

**KENTUCKY STATE COUNCIL EMERGENCY NURSES ASSOCIATION
2019 BYLAWS**

ARTICLE I: ORGANIZATION

The name of this organization shall be the Kentucky State Council of the Emergency Nurses Association (ENA), a not-for-profit corporation incorporated in the state of Kentucky.

Section 1: Purpose

The purposes for which the corporation 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 in geographic territory assigned by National ENA.

ARTICLE II: MEMBERSHIP

Membership in Kentucky State Council shall be those persons accepted as members with the qualifications described in the national ENA bylaws who reside in or are otherwise assigned to the Kentucky territory.

Section 1: Classifications

A. Active Member(s)

1. Member(s): Professional Registered Nurses, with an unrestricted license in the United States whose dues are current.
2. International Member(s): Professional Registered Nurses, with an unrestricted license outside the United States whose dues are current.
3. Senior Member(s): Professional Registered Nurses, licensed in the United States who dues are current in the National ENA and aged 65 or older.

B. Affiliate Member:

An individual who is not a Registered Nurse and supports the mission and objectives of ENA whose National ENA dues are current.

C. Student Members:

An individual enrolled in a nursing education program leading to eligibility for Registered Nurse licensure whose National ENA dues are current.

Section 2: Privileges

A. Active Member(s), International Member(s), and Senior Member(s), as defined in Section 1-A, shall have the right to vote, hold elected office, and serve on committees.

B. Affiliate Member(s): shall have the rights and privileges of membership, except the right to vote and hold elected office.

C. Student Members: shall have the rights and privileges of membership, except the right to vote and hold elected office.

Section 3: Rights and Responsibilities of Membership

Each member has the responsibility to support the purpose and positions of the Kentucky State Council.

Section 4: Voting Members

Only active members, as defined in Article II, section 1, shall have the right to vote.

Section 5: Termination of Membership

Termination of membership in National ENA shall result in automatic termination of membership in the Kentucky State Council.

Section 6: Dues and Finance

- A. The Board of Directors may determine additional Kentucky State Council membership dues as a surcharge as outlined in the ENA National procedures.

B. The fiscal year shall be January 1 through December 31.

ARTICLE III: CONSTITUENT DIVISIONS

Section 1: Levels of Organization

A. Chapters

1. Local chapters may be formed in accordance with the ENA National procedures.
2. The Board of Directors shall determine whether to have local chapters and whether the chapters shall be integral components of the organization or a separate entity.
3. Chapter representation on the State Council shall be determined in such a manner as provided in the Bylaws and Procedures of the National Association (ENA).

Section 2: Activities

All activities will be conducted consistent with ENA National procedures. Structure, function, and powers of the chapters shall be consistent with the Bylaws and Procedures of the National Association (ENA).

ARTICLE IV: GOVERNING AUTHORITY

The Board of Directors (BOD) of the Kentucky State Council shall be responsible for the management of the affairs of the state council between business meetings and shall such other duties as are specified in these Bylaws and the National procedure manual. The Board of Directors is subject to the direction of the State Council and none of its acts shall conflict with the action taken by the State Council.

Section 1: Composition

The Board of Directors (BOD) of the Kentucky State council shall be composed of five (5) voting officers and one (1) non-voting member.

1. Officers

There shall be five (5) voting officers: President, President-Elect, Secretary, Treasurer, and Immediate Past President.

2. The Treasurer-Elect will serve as the ex-officio non-voting member.

Section 2: Qualifications:

All officers shall meet the following qualifications to be eligible for election.

1. Current National Association (ENA) membership
2. Current, unrestricted, professional nurse licensure within the state of Kentucky
3. Active participation at the state and/or chapter level

Section 3: Responsibilities

In addition to the responsibilities delineated below, officers of the Kentucky State council shall exercise all the privileges and responsibilities as an officer of the state council as specified in the Bylaws and Procedures of the National Association (ENA). All elected officers shall attend Board of Directors and state council meetings as part of their responsibility to the office.

1. President:

- a. Serve as Executive Officer of the State council.

- b. Coordinate all state council administrative activities.
 - c. Appoint committee chairpersons with the approval of the Board of Directors.
 - d. Shall be responsible for updating and implementing the strategic plan.
2. President-Elect
 - a. Perform any duties assigned by the President for the state council.
 - b. Succeed the office of President at the expiration of the President's term. In the event the office of President becomes vacant, the President-Elect shall serve for the unexpired term and also the term for which he/she was elected.
 3. Secretary
 - a. Record minutes of the State council meetings and meetings of the Board of Directors for the state council.
 - b. Maintain correspondence with State council members, officers, and committee chairpersons.
 - c. Perform those duties as outlined in Parliamentary Procedure and Common Law.
 4. Treasurer
 - a. Maintain state council financial records in accordance with generally accepted accounting procedures.
 - b. Present a budget for the state council proposed annually.
 - c. Maintain banking accounts and disbursements thereof.
 5. Immediate Past President
 - a. Advise the President and Board of Directors where applicable.
 6. Treasurer-Elect
 - a. Perform any duties assigned by the Treasurer for the state council.
 - b. Succeed the office of the Treasurer at the expiration of the Treasurer's term. In the event the office of the Treasurer becomes vacant, the President-Elect shall serve for the unexpired term and also the term for which he/she was elected.

