Emergency Nurses Association
Michigan State Council

Emergency Nurses Association -- Michigan Council
Bylaws

ARTICLE I
NAME
The name of this organization shall be the Emergency Nurses Association – Michigan Council, a not for profit corporation incorporated in the State of Michigan.

ARTICLE II
MISSION, VALUE AND VISION STATEMENTS

Section 1. Purpose
The purpose for which the corporation (Michigan State council and chapters) 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.

Section 2. Mission
The mission of the Emergency Nurses Association -- Michigan Council (e.g. Michigan Emergency Nurses Association – MENA) is to advocate for patient safety and excellence in emergency nursing practice.

Section 3. Mission Objectives
MENA exists:
- To promote the specialty of emergency nursing.
- To promote the interests of MENA’s members and to improve the professional environment of the emergency nurse through education and public awareness.
- To promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
- To be the primary resource for emergency leadership, education and research IN THE STATE OF MICHIGAN
- To define standards that serve as a basis for emergency nursing practice.
- To develop, disseminate and evaluate emergency nursing education and research.
- To encourage interaction and mentorship among emergency nurses.
- To identify and disseminate information on key trends affecting and pertinent to emergency nursing.
To serve as an advocate for the public regarding emergency care.

**Section 4. Rules**
The following rules shall conclusively bind MENA and all persons acting for or on behalf of it:

A. No part of the net earnings of MENA shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that MENA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

B. No substantial part of the activities of MENA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and MENA shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, MENA shall not carry on any activity not permitted to be carried on by:

i. a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law); or

ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or the corresponding provision of any future United States Internal Revenue Law).

**Section 5. Official MENA Publication**
The official publication shall be the Triage Notes, which shall reflect the purpose, mission objectives and positions of MENA.

**ARTICLE III**
**MEMBERS**

**Section 1. State Council Composition**
Resource for Emergency Nursing: Each State Council/Chapter shall serve as a resource for emergency nursing and emergency care within the State/Chapter. 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.

**Section 2. State Council Representation**
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 MENA 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.

Section 3. Responsibilities of Membership
Each member has the responsibility to support the purpose, mission, vision, values and objectives of MENA.

Section 2. Classifications and Criteria
Membership may be granted to any individual who (i) abides by these bylaws, the ENA Code of Ethics, and such other policies, rules and regulations as ENA may adopt; and (ii) meets the criteria for membership set forth in one of the following categories:

A. Voting Members – voting members shall be classified as national, international, senior and military (“Voting Members”). Voting Members shall have the right to vote, hold elected office, serve on the Board of Directors, serve on committees, and attend ENA’s meetings and social functions.

B. Nonvoting Members – nonvoting members shall be classified as affiliate, student and honorary (“Nonvoting Members”). Nonvoting Members shall be entitled to serve on ENA committees and attend ENA member meetings and social functions.
1. Affiliate membership may be granted to any individual who shares interest in and supports the purpose, mission and objectives of ENA but does not otherwise meet the criteria for voting membership in ENA.

2. Student membership may be granted to any individual enrolled in a primary nursing education program leading to eligibility for licensure as a professional registered nurse.

3. Honorary membership may be awarded to an individual meeting such criteria as shall be determined by the president and the Board of Directors.

Section 3. Dues and Finance
A. The initial and annual dues for all MENA members and the time for paying such dues, and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive the annual dues and/or assessments for any member or category of members.

B. The membership of any member who is in default of payment of dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or its designee(s) shall establish, unless such termination is delayed by the Board of Directors or its designee(s).

C. Members who have resigned or been terminated for non-payment of dues may only be reinstated (i) if no more than three (3) months has elapsed since the date of termination; (ii) upon payment of delinquent dues; and (iii) in accordance with such rules as may from time to time be established by the Board of Directors. Former members not meeting the requirements for reinstatement must reapply for membership.

D. Each state council and chapter shall receive an annual allocation for each due paying, member within the state or chapter.

E. A surcharge may be added to the dues in some states by the state’s request.

Section 4. Disciplinary Action
A. Grounds for Discipline. ENA may discipline a member for any of the following reasons:
   i. Failure to comply with these Bylaws, the ENA Code of Ethics, or any of ENA’s rules or regulations;
   ii. Conviction of a felony or a crime related to, or arising out of, the practice of nursing or involving moral turpitude;
   iii. Suspension, revocation, or forfeiture by any state, province, or country of the member’s right to practice as a nurse; or
   iv. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of ENA.

