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2
3 EMERGENCY NURSES ASSOCIATION, KANSAS STATE COUNCIL

4
5 BYLAWS
6 Adopted August 10, 2012
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10 ARTICLE 1
11 ORGANIZATION
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13 The name of the organization shall be the Emergency Nurses Association, Kansas State
14 Council, also known as Kansas Emergency Nurses Association (KENA), a not-for-profit
15 organization in the State of Kansas.
16

17 Section 1: Purpose

18 The purposes for which the corporation is organized are educational, within the meaning
19 of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, including but
20 not limited to the advancement of emergency nursing through education and public
21 awareness.
22

23 Section 2: Objectives

- 24 A. To promote and to implement the philosophy and objectives of the national
25 Emergency Nurses Association (ENA) on the state level.
26 B. To provide leadership by identifying and addressing issues affecting emergency care
27 and emergency nursing practice at the state level.
28 C. To maintain liaison with state professional organizations and agencies
29 1. American College of Emergency Physicians (ACEP)
30 2. Emergency Medical Services
31 3. Kansas State Board of Nursing
32 4. Kansas State Nurses Association
33 5. State offices of specialty nursing organizations
34 6. Others
35 D. To monitor state legislative issues affecting emergency care and emergency nursing
36 practice.
37 E. To develop, maintain, and monitor a statewide emergency nursing networking
38 structure to address professional issues.
39 F. To provide continuing education opportunities on the state level.
40 G. To implement all Bylaws and Procedures on the state level.
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44 ARTICLE II
45 CHARTER

46 The state council and chapters are issued a formal charter certificate to function as the
47 official organizational component at the state and chapter level. The charter is
48 maintained through the submission of the annual report and the reporting of officers
49 through the State and Chapter Online Management Area on the ENA Web site.

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51 A. The state council and chapters must adhere to the national ENA Bylaws and
52 Procedures, or its charter may be suspended or revoked. Such suspension or
53 revocation shall be in accord with procedures established by the national ENA.
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56 ARTICLE III
57 MEMBERSHIP

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59 Membership in KENA shall be those persons accepted as members with the
60 qualifications described in the National Emergency Nurses Association (ENA) Bylaws
61 who reside in or are otherwise assigned to the State.
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63 Section 1: Classifications

64 A. Active Member

- 65 1. Members – Professional registered nurses, licensed in the United States,
66 whose dues are current in the National ENA.

67 B. Senior Member

68 C. Affiliate Member – an individual who is not a registered nurse and supports the
69 missions and objectives of KENA. Affiliate members shall have the rights and
70 privileges of KENA membership, except the right to vote and to hold elected office.

71 D. Student Member – an individual enrolled in a nursing education program leading to
72 eligibility for registered nurse licensure whose dues are current. Student members
73 shall have the rights and privileges of KENA membership, except the right to vote
74 and to hold elected office.
75

76 Section 2: Privileges and Rights

77 When a professional registered nurse licensed in the United States joins, she/he shall have
78 the right to vote, hold elected office, and serve on committees
79

80 Section 3: Responsibilities of Membership

81 Each member has the responsibility to support the purpose and positions of KENA
82

83 Section 4: Voting Members

84 Only active members shall have the right to vote.
85

86 Section 5: Termination of Membership

87 A. Termination of membership in the National ENA shall result in automatic termination
88 of membership in KENA.

89 B. Members may also have their membership terminated by a two-thirds (2/3) vote of
90 the Board of Directors for failure to adhere to the bylaws or for cause. Such action
91 shall not be taken until a member is advised of specific charges and given the
92 opportunity to respond.
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97 ARTICLE IV
98 CONSTITUENT DIVISIONS
99

100 Section 1: Levels of Organization

101 Local Chapters may be formed in accordance with ENA National Procedures. The Board
102 of Directors shall determine whether to have local chapters, and whether the chapters
103 shall be integral components of this organization or a separate entity.
104

105 Section 2: Activities

106 Activities will be conducted consistent with Procedures.
107

108 Section 3: Chapters

- 109 A. Chapters within the State of Kansas are chartered affiliates of the National
110 Association to advance the profession of emergency nursing.
111 B. Each chapter is composed of individual National Association members. Each chapter
112 shall consist of no less than five (5) active National Association members.
113 C. Chapter representation to the State Council shall be determined in such a manner as
114 provided in the Bylaws and Procedures of the National Association.
115 D. The structure, functions and powers of the Chapter shall be consistent with the bylaws
116 and procedure of the National Association and this State Council.
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119 ARTICLE V
120 GOVERNING AUTHORITY
121

122 The Board of Directors of KENA shall be the official governing body responsible for the
123 management for the affairs of this organization.
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125 Section 1: Officers

126 A. Description/Duties

- 127 1. The officers of KENA shall be a President, President-elect, Secretary,
128 Treasurer, and Immediate Past-President.