Section 4: Term of Office

1. The state council President, President-Elect, Treasurer, Treasurer-Elect, and Secretary shall serve a term of one (1) year until their successors are elected.
2. The term of office shall commence on January 1 and terminate on December 31 of each calendar year.

Section 5: Elections

1. Elections shall be held annually. Balloting may be by electronic means.
2. Nominations
 - a. The President-Elect shall be responsible for the nominations and elections process.
3. Electoral Process
 - a. All members of the Kentucky State Council shall have the opportunity to elect officers by ballot.
 - b. Candidates receiving the highest number of votes for each position shall be declared elected.
 - c. Tie votes

1. In the event of a tie vote for the officer positions, the State Council President shall cast the deciding vote.

4. Vacancies

- a. In the event that a board member vacates his/her office, except for the Immediate Past President, the current president shall appoint a qualified member to fulfill the remainder of the term. First consideration will be given to qualified members who were nominated for the same position during the general election.

Section 6: Quorum

A majority of the voting members of the Kentucky State Council Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors and the State Council require an affirmative vote of a majority of either body.

ARTICLE V: MEETINGS

- A. The Kentucky State Council Board of Directors shall meet at least quarterly each year.
- B. Meetings shall be called by the President.
- C. Any decisions made at the Kentucky State Council general meeting require a majority vote of members in attendance.
- D. A special meeting may be called upon written request of any member of the Board of Directors to the President, who will notify the other Officers and the general membership. The special meeting will be held within thirty (30) days of the request.

ARTICLE VI: ANNUAL MEETING DELEGATES

- A. The number and qualifications for delegates to the National Association (ENA) Annual Meeting shall be determined by the Bylaws and Procedures of the National Association.
- B. Annual Meeting delegates will be chosen by point selection as determined by the State Council Board of Directors. Candidates shall submit their delegate point forms to the State Council Board of Directors for review by published due date. Delegates will be selected by the State Council Board of Directors based upon total points received.

ARTICLE VII: COMMITTEES

The Kentucky State Council shall have committees appointed by the Board of Directors in sufficient numbers as needed.

Section 1: Committee Chair(s)

The President shall appoint the Chairperson of all committees, except any committee charged with the nomination of candidates for State Council office. The President –elect shall serve as the chairperson of the nominations committee, having no stake in the election process.

ARTICLE VIII: PARLIAMENTARY PROCEDURES

These Bylaws and the current edition of Roberts Rules of Order shall govern all meeting of the Kentucky State Council and the Kentucky State Council Board of Directors provided they are not in conflict with the Bylaws and Procedures established by the National Association (ENA).

ARTICLE IX: CHARTER

A formal charter shall be issued by the National Association in accordance with its Bylaws and Procedures, allowing the Kentucky State Council to function as an affiliate of the National Association (ENA) at the state level. Said charter may be suspended or revoked by the National Association (ENA) in accordance with its Bylaws and Procedures.

ARTICLE X: DISSOLUTION

In the event of dissolution of the Kentucky State Council, the net assets of the corporation shall revert to the National Association (ENA) after all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

ARTICLE XI: AMENDMENTS

Amendments to the Bylaws may be proposed by the Kentucky State Council Board of Directors, or under the signature of five (5) active members.

Section 1: Process

1. Proposed amendments must be submitted to the State Council President at least thirty (30) days prior to a previously scheduled State Council meeting.
2. 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 15 days prior to a State Council meeting.

Section 2: Approval

1. Before any amendments become effective, they must be subsequently approved by a two-thirds (2/3) vote of the members present at a Kentucky State Council meeting for which prior notice has been given.
2. Bylaw amendments shall become effective immediately following the meeting at which the results are presented unless another time is specified.
3. Any amendment to the National Association (ENA) Bylaws and Procedures having direct application to the Bylaws, shall take precedence over any Kentucky State Council Bylaw provision and/or procedures and amendment thereto shall automatically take effect.

ARTICLE XII: INDEMNIFICATION

The Kentucky State Council shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Kentucky 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 party to any threatened, pending, or completed action, suit, or proceeding.

ARTICLE XIII: LIMITATIONS

No part of the net earnings of the Kentucky State Council shall inure to the benefit of any private individual. Further, no part of the income of the Kentucky State 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. The Kentucky

State Council shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Kentucky State Council shall possess all powers which a corporation organized under the laws of the State of Kentucky, 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 this organization is formed. In any event, the Kentucky State Council shall not engage in any activity which would disqualify it 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.

Anything herein contained to the contrary notwithstanding, no assets of the Kentucky State Council shall be donated, distributed, applied to, paid over or otherwise used or employed in any manner which would disqualify the Kentucky State Council 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.