B. Procedures. Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken
provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by ENA. Such disciplinary actions shall be conducted in accordance with such additional procedures as may be established by the Board of Directors.

ARTICLE 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) records and to provide for a mechanism to transfer the records upon installation of new officers.

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

ARTICLE V
CHARTER

A. The Michigan State Council and Chapters are chartered by the National Emergency Nurses Association to function as the official organizational component in Michigan in accord with Procedures.

B. If the State Council or the Chapters do not adhere to the Bylaws and Procedures its charter may be suspended or revoked:

1. Suspension of Charter
If the state council or the Chapters do not adhere to the Bylaws and Procedures, The Board of Directors will serve written notice regarding specific issues to the state council or Chapter officers as appropriate to address within a thirty (30) day period. If these issues are not addressed, the state council charter will be suspended thirty (30) days after written notice to the state council officers.

2. Revocation of Charter
a) The charter for the state council and Chapters will be revoked, subsequent to:
   1) An initial suspension of charter status for the same cause.
   2) A hearing for the state council officers regarding the same, before the National Executive Committee, within sixty (60) days of initial suspension.

b) If the issues are not resolved in favor of the Bylaws and Procedures, the State Council charter will be revoked and a formal letter regarding the same will be forwarded to all State Council officers within ten (10) days of the hearing.
c) All financial management affairs will be transferred to the National Association.

ARTICLE VI
INCORPORATION AND RELATED MATTERS
A. The State Council shall be separately incorporated within the state as a not-for-profit organization.
   1. The Articles of Incorporation for the State Council should incorporate the Purpose and Objectives of the State Council as specified in these Procedures and must not conflict with any aspects of the National Association Bylaws and Procedures.
   2. The Articles of Incorporation for the State Council must receive final approval through the Procedures established at the national level.
B. The State Council has the responsibility to apply for a State Council Employer Identification Number (EIN) and to file same with the National Office.
C. The State Council includes its respective chapters as subsidiaries under a Group Exemption.
D. The State Council shall maintain a tax-exempt status classification with the IRS or face possible annual tax payments.
E. The State Council shall obtain all necessary insurance coverage as required by law for a not-for-profit corporation within the state of Michigan. This will include, but not be limited to “Bonding” the Treasurer and the President.

ARTICLE VII
BOARD OF DIRECTORS
Section 1. State Council Officers (Executive Board)
1. President
2. President-elect or Immediate Past-President
3. Secretary
4. Treasurer
5. Treasurer-elect or Immediate Past-Treasurer
6. Director (Board Member At-Large)
7. Director (Board Member At-Large)
The President shall be MENA’s principal elected officer and shall, in general, supervise MENA’s business affairs, subject to the direction and control of the Board of Directors, by communicating with the BODs as necessary regarding MENA’s business. The President shall be a member of all councils and committees provided by these bylaws. The President serve as ENA’s official representative and spokesperson, except as otherwise provided by the Board of Directors; appoint representatives to MENA’s affiliated organizations and other positions as necessary; fill,
subject to the approval of the Board of Directors, vacancies on MENA’s committees; and in general, perform all duties customarily incident to the office of President and such other duties as may be prescribed by the Board of Directors. The President shall succeed to the office of immediate past president upon expiration of the President’s term of office.

**President-Elect.** The President-Elect shall assist the President and shall substitute for the President when required. The President-Elect shall appoint chairs and members of committees, for the year following his/her term in office as President-Elect subject to Board approval and shall in general, perform all duties customarily incident to the office of President-Elect and such other duties as may be prescribed by the Board of Directors. The President-Elect shall succeed to the office of President upon expiration of the President’s term of office, or in the event of the death, resignation, removal, or incapacity of the President.

**Secretary.** The Secretary shall be the principal scribe officer and secretary of MENA and shall perform all duties traditionally incident to the offices of Secretary and such other duties as may be assigned by the President or the Board of Directors. The duties of the Secretary may be assigned by the Board of Directors.

**Treasurer.** The Treasurer shall be the principal financial officer and shall perform all duties traditionally incident to the offices of Treasurer and such other duties as may be assigned by the President or the Board of Directors. The duties of the Treasurer may be assigned by the Board of Directors.