129 B. Eligibility Requirements

- 130 1. Officers shall have current National Association membership and current
131 professional nurse licensure.

132 C. Responsibilities

- 133 1. In addition to those responsibilities delineated below, officers of KENA shall
134 exercise all the privileges and responsibilities as an officer of the State

- 135 Council as specified in the Bylaws and Procedures of the National
136 Association.
- 137 2. President:
- 138 i. Serves as Chief Executive Officer of the State Council
139 ii. Coordinates all council administrative activities
140 iii. Appoints committee chairpersons and committee members, with
141 council approval, as circumstances warrant.
- 142 3. President Elect:
- 143 i. Performs any duties as assigned by the President of the State
144 Council.
145 ii. Succeeds to the office of President at the expiration of the
146 President's term. In the event the position of President becomes
147 vacant, the President-elect shall serve for the unexpired term and
148 for the term for which (s)he was elected.
149 iii. Exercises all privileges and responsibilities as an officer of the
150 State council as specified in the Bylaws and Procedures.
- 151 4. Secretary
- 152 i. Performs all duties required of Secretary as outlined in
153 Parliamentary Procedure and Common Law.
154 ii. Produces State Council business meeting minutes.
155 iii. Provides for mechanism to transfer State Council records upon the
156 installation of new State Council Secretary.
- 157 5. Treasurer:
- 158 i. Maintains State Council financial records in accord with generally
159 accepted accounting procedures.
160 ii. Presents a State Council budget proposal annually and files a copy
161 of the adopted budget to the National Association prior to March
162 1st each year
163 iii. Maintains State Council banking accounts and disbursement
164 thereof.
165 iv. Applies for and maintains a State Council Employer Identification
166 Number and files related information with the National office on or
167 before March 1 each year.
168 v. Completes and files Form 990 or 990-T directly with the Internal
169 Revenue Service, if applicable.
- 170 6. Immediate Past President:
- 171 i. Serves as a knowledge base for the Current Directors and Board of
172 Directors.
173 ii. Assists with current membership functions.

174
175 D. Term of Office

176 All officers of the association, with the exception of the Board Members-at-large,
177 shall serve for a term of one (1) year. All terms of office to commence January 1st
178 and terminate December 31st
179

180 Section 2: Directors

181 A. Description and Composition

- 182 1. The Board of Directors (BOD) of the KENA shall be the Officers of the
183 KENA and four (4) Board Members at-large.
184 2. The Board shall have general supervision of the affairs of the KENA
185 between its business meetings and shall perform such other duties as are
186 specified in these Bylaws. The BOD is subject to the orders of the State
187 Council representatives and none of its acts shall conflict with action taken
188 by the State Council.
189 3. Meetings of the BOD may be requested by any member of the Board to
190 the President. BOD meetings shall be called by the President and may be
191 held by conference call, e-mail or in person.
192 4. The presence of the President and two other officers and two members-at-
193 large shall constitute a quorum for any meeting of the Board of Directors.
194 All decisions require a majority vote of the Board of Directors.
195 5. The BOD will be responsible for making decisions for KENA in the event
196 that an emergency arises and the council cannot convene before a decision
197 must be made. The BOD shall exercise all the privileges and
198 responsibilities as a member of the BOD as specified in the Bylaws and
199 Procedures of the national organization.

200 B. Eligibility Requirements

- 201 1. Board members shall have current National Association membership and
202 current professional nurse licensure.

203 C. Responsibilities

- 204 1. Serve as requested by the President.

205 D. Term of Office

- 206 1. Board Members-at-large shall serve a term of two (2) years. All Terms of
207 office to commence January 1st of one year and terminate on December
208 31st of the following year.

209 Two (2) Board Members-at-large shall be elected in even years, and two (2) members in
210 odd years.

211 E. Meetings

- 212 1. The KENA Board of Directors shall meet either in person or by
213 conference call on a quarterly basis or more frequently as circumstances
214 warrant
215

216 Section 3: Elections

217 State Council officers will be elected by vote of the council members by mailed ballot
218 prior to the national association annual General Assembly, with the exception of the
219 Immediate Past-President and the two (2) Board Members-at-large serving in unexpired
220 terms.

