

1 Emergency Nurses Association
2 Michigan State Council

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4 **Emergency Nurses Association -- Michigan Council**
5 **Bylaws**
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8 **I. NAME**

9 The name of this organization shall be the Emergency Nurses Association –
10 Michigan Council, a not for profit corporation incorporated in the State of
11 Michigan.
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13 **II. MISSION, VALUE AND VISION STATEMENTS**

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15 **A. Purpose**

16 The purpose for which the corporation (Michigan State council and
17 chapters) is organized are educational within the meaning of Section 501 (c)(3)
18 of the Internal Revenue code of 1986, as amended, including but not limited to
19 the advancement of emergency nursing through education and public
20 awareness.

21 **B. Mission**

22 The mission of the Emergency Nurses Association -- Michigan Council is
23 to advocate for patient safety and excellence in emergency nursing practice.
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25 **C. MISSION OBJECTIVES**

26 ENA exists:

- 27 ▪ To promote the specialty of emergency nursing.
 - 28 ▪ To promote the interests of ENA’s members and to improve the
29 professional environment of the emergency nurse through
30 education and public awareness.
 - 31 ▪ To promote ethical principles as defined in the ENA Code of Ethics
32 for Emergency Nurses and the American Nurses Association Code
33 of Ethics.
 - 34 ▪ To be the primary resource for emergency leadership, education
35 and research **IN THE STATE OF MICHIGAN**
 - 36 ▪ To define standards that serve as a basis for emergency nursing
37 practice.
 - 38 ▪ To develop, disseminate and evaluate emergency nursing
39 education and research.
 - 40 ▪ To encourage interaction and mentorship among emergency
41 nurses.
 - 42 ▪ To identify and disseminate information on key trends affecting and
43 pertinent to emergency nursing.
 - 44 ▪ To serve as an advocate for the public regarding emergency care.
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III. COMPOSITION

- A. Resource for Emergency Nursing: Each State Council/Chapter shall serve as a resource for emergency nursing and emergency care within the State/Chapter.
- B. Under the three-tier structure, the Association shall have three (3) levels of organization: National, State and Chapter (local) levels.
1. In addition to National Association membership, an individual member receives membership at the State and Chapter levels.
 2. Members will be pre-assigned by National to a Chapter based on their geographical location and provided mailing address.
 3. The member may elect to change their pre-assigned Chapter by notifying either the national office or the Membership Services Chairperson.
- C. The State Council of three-tier State Associations is composed of representatives from each Chapter within the state. Each State Council should maintain a size that ensures appropriate representation.
1. The Michigan State Council will consist of all officers, all committee chairpersons or designee and two delegates or designees from each chapter. These are the voting members of the Michigan State Council.
 2. The Executive Board of the State Council shall consist of Immediate Past President, President, President-elect, Treasurer, Treasurer-elect or Immediate Past-Treasurer, Secretary and two Directors.
 3. The Third Level, if it exists, shall encompass all activities of Chapters:
 - (1) Purpose:
Each Chapter is chartered by the State Council in accord with Procedures and shall actively support the purpose and objectives of the ENA. Each chapter shall function within the framework of ENA to coordinate activities at the Chapter Level. Each chapter of the state council shall consist of no less than five active ENA members.
 - (2) Responsibility:
Each chapter has the responsibility to provide representation for active participation at the respective State Level in accordance with Procedures.
Chapters are integral components of Michigan and National ENA and shall act in accordance with Bylaws and Procedures.
Each Chapter shall receive an annual allocation for each Chapter Member in accord with Procedures.
Suspension or Revocation of Charter:
The charter for a Chapter may be suspended or revoked in accord to procedures.

