

1 **BYLAWS**
2 **EMERGENCY NURSES ASSOCIATION**
3 **ILLINOIS STATE COUNCIL**

4
5 **An Illinois Not-for-Profit Mutual Benefit Corporation**

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7 **ARTICLE I**

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9 **NAME**

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11 The name of this organization shall be the Emergency Nurses Association Illinois State Council,
12 an Illinois-based not-for-profit organization, commonly referred to as the Illinois Emergency
13 Nurses Association (Illinois ENA).

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15 **ARTICLE II**

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17 **PURPOSE**

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19 The purposes for which the Illinois ENA is organized are educational, within the meaning of
20 Section 501(c) (3) of the Internal Revenue Code, as amended, including but not limited to the
21 advancement of emergency nursing through education and public awareness in the State of
22 Illinois.

23
24 The Illinois ENA is the integral organizational component of the Emergency Nurses Association
25 (ENA) at the state level, chartered by ENA, to implement its philosophy, objectives and
26 leadership on the state level, as well as to coordinate the professional activities of the members
27 within Illinois in liaison with ENA, the General Assembly and the Board of Directors. The Illinois
28 ENA shall act in accord with bylaws and procedures established by the ENA unless the ENA
29 Bylaws and Procedures are in conflict with Illinois state laws, rules and regulations.

30
31 The Illinois ENA is organized for public purposes, not for the private gain of any person. No
32 substantial part of the activities of the Illinois ENA shall consist of carrying on propaganda, and
33 the Illinois ENA shall not participate or intervene in any political campaign (including the
34 publishing or distribution of statements) on behalf of any candidate for public office.

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36 **ARTICLE III**

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38 **MEMBERSHIP**

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40 **Section 1: Definition**

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42 Membership in the Illinois ENA shall be those persons accepted as members with the
43 qualifications described in the ENA Bylaws who reside in or are otherwise assigned to the State
44 Council. Membership shall be unrestricted by consideration of age, color, creed, disability,
45 gender, health status, lifestyle, nationality, race, religion, sexual orientation or gender identity.

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47 **Section 2: Rights**

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49 Each Illinois ENA member shall have the right to:

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- 50 1. Vote, hold elected office, and serve on committees.
51 2. Receive official publications and notices from the Illinois ENA.
52 3. Be accorded other rights as provided for under common parliamentary or statutory law.
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54 Section 3: Obligations
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56 Each Illinois ENA member shall have the obligation to:

- 57 1. Uphold the bylaws and procedures of the Illinois ENA and the ENA.
58 2. Fulfill the requirements of an office or committee if elected or appointed.
59 3. Not speak on behalf of the Illinois ENA without prior knowledge and permission of the
60 Illinois ENA Board of Directors.
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62 Section 4: Termination of Membership
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64 Termination of membership in the ENA shall result in automatic termination of membership in
65 the Illinois ENA. Members may also have their membership terminated by a two-thirds (2/3) vote
66 of the Illinois ENA Board of Directors for failure to adhere to the bylaws or for cause. Such
67 action shall not be taken until a member is advised of specific charges and given the opportunity
68 to respond.
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70 Section 5: Dues and Finance
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- 72 1. The Board of Directors shall determine membership dues. The Board of Directors may
73 determine additional membership dues as a surcharge, as stated in the ENA
74 Procedures.
75 2. The Illinois ENA's fiscal year shall be January 1 through December 31.
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77 **ARTICLE IV**
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79 **CONSTITUTENT DIVISIONS**
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81 Section 1: Levels of Organization
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- 83 A. A formal charter certificate shall be issued by the ENA in accord with its bylaws
84 and procedures, allowing the Illinois ENA to function as an affiliate of the ENA at
85 the state level.
86 B. Said charter may be suspended or revoked by the ENA in accord with its bylaws
87 and procedures.
88

89 Section 2: Objectives and Responsibilities
90

91 The Illinois ENA objectives and responsibilities include:
92

- 93 A. The promotion and implementation of the philosophy of the ENA at the state
94 level.
95 B. Providing leadership by identifying and addressing issues affecting emergency
96 care and emergency nursing practice at the state level.
97 C. Maintaining liaisons with state professional organizations and agencies.
98 Examples include:

