate(s) must be present at a meeting and may not act by proxy, written consent or written ballot.
- E. Representatives to the State Council are responsible for the following:
 - 1. To act as liaison between chapters and State Council;
 - 2. To debate and advise the Board of Directors of the corporation, as the official professional policy-determining component of the corporation;
 - 3. To monitor the efficient and effective functioning of the corporation;
 - 4. To approve appointments of committee chairs and chairs-elect and other appointments as may be required;
 - 5. To review and comment on charter requests in California prior to forwarding to the National Association;
 - 6. To approve all amendments and/or revisions to State Council *Standard*

- c. Assists the President as needed in fulfilling the duties of that office;
- d. In the absence or disability of the President, performs all duties of the President. When so acting, the President-Elect shall have all powers of and be subject to all restrictions of the President
- e. Coordinates an orientation for incoming board members;
- f. Serves as board liaison to committees and chapters as assigned; and
- g. Performs other duties as outlined in Board Operations Manual, Duties and Responsibilities.

3. Secretary.

- a. Serves as a voting member of the Board of Directors of the corporation;
- b. Maintains adequate and proper records of the State Council and the Board of Directors of the Corporation, including, but not limited to, minutes of all meetings and correspondence;
- c. Provides notices and agendas of all meetings to all members of the corporation;
- d. Maintains current roster of all Board of Directors, committee chairs, chapter presidents, chapter representatives, and appointees;
- e. Ensures compliance with the National Association's requirements for an official publication;
- f. Serves as Board liaison to committees and chapters as assigned; and
- g. Performs other duties as outlined in Board Operations Manual, Duties and Responsibilities.

4. Treasurer

- a. Serves as a voting member of the Board of Directors of the corporation;
- b. Maintains corporate financial records in accordance with generally accepted accounting procedures;
- c. Presents a corporate budget proposal annually;
- d. Maintains corporate banking accounts and disbursements therefrom;
- e. Annually submits data for tax preparation;
- f. Submits an audit of the financial records of the corporation at the Annual Business meeting;
- g. Works with the Treasurer-elect to ensure a smooth transition of office by the end of the elected term; and
- h. Serves as Board liaison to committees and chapters as assigned; and
- i. Performs other duties as outlined in Board Operations Manual, Duties and Responsibilities.

- 1 5. Treasurer-Elect
2 a. Serves as a voting member of the Board of Directors of the
3 corporation;
4 b. Prepares to assume the office of Treasurer by the November joint
5 Board of Directors Meeting;
6 c. Assists the Treasurer to maintain corporate financial records in
7 accordance with generally accepted accounting procedures;
8 d. Completes an internal audit prior to assuming responsibility for
9 corporate financial records;
10 e. Serves as Board liaison to committees and chapters as assigned;
11 and
12 f. Performs other duties as outlined in Board Operations Manual,
13 Duties and Responsibilities.
14
15
16 6. Director-at-Large (elected):
17 a. Serves as a voting member of the Board of Directors of the
18 corporation;
19 b. Assumes responsibility for special projects as requested by
20 the Board of Directors;
21 c. Coordinates meeting arrangements for State Council meeting
22 and functions; and
23 d. Serves as Board liaison to committees and chapters as assigned;
24 and
25 e. Performs other duties as outlined in Board Operations Manual,
26 Duties and Responsibilities.
27
28 7. Director-at-Large (Immediate Past President);
29 a. Serves as a voting member of the Board of Directors of the
30 Corporation;
31 b. Assumes responsibility for special projects and liaison
32 relationships as requested by the board of directors;
33 c. Serves as Historian for State Council activities in the absence of an
34 appointed historian; and
35 d. Serves as Board liaison to committees and chapters as assigned;
36 and
37 e. Performs other duties as outlined in Board Operations Manual,
38 Duties and Responsibilities
39
40 E. Term of Office
41 1. The President and President-elect shall serve for a term of one (1) year or
42 until their successors are elected. The term of office shall begin January
43 1st and end December 31st.
44 2. The Secretary and the elected Director-at-Large shall serve for a term of
45 one (1) year or until their successors are elected. The term of office shall
46 begin January 1st and end December 31st. No individual shall serve more

1 than two (2) consecutive terms as Secretary or as elected Director-at-
2 Large.