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IV. RESPONSIBILITIES

- A. The State Council shall serve as a resource for emergency nurses within the state.
- B. The State Council has the responsibility to monitor and address professional issues related to emergency care on the state level.
- C. The State Council shall monitor state legislative issues and concerns affecting emergency care and emergency nursing practice.
- D. The State Council has the responsibility to provide at least one (1) annual emergency nursing education program either sponsored solely by the state council, or in conjunction with another organization or a local chapter.
- E. The State Council shall assist in the coordination of chapters at the local level within the state in accordance with the Bylaws and Procedures.
- F. The State Council has the responsibility to maintain respective state council incorporation, tax exempt status and a current Employer Identification Number and 501 c 3 tax status.
- G. The State Council has the responsibility to hold an annual election by September for officers of the State Council.
- H. The State Council shall have committees in sufficient numbers necessary to address its objectives, professional practice, special interests and programs. Funding shall be provided as determined by the Executive Board and the State Council. The current State Council president shall appoint committee chairs.
- I. The State Council has the responsibility to organize and send a state delegation to the National Association's Annual General Assembly. The delegates serve to represent the State Council and to present and/or debate resolutions submitted for action.
- J. The State Council has the responsibility to conduct at least 4 formal state council business meetings annually, in accord with the current edition of *Robert's Rules of Order*.
- K. The State Council has the responsibility to prepare and file an annual financial report with the National Office, to maintain financial records in accordance with accepted accounting procedures and follow Internal Revenue Service regulations.
- L. The State Council has the responsibility to publish and distribute a newsletter to all members within the state. The publication shall contain information about meetings and professional activities of the State Council and Local Chapters. The newsletter will also be available on the MichiganENA.org website.
- M. The State Council has the responsibility to maintain a current State Council status report form with the National Office. The State Council shall monitor the filing of the respective chapter status report forms with the National Office.
- N. The State Council has the responsibility to maintain State Council financial and professional (all forms and paperwork needed to perform the role)

1 records and to provide for a mechanism to transfer the records upon
 2 installation of new officers.

- 3 O. The State Council will encourage member recruitment and retention
 4 activities at state, local and hospital levels. An annual plan to honor
 5 Michigan Emergency nurses during the month of October will be
 6 developed and implemented.

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 9 **V. CHARTER**

- 10 A. The Michigan State Council and Chapters are chartered by the National
 11 Emergency Nurses Association to function as the official organizational
 12 component in Michigan in accord with Procedures.
- 13 B. If the State Council or the Chapters do not adhere to the Bylaws and
 14 Procedures its charter may be suspended or revoked:
- 15 1. Suspension of Charter
 16 If the state council or the Chapters do not adhere to the Bylaws and
 17 Procedures, The Board of Directors will serve written notice
 18 regarding specific issues to the state council or Chapter officers as
 19 appropriate to address within a thirty (30) day period. If these
 20 issues are not addressed, the state council charter will by
 21 suspended thirty (30) days after written notice to the state council
 22 officers.
- 23 2. Revocation of Charter
- 24 a) The charter for the state council and Chapters will be
 25 revoked, subsequent to:
- 26 1) An initial suspension of charter status for the same
 27 cause.
- 28 2) A hearing for the state council officers regarding
 29 same, before the National Executive Committee,
 30 within sixty (60) days of initial suspension.
- 31 b) If the issues are not resolved in favor of the Bylaws and
 32 Procedures, the State Council charter will be revoked and a
 33 formal letter regarding the same will be forwarded to all State
 34 Council officers within ten (10) days of the hearing.
- 35 c) All financial management affairs will be transferred to the
 36 National Association.

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 38 **VI. INCORPORATION AND RELATED MATTERS**

- 39 A. The State Council shall be separately incorporated within the state as a
 40 not-for-profit organization.
- 41 1. The Articles of Incorporation for the State Council should
 42 incorporate the Purpose and Objectives of the State Council as
 43 specified in these Procedures and must not conflict with any
 44 aspects of the National Association Bylaws and Procedures.
- 45 2. The Articles of Incorporation for the State Council must receive final
 46 approval through the Procedures established at the national level.

