

1 Emergency Nurses Association  
2 Michigan State Council

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4 **Emergency Nurses Association -- Michigan Council**  
5 **Bylaws**  
6

7  
8 **ARTICLE I**  
9 **NAME**

10 The name of this organization shall be the Emergency Nurses Association –  
11 Michigan Council, a not for profit corporation incorporated in the State of  
12 Michigan.  
13

14 **ARTICLE II**  
15 **MISSION, VALUE AND VISION STATEMENTS**  
16

17 **Section 1. Purpose**

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

23 **Section 2. Mission**

24 The mission of the Emergency Nurses Association -- Michigan Council  
25 (e.g. Michigan Emergency Nurses Association – MENA) is to advocate for patient  
26 safety and excellence in emergency nursing practice.  
27

28 **Section 3. Mission Objectives**

29 MENA exists:

- 30
- 31 ▪ To promote the specialty of emergency nursing.
  - 32 ▪ To promote the interests of MENA’s members and to improve the  
33 professional environment of the emergency nurse through  
34 education and public awareness.
  - 35 ▪ To promote ethical principles as defined in the ENA Code of Ethics  
36 for Emergency Nurses and the American Nurses Association Code  
37 of Ethics.
  - 38 ▪ To be the primary resource for emergency leadership, education  
39 and research **IN THE STATE OF MICHIGAN**
  - 40 ▪ To define standards that serve as a basis for emergency nursing  
41 practice.
  - 42 ▪ To develop, disseminate and evaluate emergency nursing  
43 education and research.
  - 44 ▪ To encourage interaction and mentorship among emergency  
45 nurses.
  - 46 ▪ 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           1.     The Michigan State Council will consist of all officers, all committee  
2                     chairpersons or designee and two delegates or designees from  
3                     each chapter. These are the voting members of the Michigan State  
4                     Council.
- 5           2.     The Executive Board of the State Council shall consist of  
6                     Immediate Past President, President, President-elect, Treasurer,  
7                     Treasurer-elect or Immediate Past-Treasurer, Secretary and two  
8                     Directors.
- 9           3.     The Third Level, if it exists, shall encompass all activities of Chapters:

10           **(1) Purpose:**

11           Each Chapter is chartered by the State Council in accord with Procedures  
12           and shall actively support the purpose and objectives of the ENA.

13           Each chapter shall function within the framework of ENA to coordinate  
14           activities at the Chapter Level. Each chapter of the state council shall  
15           consist of no less than five active MENA members.

16           **(2) Responsibility:**

17           Each chapter has the responsibility to provide representation for active  
18           participation at the respective State Level in accordance with Procedures.  
19           Chapters are integral components of Michigan and National ENA and shall  
20           act in accordance with Bylaws and Procedures.

21           Each Chapter shall receive an annual allocation for each Chapter Member  
22           in accord with Procedures.

23           Suspension or Revocation of Charter:

24           The charter for a Chapter may be suspended or revoked in accord to  
25           procedures.

26  
27           Section 3. Responsibilities of Membership

28           Each member has the responsibility to support the purpose, mission,  
29           vision, values and objectives of MENA.

30  
31           Section 2. Classifications and Criteria

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

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

41           B. Nonvoting Members – nonvoting members shall be classified as  
42           affiliate, student and honorary (“Nonvoting Members”). Nonvoting  
43           Members shall be entitled to serve on ENA committees and attend ENA  
44           member meetings and social functions.

- 1 1. Affiliate membership may be granted to any individual who shares  
2 interest in and supports the purpose, mission and objectives of ENA but  
3 does not otherwise meet the criteria for voting membership in ENA.
- 4 2. Student membership may be granted to any individual enrolled in a  
5 primary nursing education program leading to eligibility for licensure as  
6 a professional registered nurse.
- 7 3. Honorary membership may be awarded to an individual meeting such  
8 criteria as shall be determined by the president and the Board of Directors.  
9