**Treasurer-Elect.** The Treasurer-Elect shall assist the Treasurer and shall substitute for the Treasurer when required. The Treasurer-Elect shall in general, perform all duties customarily incident to the office of Treasurer-Elect and such other duties as may be prescribed by the Board of Directors. The Treasurer-Elect shall succeed to the office of Treasurer upon expiration of the Treasurer’s term of office, or in the event of the death, resignation, removal, or incapacity of the Treasurer.

**Director.** The Director (Board Member At-Large) shall be supporting the MENA Executive Board and shall perform all duties traditionally incident to the offices of Secretary, Treasurer and such other duties as may be assigned by the President.

**Section 2. Officer Qualifications**

A. Each officer must be a Voting Member and must have been a Voting Member during each of the previous two years immediately prior to submitting a candidate application.

B. Each candidate for President-Elect, Secretary, and Treasurer may currently serve as a voting member of the Board of Directors.

**Section 3. Election**

A. Elections will be held annually as described in Emergency Nurses Association – Michigan Council PROCEDURES.
B. The nomination slate for officers will be presented at the spring State Council meeting.

C. Voting is to be complete prior to the September business meeting.

D. Officers will be elected by a majority vote of the Emergency Nurses Association Michigan Council members who participate in the election.

Section 4. Responsibilities of the Executive Board

1. The Executive Board shall have general supervision of affairs of the Emergency Nurses Association – Michigan Council between its business meetings and shall perform such other duties as are specified in these bylaws.

2. The Executive Board is subject to the orders of the State Council delegates and none of its acts shall conflict with action taken by the State Council.

3. Meetings of the Executive Committee shall be called by the president.

4. The presence of the president and two other officers shall constitute a quorum for any meeting of the Executive Board.

5. Meetings of the Executive Board can be in person or via email, telephone or videoconference.

6. A meeting of the Executive Board shall be held before the beginning of each calendar year for the purpose of preparation of the goals and budget for the upcoming year. Committee Chairs will also attend this meeting to prepare their goals and budget.

7. The Committee and Executive Board goals and budgets shall be reviewed with the State Council at the first business meeting of the fiscal year for modification and approval by the State Council.

8. For qualifications, responsibilities, and terms see procedures for officers.

9. Debate and determine MMENA policy

10. Oversee MENA’s business and financial affairs

11. Determine MENA’s policies in accordance with these bylaws

12. Have discretion in the disbursement of MENA’s funds

13. Adopt such rules and regulations for the conduct of its business as it shall deem advisable

14. Appoint such agents as it may consider necessary

15. Provide direction to and control over all MENA’s committees, unless specifically provided otherwise in these bylaws

16. Provide strategic direction for MENA; and Provide leadership for all of the component divisions of MENA.

Section 5. Term of Office

a. The term of office shall commence January 1 each year and terminate on December 31.
b. There shall be seven officers: President, President-elect, Secretary, Treasurer, Treasurer-elect and two Directors (Board Member At-Large).

c. Officers shall exercise the duties and responsibilities required of a member of the executive board. Directors (Board Member At-Large), Treasurer and Secretary shall serve for a two-year term of office. The president-elect is a one-year term, the office of president is a two-year term, and the past-president is a one-year term (4-year commitment).

d. The chapters will have their own standard operating procedure and terms of office.

Section 6. Vacancies
A. Vacancies for an unexpired term of office for Secretary may be filled by appointment of the State Council President.

B. A vacancy for President–Elect and Treasurer-Elect must be filled by nomination and approval by the State Council.

C. If the Immediate Past-President has had to fill a vacant President position, then a President-Elect position must be filled by nomination and approval by the State Council.

D. If the Immediate Past-Treasurer has had to fill a vacant Treasurer position, then a Treasurer-Elect position must be filled by nomination and approval by the State Council.

E. An officer may be removed from office, with or without cause, by a two-thirds (2/3) vote of the State Council at a duly held meeting, provided that not less than 30 days notice is given to each voting member that such consideration will be on the agenda.

