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**BYLAWS  
EMERGENCY NURSES ASSOCIATION  
ILLINOIS STATE COUNCIL**

**An Illinois Not-for-Profit Mutual Benefit Corporation**

**ARTICLE I**

**NAME**

The name of this organization shall be the Illinois State Council of the Emergency Nurses Association (ENA), an Illinois based not for profit organization.

**ARTICLE II**

**PURPOSE**

The purposes for which the Illinois State Council 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 the State of Illinois.

The Illinois State Council is the integral organizational component of the Emergency Nurses Association at the State Level, chartered by the National Association (ENA), to implement its philosophy, objectives, and leadership on the State level, as well as to coordinate the professional activities of the members within Illinois in liaison with the National Level (ENA), General Assembly and the Board of Directors. The Illinois State Council shall act in accord with Bylaws and Procedures established by the National Association (ENA).

The Illinois State Council is organized for public purposes, not for the private gain of any person. No substantial part of the activities of the Illinois State Council shall consist of carrying on propaganda, and the Illinois State Council shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**ARTICLE III**

**MEMBERSHIP**

Membership in the Illinois State Council shall be those persons accepted as members with the qualifications described in the National Emergency Nurses Association (ENA) Bylaws who reside in or are otherwise assigned to the State.

**Section 1: Classifications**

**A. Active Member**

- 1) Members: Professional Registered Nurses, licensed in the United States whose dues are current in the National ENA.
- 2) Senior Members: Professional Registered Nurses, licensed in the United States, whose dues are current in the National ENA and aged 65 or older.

- 51 B. Affiliate Member: An individual who is not a Registered Nurse and supports the  
52 mission and objectives of ENA whose National ENA dues are current.  
53 C. Honorary Member: Awarded to an individual as determined by the President  
54 and the Board of Directors.  
55 D. Student Members: An individual enrolled in a nursing education program leading  
56 to eligibility for Registered Nurse licensure whose National ENA dues are current.  
57

## 58 Section 2: Privileges

- 59  
60 A. Active Member(s)  
61 (1) Members: When a Professional Registered Nurse licensed in the United  
62 States joins, she/he shall have the right to vote, hold elected office, and  
63 serve on committees.  
64 (2) Senior Members: When a Professional Registered Nurse licensed in the  
65 United States, aged 65 or older joins, she/he shall have the right to vote,  
66 hold elected office, and serve on committees.  
67 B. Affiliate Members: Affiliate Members shall have the rights and privileges of  
68 membership, except the right to vote and to hold elected office.  
69 C. Honorary Members: Honorary Members shall have the rights and privileges of  
70 membership, except the right to vote and to hold elected office.  
71 D. Student Members: Student Members shall have the rights and privileges of  
72 membership, except the right to vote and to hold elected office.  
73

## 74 Section 3: Rights and Responsibilities of Membership

- 75  
76 A. Each member shall have the right to:  
77 1. Receive official publications of the Illinois ENA.  
78 2. Access to the members only section of the Illinois ENA web site.  
79 3. Be a candidate for the Illinois State Council elective and appointive  
80 positions in accordance with Illinois State Council bylaws and procedures.  
81 4. Attend Illinois State Council meetings.  
82 5. Be accorded other rights as provided for under common parliamentary or  
83 statutory law.  
84 B. Each member has the responsibility to support the purpose and positions of  
85 Illinois State Council.  
86 C. Each member shall have the obligation to:  
87 1. Uphold the bylaws and procedures of the Illinois State Council and ENA.  
88 2. Pay dues required by ENA.  
89 3. Fulfill the requirements of an office or committee when elected or  
90 appointed.  
91 4. Not speak on behalf of the Illinois State Council without prior knowledge  
92 and permission of the Illinois State Council Board of Directors.  
93

## 94 Section 4: Voting members

95  
96 Only Active Members shall have the right to vote.  
97

## 98 Section 5: Termination of Membership

- 99  
100 A. Termination of membership in National ENA shall result in automatic termination  
101 of membership in the Illinois Emergency Nurses Association. Members may also

102 have their membership terminated by a two-thirds (2/3) vote of the Illinois Board  
103 of Directors for failure to adhere to the bylaws or for cause.

- 104 B. Such action shall not be taken until a member is advised of specific charges and  
105 given the opportunity to respond.

106  
107 Section 6: Dues and Finance

- 108  
109 A. The Board of Directors may determine membership dues as a surcharge as  
110 outlined in Procedures.  
111 B. The fiscal year shall be the Illinois Emergency Nurses Association's fiscal year  
112 dates, *which* are January 1 through December 31.