- 3 3. The Treasurer and Treasurer-Elect shall serve for a term of one (1) year
4 or until their successors are elected. The term of office shall begin January
5 1st and end December 31st.
6

7 **ARTICLE VIII**

8
9 **MEETINGS, QUORUM AND VOTING**

10 Member meetings of the corporation shall be called State Council meetings.
11

12
13 A. Meetings

- 14 1. The State Council shall meet at least twice a year. The date, time and
15 place is to be determined by the Board of Directors and a written notice of
16 each meeting shall be mailed to the Chapters as members not less than
17 ten (10) days, nor more than ninety (90) days, prior to said meeting.
18
19 2. The meeting held prior to the National Association's Annual Meeting shall
20 be known as the Annual Business Meeting of the State Council, and shall
21 be for the purpose of announcing elected officers and for any other
22 business that may arise.
23 3. The State Council shall conduct at least one (1) educational meeting per
24 year.
25 4. Special meetings of the State Council may be called upon the written
26 request of:
27 a. The Board of Directors;
28 b. The President; or
29 c. At least two (2) Chapters as members.
30

31 B. Quorum

- 32 1. A simple majority of the Chapter Representatives shall constitute a
33 quorum at any State Council meeting.
34
35 2. If a quorum is present, the affirmative vote of a majority of the voting
36 power in attendance at the meeting and voting on any matter shall be the
37 act of the Chapters as members, unless the vote of a greater number is
38 required by these *Bylaws*.
39 3. The Chapter Representatives present at a duly called or held meeting at
40 which a quorum is present may continue to transact business until
41 adjournment, notwithstanding the withdrawal of enough chapter
42 representatives to leave less than a quorum, if any action taken is
43 approved by at least a majority of the chapter representatives required to
44 constitute a quorum.
45

46 C Voting

- 1 1. Except as provided in Section C, paragraph 2, of this Article, each Chapter
2 as a member shall be entitled to one (1) vote on each matter submitted to
3 a vote of the members.
- 4 2. When called upon to vote on (a) the dissolution or merger of the
5 corporation, or (b) the disposition of all or substantially all of the
6 corporate assets, each Chapter as a member shall be entitled to one vote.
- 7 3. Except for the election of Directors as described in Article IX, Section B,
8 voting may only be in person and may not occur by proxy, written consent,
9 or written ballot.

11 **ARTICLE IX**

13 **BOARD OF DIRECTORS**

- 14 A. The Board of Directors of this corporation shall consist of seven (7) voting
15 members.
 - 16 1. President, President-elect, Secretary, Treasurer, Treasurer-elect, and
17 Director-at Large (elected).
 - 18 2. The Immediate Past President shall serve as a Director-at-Large and as a
19 voting member of the Board of Directors.
- 20 B. Election
21 All Directors shall be elected in accordance with *Standard Procedures*.
22 Each such Director, including a Director elected or appointed to fill a
23 vacancy, shall hold office until expiration of the term for which elected
24 and/or until a successor has been elected.
- 25 C. Subject to the provisions and limitations of California Not-for-Profit Mutual Benefit
26 Corporation Law and any other applicable laws, and subject to any limitations in
27 the Articles of Incorporation and *Bylaws* regarding actions that require approval
28 of the members, the corporation's activities and affairs shall be managed, and all
29 corporate powers shall be exercised by or under the Board's direction.
- 30 D. Meetings
 - 31 1. Meetings of the Board of Directors may be called by the President of the
32 corporation who serves as Chairman of the Board, or by any two Directors
33 of the corporation.
 - 34 2. Regular meetings of the Board may be held without notice if the time and
35 place of such meetings are fixed by the Board.
 - 36 3. Special meetings of the Board shall be held upon four (4) days notice by
37 First Class Mail or forty-eight (48) hours notice delivered personally or by
38 telephone, facsimile or electronic mail.
 - 39 4. Notice of a meeting need not be given to any Director who signed a waiver
40 of notice, or a written consent to holding the meeting, or an approval of the
41 minutes thereof, whether before or after the meeting, or who attends the
42 meeting.

1 meeting without protesting, prior thereto or at its commencement, the lack
2 of notice to such Director.

- 3 5. Members of the Board may participate in a meeting through use of
4 conference telephone or similar communications equipment, so long as all
5 members participating in such meeting as described in this section
6 constitutes presence in person.
7

8 E. Quorum

- 9 1. A majority of the number of Directors authorized in this Article
10 constitutes a quorum for the transaction of business, except to
11 adjourn.
12 2. Every action taken or decision made by the majority of the Directors
13 present at a duly held meeting at which a quorum is present shall be the
14 act of the Board, subject to the more stringent provisions of California Not-
15 for-Profit Mutual Benefit Corporation Law.
16 3. A meeting at which a quorum is initially present may continue to transact
17 business notwithstanding the withdrawal of Directors, if any action taken
18 or decisions made is approved by at least a majority of the required
19 quorum for that meeting.
20