### 10 Section 3. Dues and Finance

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

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

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

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

30 E. A surcharge may be added to the dues in some states by the state's  
31 request.  
32

### 33 Section 4. Disciplinary Action

34 A. Grounds for Discipline. ENA may discipline a member for any of the  
35 following reasons:

- 36 i. Failure to comply with these Bylaws, the ENA Code of Ethics, or any of  
37 ENA's rules or regulations;
- 38 ii. Conviction of a felony or a crime related to, or arising out of, the practice  
39 of nursing or involving moral turpitude;
- 40 iii. Suspension, revocation, or forfeiture by any state, province, or country  
41 of the member's right to practice as a nurse; or
- 42 iv. Immoral, dishonorable, or unprofessional conduct considered  
43 prejudicial to the best interests of, or inconsistent with, the purposes of  
44 ENA.

45 B. Procedures. Discipline may include, but not be limited to, censure,  
46 suspension, probation, and expulsion. Disciplinary action may be taken

1 provided that a statement of the charges shall have been sent by certified  
2 mail to the last recorded address of the member at least fifteen (15) days  
3 before final action is to be taken. This statement shall be accompanied by  
4 a notice of the time and place of the meeting at which the charges shall be  
5 considered, and the member shall have the opportunity to appear in  
6 person and/or to be represented by counsel and to present any defense to  
7 such charges before action is taken by ENA. Such disciplinary actions  
8 shall be conducted in accordance with such additional procedures as may  
9 be established by the Board of Directors.

10  
11 **ARTICLE IV**  
12 **RESPONSIBILITIES**

- 13 A. The State Council shall serve as a resource for emergency nurses  
14 within the state.
- 15 B. The State Council has the responsibility to monitor and address  
16 professional issues related to emergency care on the state level.
- 17 C. The State Council shall monitor state legislative issues and concerns  
18 affecting emergency care and emergency nursing practice.
- 19 D. The State Council has the responsibility to provide at least one (1)  
20 annual emergency nursing education program either sponsored solely  
21 by the state council, or in conjunction with another organization or a  
22 local chapter.
- 23 E. The State Council shall assist in the coordination of chapters at the  
24 local level within the state in accordance with the Bylaws and  
25 Procedures.
- 26 F. The State Council has the responsibility to maintain respective state  
27 council incorporation, tax exempt status and a current Employer  
28 Identification Number and 501 c 3 tax status.
- 29 G. The State Council has the responsibility to hold an annual election by  
30 September for officers of the State Council.
- 31 H. The State Council shall have committees in sufficient numbers  
32 necessary to address its objectives, professional practice, special  
33 interests and programs. Funding shall be provided as determined by  
34 the Executive Board and the State Council. The current State Council  
35 president shall appoint committee chairs.
- 36 I. The State Council has the responsibility to organize and send a state  
37 delegation to the National Association's Annual General Assembly.  
38 The delegates serve to represent the State Council and to present  
39 and/or debate resolutions submitted for action.
- 40 J. The State Council has the responsibility to conduct at least 4 formal  
41 state council business meetings annually, in accord with the current  
42 edition of *Robert's Rules of Order*.
- 43 K. The State Council has the responsibility to prepare and file an annual  
44 financial report with the National Office, to maintain financial records  
45 in accordance with accepted accounting procedures and follow  
46 Internal Revenue Service regulations.

- 1 L. The State Council has the responsibility to publish and distribute a  
 2 newsletter to all members within the state. The publication shall  
 3 contain information about meetings and professional activities of the  
 4 State Council and Local Chapters. The newsletter will also be  
 5 available on the [MichiganENA.org](http://MichiganENA.org) website.  
 6 M. The State Council has the responsibility to maintain a current State  
 7 Council status report form with the National Office. The State Council  
 8 shall monitor the filing of the respective chapter status report forms  
 9 with the National Office.  
 10 N. The State Council has the responsibility to maintain State Council  
 11 financial and professional (all forms and paperwork needed to perform  
 12 the role) records and to provide for a mechanism to transfer the  
 13 records upon installation of new officers.  
 14 O. The State Council will encourage member recruitment and retention  
 15 activities at state, local and hospital levels. An annual plan to honor  
 16 Michigan Emergency nurses during the month of October will be  
 17 developed and implemented.  
 18