113  
114 **ARTICLE IV**

115  
116 **CONSTITUENT DIVISIONS**

117  
118 Section 1: Levels of Organization

- 119  
120 A. A formal charter certificate shall be issued by the National Association in accord  
121 with its Bylaws and Procedures, allowing the Illinois Council to function as an  
122 affiliate of the National Association at the State Level.  
123 B. Said charter may be suspended or revoked by the National Association in accord  
124 with its Bylaws and Procedures.

125  
126 Section 2: Objectives and Responsibilities

127  
128 The Illinois Emergency Nurses Association objectives and responsibilities include:

- 129  
130 A. The promotion and implementation of the philosophy of the Emergency Nurses  
131 Association (ENA) at the State Level.  
132 B. Providing leadership by identifying and addressing issues affecting emergency  
133 care and emergency nursing practice at the State level.  
134 C. Maintaining liaisons with State professional organizations and agencies  
135 including, but not limited to:  
136 1. Illinois College of Emergency Physicians (ICEP)  
137 2. IDPH, Division of Emergency Medical Services  
138 3. Illinois Board of Nursing  
139 4. Illinois Nurses' Association and other State Nursing Specialty  
140 Organizations  
141 D. Monitoring State legislative issues affecting emergency care and emergency  
142 nursing practice.  
143 E. Developing, maintaining, and monitoring the statewide emergency nursing  
144 networking structure to address professional issues.  
145 F. Providing continuing education opportunities on the State level.  
146 G. Coordinating all professional activities of the Association within Illinois in  
147 accordance with Bylaws and Procedures.

148  
149 Section 3: Activities

150  
151 Activities will be conducted consistent with Procedures.

153 **ARTICLE V:**

154 **GOVERNING AUTHORITY**

155  
156  
157 The Board of Directors of the Illinois Emergency Nurses Association shall be the official  
158 governing body responsible for the management of the affairs of the organization. The Officers  
159 of the Illinois State Council, two (2) elected Directors-at-large, and an advisory member shall  
160 constitute the Board of Directors.

161  
162 **Section 1: Officers**

- 163  
164 A. The Officers of Illinois State Council shall be a President, President-Elect,  
165 Secretary, and Treasurer (and in alternating years, the Treasurer-Elect serves in  
166 an officer role).
- 167 B. Qualifications: Officers shall have:
- 168 1. Current National Association membership.
- 169 2. Current professional nurse licensure within the State of Illinois.
- 170 C. Responsibilities: In addition to these responsibilities delineated below, officers of  
171 the Illinois State Council shall exercise all the privileges and responsibilities as an  
172 officer of the State Council as specified in the Bylaws and Procedures of the  
173 National Association. All elected officers shall attend board and state meetings  
174 as a part of their responsibility to the office.
- 175 1. President:
- 176 a. Serve as Executive Officer of the Illinois State Council.
- 177 b. Coordinate all Council administrative activities.
- 178 c. Appoint committee Chairpersons with the approval of the Board of  
179 Directors.
- 180 d. Shall be responsible for updating and implementing the strategic  
181 plan.
- 182 2. President-Elect:
- 183 a. To perform any duties assigned by the President of the Illinois  
184 State Council
- 185 b. To succeed to the office of President at the expiration of the  
186 President's term. In the event the position of the President  
187 becomes vacant, the President-Elect shall serve for the unexpired  
188 term and the term for which he/she was elected.
- 189 3. Secretary
- 190 a. To record minutes of the Illinois State Council meetings.
- 191 b. To maintain correspondence with State Council members, officers  
192 and committee chairpersons.
- 193 c. To perform those duties as outlined in Parliamentary Procedure  
194 and Common law.
- 195 4. Treasurer
- 196 a. To maintain Illinois State Council financial records in accord with  
197 generally accepted accounting procedures.
- 198 b. To present an Illinois State Council budget proposal annually.
- 199 c. To maintain Illinois State Council banking accounts and  
200 disbursements thereof.
- 201 5. Treasurer-Elect

- 202 a. Assist the Treasurer in maintaining Illinois State Council financial  
203 records, preparation of annual budget and maintenance of State  
204 Council banking accounts.  
205 b. During their term of office as Treasurer-Elect to learn the role and  
206 duties of the Illinois State Council Treasurer in preparation for the  
207 expiration of the Treasurer's term. In the event the position of  
208 Treasurer becomes vacant, the Treasurer-Elect shall serve for the  
209 unexpired term and the term for which he/she was elected.