F. Directors:
   1. Two (2) voting Directors shall be elected from the current MENA membership. Two Directors to be elected annually for two (2) year term of office.
   2. Director Duties
      a. The directors shall assume the duties prescribed by the MENA bylaws and procedures and other such duties as may be required by the bylaws and policies of MENA.
      b. Approve minutes of the board meetings.
      c. Liaison with assigned chapters and committees
      d. Act as custodian of MENA property, securities and records

ARTICLE VIII
COMMITTEES
Emergency Nurses Association – Michigan Council shall have Committees appointed by the Executive Committee in sufficient numbers necessary to address mission, objectives, and positions of MENA.
ARTICLE IX
MEETINGS

Section 1. Delegates for General Assembly
The number of delegates that the Emergency Nurses Association – Michigan Council

can send to the Annual General Assembly is based upon state membership and is

communicated to the MENA annually.

Section 2. Business meetings
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.

Section 3. Quorum
The presence of a majority of the total voting who are present shall constitute a quorum

for the transaction of business at any state council meeting.

ARTICLE X
ARTICLES OF DISSOLUTION

In the event of dissolution of Emergency Nurses Association – Michigan Council, the net

assets of the corporation shall be applied, and all liabilities and obligations shall be paid,
satisfied, and discharged, or adequate provision shall be made thereof. After payment

of all liabilities and obligations, all remaining assets shall be distributed to National.

ARTICLE XI
FINANCE

Section 1 - Corporate Powers
MENA shall possess which a corporation organized under the General Not-For-Profit
Corporation ACT of the State of Michigan, as the same from time to time may be
amended, shall possess, including all powers which are not in conflict with the

purposes for which MENA shall not engage in any activity which would disqualify if from

being exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of

1986, as amended, or any subsequent law of the United States of America.

Section 2. Net Earnings
No part of the net earnings of the Emergency Nurses Association – Michigan Council
shall inure to the benefit of any private individual. Further, no part of the income of
Emergency Nurses Association – Michigan 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.

Section 3 Corporate Assets
Anything herein contained to the contrary notwithstanding, no assets of Emergency
Nurses Association – Michigan Council shall be donated, distributed, applied to, paid
over or otherwise used or employed in any manner which would disqualify Emergency
Nurses Association – Michigan Council from being exempt from taxation under Section
Section 4. Contracts
The Board of Directors may authorize any officer or officers, agent or agents of MENA, in addition to the officers so authorized by these bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MENA, and such authority may be general or confined to specific instances.

Section 5. Payment of Indebtedness
All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MENA shall be signed by such officer or officers, agent or agents of MENA and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President.

Section 6. Deposits
All of MENA’s funds shall be deposited to the credit of MENA in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 7. Bonding
The Board of Directors shall provide for the bonding of such officers and employees of MENA as it may from time to time determine.

Section 8. Gifts
The Board of Directors may accept on behalf of MENA any contribution, gift, bequest or devise for MENA’s general purposes or for any special purpose.

Section 9. Books and Records
MENA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of the Board of Directors. The books and accounts of MENA shall be audited annually by accountants selected by the Board of Directors.

Section 10.
MENA’s fiscal year shall be determined by the Board of Directors.

Section 4 Political Campaigns
Emergency Nurses Association – Michigan Council shall not participate in or intervene in any political campaign on behalf of any candidate for public office, including the publication or distribution of statements.
ARTICLE XII
PARLIAMENTARY AUTHORITY

The rules contained in Robert’s Rules of Order, in accord with the current edition of Robert’s Rules of Order, shall govern Emergency Nurses Association – Michigan Council in all cases to which they are applicable and in which they are not inconsistent with the bylaws.

ARTICLE XIII
AMENDMENT

Section 1. Proposals
Proposed amendments to these bylaws must be submitted in writing or via email attachment to the President-elect or Immediate Past-President, and President, and signed or approved via email by at least 5 State Council members of Emergency Nurses Association – Michigan Council.

Section 2. Submission Deadline
Proposed amendments must be submitted to MENA at least 30 days prior to the next schedule state council meeting.

Section 3. Notice
After receiving the proposed amendments, the President or President-elect will email copies to all voting members of the State Council. The amendment proposal will be placed on the agenda of the next regularly scheduled meeting if it is received by the Secretary at least 30 days in advance of that scheduled meeting.

Section 4. Vote
Changes to the by-laws require a 2/3 majority of those voting members present at the meeting. Any amendment to the national organization Bylaws and Procedures having direct application to these bylaws shall take precedence over any State Council bylaw provision and/or procedures and shall take effect immediately upon receipt of notification by the State Council president.

Revised 2019
Revised, 2015
Revised, 2013
Revised, 2010
Revised, 2006.