21 F. Vacancy on the Board

- 22 1. A vacancy or vacancies on the Board shall exist on the occurrence of the
23 following:
24 a. The death or resignation of any Director;
25 b. A Director declared of unsound mind by a final court order or
26 convicted of a felony or has been found by a final order of judgment
27 of any court to have breached a duty arising under Section 7238 of
28 the California Corporation Code;
29 c. The vote of a majority of all Chapters as members
30 d. The increase of the authorized number of Directors; or
31 e. The failure of the members at the Annual Business Meeting to elect
32 the number of Directors required to be elected at that meeting.
33 2. Any Director may resign by giving written notice to the Chairperson or the
34 Secretary of the Board. The resignation shall be effective when given
35 unless the notice specifies a later date. The resignation shall be effective
36 regardless of whether it is accepted by the corporation
37 3. In case of vacancy in the office of the President, the President-Elect shall
38 succeed to the office of President for the remainder of the unexpired term.
39 4. In case of vacancy in the office of President-elect, the Board of Directors
40 shall fill the unexpired term by appointment with approval of the State
41 Council. That person so appointed shall not automatically succeed to the
42 office of President. The office of President for the ensuing term shall be
43 filled at the next regular election
44 5. In case of vacancy in the office of Treasurer, the Treasurer-elect shall
45 succeed to the office of Treasurer for the remainder of the unexpired term
46 as Treasurer.

- 1
2 E. The President shall, with Board and State Council approval, appoint committee
3 chairs and chairs-elect.
4

5 **ARTICLE XII**

6
7 **CHAPTERS**

- 8
9 A. Chapters within the State of California are chartered affiliates of the National
10 Association to advance the profession of emergency nursing.
11
12 B. Each Chapter is composed of individual National Association members. Each
13 Chapter shall consist of no less than five (5) National Association members.
14
15 C. Chapter representation on the State Council shall be determined in such manner
16 as provided in these *Bylaws* and *Standard Procedures* and the *Bylaws* and
17 *Procedures* of the National Association.
18
19 D. The structure, functions, and powers of the Chapters shall be consistent with the
20 *Bylaws* and *Procedures* of the National Association.
21

22
23 **ARTICLE XIII**

24 **OFFICIAL PUBLICATION**

25
26
27 This corporation shall have an official publication. The Secretary shall ensure
28 compliance with the National Association's requirement for an official publication.
29

30
31 **ARTICLE XIV**

32 **INDEMNIFICATION**

33
34
35 This corporation shall indemnify all Directors, Officers, agents and employees for
36 expenses incurred with the defense or settlement of any claim against such person by
37 reason of service as a Director, Officer, agent or employee, unless a judgment or other
38 adjudication shall establish that such claim arose or resulted from any dishonest,
39 fraudulent, criminal malicious or knowingly wrongful act, error or omission of such
40 person, as described in Section 7237 of the California Corporation Code.
41

42
43 **ARTICLE XV**

44 **PARLIAMENTARY AUTHORITY**
45
46

1 These *Bylaws*, the current edition of *Robert's Rules of Order*, Standing Rules and any
2 Special Rules of Order adopted by the corporation shall govern all meetings of the State
3 Council provided they are not in conflict with the *Bylaws* and *Procedures* established by
4 the National Association.
5
6

7 **ARTICLE XVI**

8
9 **DISSOLUTION**

10
11 In the event of dissolution of the State Council, the net assets of the Corporation shall
12 revert to the National Association after all liabilities and obligations shall be paid,
13 satisfied, and discharged or adequate provisions shall be made therefore. The process
14 of dissolution shall conform with California Not-for-Profit Mutual Benefit Corporation
15 Law.
16
17
18
19

20 **ARTICLE XVII**

21 **AMENDMENTS**

- 22
23
24 A. The Board of Directors of this corporation may amend the Articles or
25 *Bylaws* with the approval of the Chapter Representatives, according to
26 *Standard Procedures*. Proposed amendments will be submitted to the
27 Chapters as members sixty (60) days prior to the Annual Business
28 meeting. Amendments will be voted on at the Annual Business meeting.
29
30 B. These *Bylaws* may be amended only upon approval by the National Association
31 Committee on *Bylaws*.
32
33 C. Any amendment to the National Association *Bylaws* and *Procedures* having
34 direct application to these *Bylaws* shall take precedence over any State Council
35 Bylaw provision and/or procedure and amendment thereto shall automatically
36 take effect as long as the amendment is not in conflict with California Not For
37 Profit Mutual Benefit Corporation Law.
38
39
40
41

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and qualified Secretary of the EMERGENCY NURSES ASSOCIATION, CALIFORNIA STATE COUNCIL, a California Not-for-Profit Mutual Benefit Corporation, and that the foregoing *Bylaws*, consisting of fourteen (14) pages, including signature page, constitute the amended *Bylaws* of said corporation as adopted August, 2002.

Signed:

Secretary of the Corporation

Date: _____