- 1 B. The State Council has the responsibility to apply for a State Council
2 Employer Identification Number (EIN) and to file same with the National
3 Office.
4 C. The State Council includes its respective chapters as subsidiaries under a
5 Group Exemption.
6 D. The State Council shall maintain a tax-exempt status classification with
7 the IRS or face possible annual tax payments.
8 E. The State Council shall obtain all necessary insurance coverage as
9 required by law for a not-for-profit corporation within the state of Michigan.
10 This will include, but not be limited to “Bonding” the Treasurer and the
11 President.
12

13 VII. OFFICERS

- 14 A. State Council Officers (*Executive Board*)
15 1. President
16 2. President-elect or Immediate Past-President
17 3. Secretary
18 4. Treasurer
19 5. Treasurer-elect or Immediate Past-Treasurer
20 6. Director (Board Member At-Large)
21 7. Director (Board Member At-Large)
22 B. Responsibilities of the Executive Board
23 1. The Executive Board shall have general supervision of affairs of the
24 Emergency Nurses Association – Michigan Council between its
25 business meetings and shall perform such other duties as are
26 specified in these bylaws.
27 2. The Executive Board is subject to the orders of the State Council
28 delegates and none of its acts shall conflict with action taken by the
29 State Council.
30 3. Meetings of the Executive Committee shall be called by the
31 president.
32 4. The presence of the president and two other officers shall
33 constitute a quorum for any meeting of the Executive Board.
34 5. Meetings of the Executive Board can be in person or via email,
35 telephone or videoconference.
36 6. A meeting of the Executive Board shall be held before the
37 beginning of each calendar year for the purpose of preparation of
38 the goals and budget for the upcoming year. Committee Chairs will
39 also attend this meeting to prepare their goals and budget.
40 7. The Committee and Executive Board goals and budgets shall be
41 reviewed with the State Council at the first business meeting of the
42 fiscal year for modification and approval by the State Council.
43 8. For qualifications, responsibilities, and terms see procedures for
44 officers.
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- 1 C. Term of Office
- 2 a. The term of office shall commence January 1 each year and
- 3 terminate on December 31.
- 4 b. There shall be seven officers: President, President-elect, Secretary,
- 5 Treasurer, Treasurer-elect and two Directors (Board Member At-
- 6 Large).
- 7 c. Officers shall exercise the duties and responsibilities required of a
- 8 member of the executive board. Directors (Board Member At-
- 9 Large), Treasurer and Secretary shall serve for a two year term of
- 10 office. The president-elect is a one year term, the office of president
- 11 is a two year term, and the past-president is a one year term (4-
- 12 year commitment).
- 13 d. The chapters will have their own standard operating procedure and
- 14 terms of office.
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- 16 G. Vacancies for an unexpired term of office for Secretary may be filled by
- 17 appointment of the State Council President.
- 18 H. A vacancy for President-Elect and Treasurer-Elect must be filled by
- 19 nomination and approval by the State Council.
- 20 I. If the Immediate Past-President has had to fill a vacant President position,
- 21 then a President-Elect position must be filled by nomination and approval
- 22 by the State Council.
- 23 J. If the Immediate Past-Treasurer has had to fill a vacant Treasurer position,
- 24 then a Treasurer-Elect position must be filled by nomination and approval
- 25 by the State Council.
- 26 K. An officer may be removed from office, with or without cause, by a two-
- 27 thirds (2/3) vote of the State Council at a duly held meeting, provided that
- 28 not less than 30 days notice is given to each voting member that such
- 29 consideration will be on the agenda.
- 30 L. Directors:
- 31 A. Two (2) voting Directors shall be elected from the current MENA
- 32 membership. Two Directors to be elected annually for two (2) year term
- 33 of office.
- 34 1. Director Duties
- 35 a. The directors shall assume the duties prescribed by the MENA bylaws
- 36 and procedures and other such duties as may be required by the bylaws
- 37 and policies of MENA.
- 38 b. Approve minutes of the board meetings.
- 39 c. Liaison with assigned chapters and committees
- 40 d. Act as custodian of MENA property, securities and records
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42 VIII. ELECTION

43 Elections will be held annually as described in Emergency Nurses
 44 Association – Michigan Council PROCEDURES.

- 45 A. The nomination slate for officers will be presented at the spring
 46 State Council meeting.