210 D. Term of Office

- 211  
212 1. The State Council President and President-Elect shall serve for a term of  
213 two (2) years until their successors are elected. The term of office shall  
214 commence on January 1 following installation and terminate at the end of  
215 their term on December 31.  
216 2. The State Council Secretary and Treasurer shall serve for a term of two  
217 (2) years. The term of office shall commence on January 1 following  
218 installation and terminate at the end of their term on December 31. No  
219 individual shall serve more than two (2) consecutive terms as  
220 Secretary or Treasurer.  
221 3. The State Council Treasurer-Elect shall serve for a term of one year, and  
222 then serve as Treasurer. The term of office shall commence on January  
223 1 following installation and terminate at the end of their term on  
224 December 31.  
225

226 Section 2: Directors

- 227  
228 A. Two (2) Directors to the Board of Directors shall be elected by ballot along with  
229 the officers. The term of office shall be for two years, with one Director elected in  
230 even numbered years and one Director elected in odd numbered years, thus  
231 creating an overlap of terms of office.  
232 C. The Board of Directors shall be responsible for the management of the affairs of  
233 the Illinois State Council between its business meetings.  
234 D. The directors shall assume the duties prescribed by the Illinois State Council  
235 bylaws and procedures and other such duties as may be required by the bylaws  
236 and policies of ENA.  
237 1. Shall assume such responsibilities as assigned by the president and board  
238 of directors  
239 2. Shall serve as representatives of the Illinois State Council.  
240

241 Section 3: Advisory Member

242 There shall be one (1) non-voting member on the Board of Directors.

- 243  
244  
245 A. Immediate Past President shall serve as a non-voting member for a two (2) year  
246 term commencing on January 1st of the year immediately following the  
247 installation of the President.  
248

249 Section 4: Elections

- 250
- 251 A. Elections shall be held annually.
- 252
- 253 B. Nominations:
- 254
- 255 1. A Nominating Committee shall solicit, verify, and then publish a
- 256 slate of candidates for Officers and Directors-at-large.
- 257 2. The Nominating Committee shall consist of at least the Past President
- 258 and others elected from the membership-at-large with the approval from
- 259 the Board of Directors.
- 260 3. Electoral Process:
- 261 a. All active members of the State Council shall elect Officers and
- 262 Directors-at-Large by a ballot.
- 263 b. Candidates receiving the highest number of votes for each
- 264 position shall be declared elected.
- 265 c. Elections will occur such that results will be final prior to the
- 266 National Annual Meeting.
- 267

268 Section 5: Vacancies

269

270 Unless stated otherwise in these Bylaws, vacancies may be filled for the unexpired term of

271 office by a majority vote of the Board of Directors.

272

273 Section 6: Meetings

- 274
- 275 A. The Illinois State Council shall meet at least twice a year. Meetings shall be
- 276 called by the President. Meetings may be conducted in person or by conference
- 277 call as circumstances warrant.
- 278 B. The last business meeting of the year shall be for the purpose of installing
- 279 officers, receiving reports of officers and committees, for presenting next year's
- 280 approved budget and for any other business that may arise.
- 281 C. The State Council shall hold at least one (1) educational meeting per year.
- 282 D. The President shall call meetings of the Board of Directors.
- 283 E. Special meetings may be called upon the written request of a majority of the
- 284 Board of Directors
- 285 F. The presence of the President and three (3) other Board members shall
- 286 constitute a quorum for any meeting of the Board of Directors.
- 287

288 Section 7: Quorum

- 289
- 290 A. Six members of the Illinois State Council Board of Directors and committee
- 291 chairs shall constitute a quorum for any meeting of the Illinois State Council.
- 292 B. All decisions of the Board of Directors require an affirmative vote of a majority of
- 293 the Board of Directors.
- 294

295

296 **ARTICLE VI**

297

298 **COMMITTEES**

299

300 Section 1:  
301

- 302 A. The Illinois State Council shall have committees in sufficient number necessary  
303 to address Association objectives, professional practice, special interests, and  
304 council progress.
- 305 B. The State shall appoint committees, which address the following issues.
- 306 1. Annual Symposium
  - 307 2. Communications
  - 308 3. Educational Activities
  - 309 4. Evidence Based Practice & Research
  - 310 5. Finance
  - 311 6. Government Affairs
  - 312 7. Injury Prevention Institute
  - 313 8. Leadership
  - 314 9. Membership
  - 315 10. Nominations
  - 316 11. Nursing Practice
  - 317 12. Pediatrics
  - 318 13. Trauma
- 319 C. Additional functions shall be added at the discretion of the Illinois State Council  
320 as circumstances warrant.
- 321 D. The Illinois State Council President shall serve as an ex-officio voting member of  
322 each committee except any committee charged with nomination of candidates for  
323 State Council Officers.
- 324 E. All committees shall assume duties and have power assigned by the Illinois State  
325 Council.
- 326 F. The President shall appoint the Chairperson of all committees, except any  
327 committee charged with the nomination of candidates for the State Council  
328 Office. The Board of Directors shall appoint the Chairperson and members of  
329 any committee charged with nominations.
- 330 G. The President shall assign a Board Liaison for all committees, who are  
331 responsible for communicating with the chairperson and to act on behalf of the  
332 Board of Directors.