19 **ARTICLE V**  
 20 **CHARTER**

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

- 1 c) All financial management affairs will be transferred to the  
2 National Association.  
3  
4

## 5 **ARTICLE VI**

### 6 **INCORPORATION AND RELATED MATTERS**

- 7 A. The State Council shall be separately incorporated within the state as  
8 a not-for-profit organization.  
9 1. The Articles of Incorporation for the State Council should  
10 incorporate the Purpose and Objectives of the State Council as  
11 specified in these Procedures and must not conflict with any  
12 aspects of the National Association Bylaws and Procedures.  
13 2. The Articles of Incorporation for the State Council must receive  
14 final approval through the Procedures established at the  
15 national level.  
16 B. The State Council has the responsibility to apply for a State  
17 Council Employer Identification Number (EIN) and to file  
18 same with the National Office.  
19 C. The State Council includes its respective chapters as  
20 subsidiaries under a Group Exemption.  
21 D. The State Council shall maintain a tax-exempt status  
22 classification with the IRS or face possible annual tax  
23 payments.  
24 E. The State Council shall obtain all necessary insurance  
25 coverage as required by law for a not-for-profit corporation  
26 within the state of Michigan. This will include, but not be  
27 limited to "Bonding" the Treasurer and the President.  
28

## 29 **ARTICLE VII**

### 30 **BOARD OF DIRECTORS**

#### 31 **Section 1. State Council Officers (*Executive Board*)**

- 32 1. President  
33 2. President-elect or Immediate Past-President  
34 3. Secretary  
35 4. Treasurer  
36 5. Treasurer-elect or Immediate Past-Treasurer  
37 6. Director (Board Member At-Large)  
38 7. Director (Board Member At-Large)

39 **The President** shall be MENA's principal elected officer and shall, in  
40 general, supervise MENA's business affairs, subject to the direction and  
41 control of the Board of Directors, by communicating with the BODs as  
42 necessary regarding MENA's business. The President shall be a member  
43 of all councils and committees provided by these bylaws. The President  
44 serve as ENA's official representative and spokesperson, except as  
45 otherwise provided by the Board of Directors; appoint representatives to  
46 MENA's affiliated organizations and other positions as necessary; fill,

1 subject to the approval of the Board of Directors, vacancies on MENA's  
2 committees; and in general, perform all duties customarily incident to the  
3 office of President and such other duties as may be prescribed by the  
4 Board of Directors. The President shall succeed to the office of immediate  
5 past president upon expiration of the President's term of office.

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

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

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

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

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

### 36 Section 2. Officer Qualifications

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

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

### 42 Section 3. Election

43 A. Elections will be held annually as described in Emergency Nurses  
44 Association – Michigan Council PROCEDURES.  
45  
46



- 1 B. The nomination slate for officers will be presented at the spring State  
 2 Council meeting.  
 3 C. Voting is to be complete prior to the September business meeting.  
 4 D. Officers will be elected by a majority vote of the Emergency Nurses  
 5 Association Michigan Council members who participate in the election.  
 6  
 7

#### 8 Section 4. Responsibilities of the Executive Board

- 9 1. The Executive Board shall have general supervision of affairs of the  
 10 Emergency Nurses Association – Michigan Council between its  
 11 business meetings and shall perform such other duties as are  
 12 specified in these bylaws.  
 13 2. The Executive Board is subject to the orders of the State Council  
 14 delegates and none of its acts shall conflict with action taken by the  
 15 State Council.  
 16 3. Meetings of the Executive Committee shall be called by the  
 17 president.  
 18 4. The presence of the president and two other officers shall  
 19 constitute a quorum for any meeting of the Executive Board.  
 20 5. Meetings of the Executive Board can be in person or via email,  
 21 telephone or videoconference.  
 22 6. A meeting of the Executive Board shall be held before the  
 23 beginning of each calendar year for the purpose of preparation of  
 24 the goals and budget for the upcoming year. Committee Chairs will  
 25 also attend this meeting to prepare their goals and budget.  
 26 7. The Committee and Executive Board goals and budgets shall be  
 27 reviewed with the State Council at the first business meeting of the  
 28 fiscal year for modification and approval by the State Council.  
 29 8. For qualifications, responsibilities, and terms see procedures for  
 30 officers.  
 31 9. Debate and determine MMENA policy  
 32 10. Oversee MENA's business and financial affairs  
 33 11. Determine MENA's policies in accordance with these bylaws  
 34 12. Have discretion in the disbursement of MENA's funds  
 35 13. Adopt such rules and regulations for the conduct of its business as  
 36 it shall deem advisable  
 37 14. Appoint such agents as it may consider necessary  
 38 15. Provide direction to and control over all MENA's committees,  
 39 unless specifically provided otherwise in these bylaws  
 40 16. Provide strategic direction for MENA; and Provide leadership for all  
 41 of the component divisions of MENA.  
 42