- 1 C. Voting is to be complete prior to the September business meeting.
2 D. Officers will be elected by a majority vote of the Emergency Nurses
3 Association – Michigan Council members who participate in the election.
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5 **IX. COMMITTEES**

6 Emergency Nurses Association – Michigan Council shall have Committees
7 appointed by the Executive Committee in sufficient numbers necessary to
8 address mission, objectives, and positions of ENA.
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10 **X. Delegates for General Assembly.**

- 11 A. The number of delegates that the Emergency Nurses Association –
12 Michigan Council can send to the Annual General Assembly is based
13 upon state membership and is communicated to the MENA annually.
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15 **XI Article of Dissolution**

16 In the event of dissolution of Emergency Nurses Association – Michigan Council, the net
17 assets of the corporation shall be applied and all liabilities and obligations shall be paid,
18 satisfied, and discharged, or adequate provision shall be made thereof. After payment
19 of all liabilities and obligations, all remaining assets shall be distributed to National.
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21 **XII. Limitations**

22 Section 1-Corporate Powers

23 ENA shall possess which a corporation organized under the General Not-For -Profit
24 Corporation ACT of the State of Michigan, as the same from time to time may be
25 amended, shall possess,, including all powers which are not in conflict with the
26 purposes for which ENA shall not engage in any activity which would disqualify if from
27 being exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of
28 1986, as amended, or any subsequent law of the United States of America.
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30 Section 2. Net Earnings

31 No part of the net earnings of the Emergency Nurses Association – Michigan Council
32 shall inure to the benefit of any private individual. Further, no part of the income of
33 Emergency Nurses Association – Michigan Council shall be distributed to its members,
34 directors, or officers, provided however, that the payment of reasonable compensation
35 for services rendered shall not be deemed a distribution of income.
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37 Section 3 Corporate Assets

38 Anything herein contained to the contrary notwithstanding , no assets of Emergency
39 Nurses Association – Michigan Council shall be donated, distributed, applied to, paid
40 over or otherwise used or employed in any manner which would disqualify Emergency
41 Nurses Association – Michigan Council from being exempt from taxation under Section
42 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law
43 of the United States of America
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1 Section 4 Political Campaigns

2 Emergency Nurses Association – Michigan Council shall not participate in or intervene
3 in any political campaign on behalf of any candidate for public office, including the
4 publication or distribution of statements.

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6 Parliamentary Authority

7 The rules contained in Robert’s Rules of Order, Newly Revised, 10th Edition, shall
8 govern Emergency Nurses Association – Michigan Council in all cases to which they
9 are applicable and in which they are not inconsistent with the bylaws.

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11 **XIII. Amendments**

- 12 A. Proposed amendments to these bylaws must be submitted in writing or via
13 email attachment to the President-elect or Immediate Past-President, and
14 President, and signed or approved via email by at least 5 State Council
15 members of Emergency Nurses Association – Michigan Council.
- 16 B. After receiving the proposed amendments, the President-elect will email
17 copies to all voting members of the State Council. The amendment
18 proposal will be placed on the agenda of the next regularly scheduled
19 meeting, as long as it is received by the Secretary at least 30 days in
20 advance of that scheduled meeting.
- 21 C. Changes to the by-laws require a 2/3 majority of those voting members
22 present at the meeting.
- 23 D. Any amendment to the national organization Bylaws and Procedures
24 having direct application to these bylaws shall take precedence over any
25 State Council bylaw provision and/or procedures and shall take effect
26 immediately upon receipt of notification by the State Council president.

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30 Revised, 2015

31 Revised, 2013

32 Revised, 2010

33 Revised, 2006.

34 Revised, 2004.