333  
334 **ARTICLE VII**

335  
336 **SPECIAL INTEREST GROUPS (SIG)**

337  
338 The Illinois State Council may recognize Special Interest Groups of emergency nurses within  
339 the State of Illinois. To maintain an active liaison, a representative of each group is requested  
340 to attend meetings of the Illinois State Council. A representative of a Special Interest Group  
341 shall not, by virtue of said representation, possess privileges of membership unless he or she is  
342 a member as defined in Article V, Section B of these bylaws.

343  
344 Special Interest Groups may represent a geographical area within the State, a specialty group  
345 within emergency nursing, or emergency nurses sharing a common interest Special Interest  
346 Groups are not committees of the State Council as defined in Article VI.

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348 **ARTICLE VIII**

349  
350 **DELEGATES TO THE ANNUAL MEETING**

351  
352 The number and qualifications for delegates to the National Association Annual Meeting shall be  
353 determined by the Bylaws and Procedures of the National Association.

354  
355 The method of delegate selection shall be by the “point method” as provided by the Illinois State  
356 Council.

357  
358 The Board of Directors shall be responsible for implementing the “point method” provided in the  
359 Bylaws and Procedures of the Association.

## 360 **ARTICLE IX**

### 361 **PARLIMENTARY PROCEDURES**

362  
363 The rules contained in the latest edition of *Roberts’ Rules of Order*, shall govern the  
364 organization in all cases to which they are applicable an in which they are not inconsistent with  
365 the Bylaws.

## 366 **ARTICLE X**

### 367 **AMENDMENTS**

368  
369 Section 1:

370  
371 Amendments to the Bylaws may be proposed by the Illinois State Council Board of Directors, or  
372 under the signature of 25 Active Members.

373  
374 Section 2:

375  
376 Amendments must be submitted to the Secretary, who will in turn, document the receipt of the  
377 amendment and forward to all members of the Executive Committee.

378  
379 Section 3:

380  
381 Amendments that support the purpose and positions of this organization, as well as Federal  
382 and State Laws, will be submitted to the membership at least 30 days prior to a State meeting.  
383 Members will be notified of any amendments of these Bylaws to be considered for approval.

384  
385 Section 4:

386  
387 In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of the  
388 voting members present.

## 389 **ARTICLE XII**

### 390 **INDEMNIFICATION**

391  
392 The Illinois State Council shall indemnify, as set forth below, and to the fullest extent to which it  
393 is empowered to do so by the Illinois nonprofit corporation act or any other applicable laws as  
394 may from time to time be in effect, any person who, by reason of being or having been a  
395 director, officer, employee, or agent of this organization, or who is or was serving at the request  
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402 of this organization as a director, officer, employee, or agent of another corporation, partnership,  
403 joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a  
404 party to any threatened, pending, or completed action, suit, or proceeding.

405  
406 **ARTICLE XIII**

407  
408 **DISSOLUTION**

409 In the event of dissolution of the Illinois State Council, the net assets of the corporation shall be  
410 applied and distributed as follows:

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412  
413 **Section 1:**

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

416  
417  
418 **Section 2:**

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

421  
422  
423 **Article XIV**

424  
425 **LIMITATIONS**

426  
427 No part of the net earnings of the Illinois State Council shall inure to the benefit of any private  
428 individual. Further, no part of the income of the Illinois State Council shall be distributed to its  
429 members, directors, or officers, provided however, that the payment of reasonable  
430 compensation for services rendered shall not be deemed a distribution of income. The Illinois  
431 State Council shall not participate in or intervene in (including the publication or distribution of  
432 statements) any political campaign on behalf of any candidate for public office.

433  
434  
435 The Illinois State Council shall possess all powers, which a corporation organized under the  
436 laws of the State of Illinois, as the same from time to time may be amended, shall possess,  
437 including all powers, which are not in conflict with the purposes for which this organization is  
438 formed. In any event, the Illinois State Council shall not engage in any activity which would  
439 disqualify it from being exempt from taxation under Section 501(c)(3) of the Internal Revenue  
440 Code of 1986, as amended, or any subsequent law of the United States of America.

441  
442 Anything herein contained to the contrary notwithstanding, no assets of the Illinois State Council  
443 shall be donated, distributed, applied to, paid over or otherwise used or employed in any  
444 manner which would disqualify the Illinois State Council from being exempt from taxation under  
445 Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or any subsequent law  
446 of the United States of America.