#### 43 Section 5. Term of Office

- 44 a. The term of office shall commence January 1 each year and  
 45 terminate on December 31.

- 1 b. There shall be seven officers: President, President-elect, Secretary,  
 2 Treasurer, Treasurer-elect and two Directors (Board Member At-  
 3 Large).  
 4 c. Officers shall exercise the duties and responsibilities required of a  
 5 member of the executive board. Directors (Board Member At-  
 6 Large), Treasurer and Secretary shall serve for a two-year term of  
 7 office. The president-elect is a one-year term, the office of president  
 8 is a two-year term, and the past-president is a one-year term (4-  
 9 year commitment).  
 10 d. The chapters will have their own standard operating procedure and  
 11 terms of office.  
 12  
 13

#### 14 Section 6. Vacancies

- 15 A. Vacancies for an unexpired term of office for Secretary may be filled by  
 16 appointment of the State Council President.  
 17 B. A vacancy for President–Elect and Treasurer-Elect must be filled by  
 18 nomination and approval by the State Council.  
 19 C. If the Immediate Past-President has had to fill a vacant President  
 20 position, then a President-Elect position must be filled by nomination and  
 21 approval by the State Council.  
 22 D. If the Immediate Past-Treasurer has had to fill a vacant Treasurer  
 23 position, then a Treasurer-Elect position must be filled by nomination and  
 24 approval by the State Council.  
 25 E. An officer may be removed from office, with or without cause, by a two-  
 26 thirds (2/3) vote of the State Council at a duly held meeting, provided that  
 27 not less than 30 days notice is given to each voting member that such  
 28 consideration will be on the agenda.  
 29 F. Directors:  
 30 1. Two (2) voting Directors shall be elected from the current MENA  
 31 membership. Two Directors to be elected annually for two (2) year term  
 32 of office.  
 33 2. Director Duties  
 34 a. The directors shall assume the duties prescribed by the MENA bylaws  
 35 and procedures and other such duties as may be required by the bylaws  
 36 and policies of MENA.  
 37 b. Approve minutes of the board meetings.  
 38 c. Liaison with assigned chapters and committees  
 39 d. Act as custodian of MENA property, securities and records  
 40

### 41 **ARTICLE VIII** 42 **COMMITTEES**

43 Emergency Nurses Association – Michigan Council shall have Committees  
 44 appointed by the Executive Committee in sufficient numbers necessary to  
 45 address mission, objectives, and positions of MENA.  
 46

1 **ARTICLE IX**  
2 **MEETINGS**

3 Section 1. Delegates for General Assembly

4 The number of delegates that the Emergency Nurses Association – Michigan Council  
5 can send to the Annual General Assembly is based upon state membership and is  
6 communicated to the MENA annually.  
7

8 Section 2. Business meetings

9 The State Council has the responsibility to conduct at least 4 formal state council  
10 business meetings annually, in accord with the current edition of *Robert's Rules of*  
11 *Order*.  
12

13 Section 3. Quorum

14 The presence of a majority of the total voting who are present shall constitute a quorum  
15 for the transaction of business at any state council meeting.  
16  
17