221 A. Elections shall be held annually.

222 B. Elections will follow the procedure as established by the organization.
223

224 Section 4: Vacancies

- 225 A. Unless otherwise stated in the Bylaws, vacancies may be filled for the unexpired
226 term of office by the State Council President with the approval of the Board of
227 Directors. A vacancy created by the Immediate Past-President will remain vacant
228 until the year expires.
229 B. A vacancy created by the President Elect shall be filled by special election or by
230 appointment as determined by the Board of Directors.

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234 ARTICLE VI
235 MEETING OF THE STATE COUNCIL
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- 237 A. KENA shall conduct business meetings at least six times per year.
238 B. The business meeting held prior to the National Association's General Assembly
239 shall be known as the State Council Annual Meeting.
240 C. The State Council shall conduct at least one educational offering per year.
241 D. Business of the State Council
242 1. The General business of KENA shall be brought before the membership in
243 attendance at regularly scheduled or specially called meetings.
244 2. Decisions shall be by a majority vote of the active members in attendance at
245 the meeting.

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248 ARTICLE VIII
249 COMMITTEES
250

- 251 A. The KENA shall have Committees as required by National Bylaws and appointed
252 by the Board of Directors in sufficient numbers as needed.
253 B. The State Council President shall serve as ex officio member of each committee.
254 C. The State Council President may appoint special committees as circumstances
255 warrant.
256 D. All committees shall assume duties and shall have such powers as assigned by the
257 State Council.
258 E. The President shall, with council approval, appoint the Chairperson and members
259 of all committees.

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262 ARTICLE IX
263 PARLIAMENTARY PROCEDURES
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265 The rules contained in *Robert's Rules of Order, most current edition*, shall govern this
266 organization in all cases to which they are applicable and in which they are not
267 inconsistent with the Bylaws.
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ARTICLE X
AMENDMENTS

Section 1:

Amendments to the Bylaws may be proposed by the Board of Directors or by any Kansas ENA member.

Section 2:

Amendments must be submitted to the Chairperson of the Bylaws Committee.

Section 3:

Amendments which support the purpose and positions of this organization, as well as Federal and State Laws, will be submitted to the membership at least 14 days prior to a State/Chapter meeting. Members will be notified of any amendments of these Bylaws to be considered for approval. Amendments may be adopted without previous notice at any annual meeting by a unanimous vote of all members present and voting.

Section 4:

In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of the members in attendance.

Section 5:

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.

Section 6:

Changes in terms of office will begin with the term of office after the next election cycle. Amendment changes will occur at the close of the meeting in which the amendment is adopted unless a different time is expressly stated in the motion to adopt the amendment.

ARTICLE XI
INDEMNIFICATION

KENA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Kansas nonprofit corporation act or any other 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 this organization, or who is or was serving at the request of this organization 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.

316 ARTICLE XI
317 DISSOLUTION

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319 In the event of dissolution of the KENA, the net assets of the corporation shall be applied
320 and distributed as follows:

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322 Section 1:

323 All liabilities and obligations shall be paid, satisfied, and discharged, or adequate
324 provision shall be made thereof.

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326 Section 2:

327 After payment of all liabilities and obligations under Section 1 of this Article X, all
328 remaining assets shall be distributed to the National Association of the ENA.

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331 ARTICLE XII
332 LIMITATIONS

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334 No part of the net earnings of the KENA shall inure to the benefit of any private
335 individual. Further, no part of the income of the KENA shall be distributed to its
336 members, directors, or officers, provided however, that the payment of reasonable
337 compensation for approved expenses incurred and shall not be deemed a distribution of
338 income. KENA shall not participate in or intervene in (including the publication or
339 distribution of statements) any political campaign on behalf of any candidate for public
340 office.

341
342 The KENA shall possess all powers which a corporation organized under the laws of the
343 State of Kansas, as the same from time to time may be amended, shall possess, including
344 all powers which are not in conflict with the purposes for which this organization is
345 formed. In any event, KENA shall not engage in any activity which would disqualify it
346 from being exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code
347 of 1986, as amended or any subsequent law of the United States of America.

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349 Anything herein contained to the contrary notwithstanding, no assets of KENA shall be
350 donated, distributed, applied to, paid over, or otherwise used or employed in any manner
351 which would disqualify the KENA from being exempt from taxation under Section 501
352 (c) (3) of the Internal Revenue Code of 1986, as amended or any subsequent law of the
353 United States of America.