18 **ARTICLE X**  
19 **ARTICLES OF DISSOLUTION**

20 In the event of dissolution of Emergency Nurses Association – Michigan Council, the net  
21 assets of the corporation shall be applied, and all liabilities and obligations shall be paid,  
22 satisfied, and discharged, or adequate provision shall be made thereof. After payment  
23 of all liabilities and obligations, all remaining assets shall be distributed to National.  
24

25 **ARTICLE XI**  
26 **FINANCE**

27 Section 1-Corporate Powers

28 MENA shall possess which a corporation organized under the General Not-For -Profit  
29 Corporation ACT of the State of Michigan, as the same from time to time may be  
30 amended, shall possess,, including all powers which are not in conflict with the  
31 purposes for which MENA shall not engage in any activity which would disqualify if from  
32 being exempt from taxation under Section 501(c) (3) of the Internal Revenue Code of  
33 1986, as amended, or any subsequent law of the United States of America.  
34

35 Section 2. Net Earnings

36 No part of the net earnings of the Emergency Nurses Association – Michigan Council  
37 shall inure to the benefit of any private individual. Further, no part of the income of  
38 Emergency Nurses Association – Michigan Council shall be distributed to its members,  
39 directors, or officers, provided however, that the payment of reasonable compensation  
40 for services rendered shall not be deemed a distribution of income.  
41

42 Section 3 Corporate Assets

43 Anything herein contained to the contrary notwithstanding , no assets of Emergency  
44 Nurses Association – Michigan Council shall be donated, distributed, applied to, paid  
45 over or otherwise used or employed in any manner which would disqualify Emergency  
46 Nurses Association – Michigan Council from being exempt from taxation under Section

1 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or any subsequent law  
2 of the United States of America

3  
4 Section 4. Contracts

5 The Board of Directors may authorize any officer or officers, agent or agents of MENA,  
6 in addition to the officers so authorized by these bylaws, to enter into any contract or  
7 execute and deliver any instrument in the name of and on behalf of MENA, and such  
8 authority may be general or confined to specific instances.

9  
10 Section 5. Payment of Indebtedness

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

17  
18 Section 6. Deposits

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

21  
22 Section 7. Bonding

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

25  
26 Section 8. Gifts

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

29  
30 Section 9. Books and Records

31 MENA shall keep correct and complete books and records of account and shall also  
32 keep minutes of the proceedings of the Board of Directors. The books and accounts of  
33 ENA shall be audited annually by accountants selected by the Board of Directors.

34  
35 Section 10.

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

37  
38 Section 4 Political Campaigns

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

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1 **ARTICLE XII**  
2 **PARILMENTARY AUTHORITY**

3 The rules contained in Robert's Rules of Order, in accord with the current edition of  
4 *Robert's Rules of Order*, shall govern Emergency Nurses Association – Michigan  
5 Council in all cases to which they are applicable and in which they are not inconsistent  
6 with the bylaws  
7

8 **ARTICLE XIII**  
9 **AMENDMENT**

10 Section 1. Proposals

11 Proposed amendments to these bylaws must be submitted in writing or via email  
12 attachment to the President-elect or Immediate Past-President, and President, and  
13 signed or approved via email by at least 5 State Council members of Emergency  
14 Nurses Association – Michigan Council.  
15

16 Section 2. Submission Deadline

17 Proposed amendments must be submitted to MENA at least 30 days prior to the next  
18 schedule state council meeting.  
19

20 Section 3. Notice

21 After receiving the proposed amendments, the President or President-elect will email  
22 copies to all voting members of the State Council. The amendment proposal will be  
23 placed on the agenda of the next regularly scheduled meeting if it is received by the  
24 Secretary at least 30 days in advance of that scheduled meeting.  
25

26 Section 4. Vote

27 Changes to the by-laws require a 2/3 majority of those voting members present at the  
28 meeting. Any amendment to the national organization Bylaws and Procedures having  
29 direct application to these bylaws shall take precedence over any State Council bylaw  
30 provision and/or procedures and shall take effect immediately upon receipt of  
31 notification by the State Council president.  
32  
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34 Revised 2019  
35 Revised, 2015  
36 Revised, 2013  
37 Revised, 2010  
38 Revised, 2006.  
39 Revised, 2004.