- 99 1. Illinois Board of Nursing
- 100 2. ANA-Illinois
- 101 3. Illinois College of Emergency Physicians
- 102 4. Illinois Department of Public Health, Division of Emergency
- 103 Medical Services & Highway Safety
- 104 D. Monitoring state legislative issues affecting emergency care and emergency
- 105 nursing practice.
- 106 E. Developing, maintaining, and monitoring the statewide emergency nursing
- 107 networking structure to address professional issues.
- 108 F. Providing continuing education opportunities on the state level.
- 109 G. Coordinating all professional activities of the Illinois ENA within Illinois in
- 110 accordance with the bylaws and procedures.
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112 Section 3: Activities

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114 Activities will be conducted consistent with Illinois ENA procedures.

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117 **ARTICLE V**

118 **GOVERNING AUTHORITY**

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121 The Board of Directors of the Illinois ENA shall be the official governing body responsible for the

122 management of the affairs of the organization. The Officers of the Illinois ENA, two (2) elected

123 Directors, and two advisory members shall constitute the Board of Directors.

124

125 Section 1: Officers

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- 127 A. The Officers of the Illinois ENA shall be the President, President-Elect, Secretary,
- 128 and Treasurer (and in alternating years, the Treasurer-Elect). Qualifications:
- 129 Officers shall have:
 - 130 1. Current ENA membership.
 - 131 2. Current Registered Professional Nurse licensure within the State of
 - 132 Illinois.
 - 133 3. Attended two (2) or more State Council Meetings within the previous 12
 - 134 months.
 - 135 4. Participated on a committee or special interest group within the previous
 - 136 12 months or served as a Director within the previous 24 months.
- 137 C. Responsibilities: In addition to the responsibilities delineated below, Officers of
- 138 the Illinois ENA shall exercise all the privileges and responsibilities as an Officer
- 139 of the Illinois ENA as specified in the ENA Bylaws and Procedures. All elected
- 140 Officers shall attend Board and State Council Meetings as part of their
- 141 responsibility to the Office.
 - 142 1. President:
 - 143 a. Serves as executive officer of the Illinois ENA.
 - 144 b. Coordinates all Illinois ENA administrative activities.
 - 145 c. Appoints committee chairpersons with the approval of the Board
 - 146 of Directors.

- 147 d. Shall be responsible for updating and implementing the strategic
148 plan.
149 2. President-Elect:
150 a. Perform any duties assigned by the President of the Illinois ENA.
151 b. Succeed to the office of President at the expiration of the
152 President's term. In the event that the position of the President
153 becomes vacant, the President-Elect shall serve for the unexpired
154 term and the term for which he/she was elected.
155 3. Secretary:
156 a. Record minutes of the Illinois ENA meetings.
157 b. Maintain correspondence with the Illinois ENA members, Officers
158 and Committee Chairpersons.
159 c. Perform those duties as outlined in Parliamentary Procedure and
160 common law.
161 4. Treasurer:
162 a. Maintain the financial records of the Illinois ENA in accordance
163 with generally accepted accounting principles.
164 b. Present an annual budget proposal of the Illinois ENA.
165 c. Maintain the Illinois ENA banking accounts and disbursements
166 thereof.
167 5. Treasurer-Elect:
168 a. Assist the Treasurer to maintain the Illinois ENA financial records,
169 preparation of annual budget and maintenance of the Illinois ENA
170 banking accounts.
171 b. Learn the role and duties of the Illinois ENA Treasurer in
172 preparation for the expiration of the Treasurer's term. In the event
173 the position of Treasurer becomes vacant, the Treasurer-Elect
174 shall serve for the unexpired term and the term for which he/she
175 was elected.
176 D. Term of Office
177 1. The President and President-Elect shall serve for a term of two (2) years
178 and until their successors are elected. The term of office shall commence
179 on January 1 following installation and terminate at the end of the term on
180 December 31.
181 2. The Secretary and Treasurer shall serve for a term of two (2) years. The
182 term of office shall commence on January 1 following installation and
183 terminate at the end of the term on December 31. No individual shall
184 serve more than two (2) consecutive terms as Secretary or Treasurer.
185 3. The Treasurer-Elect shall serve for a term of one (1) year, prior to serving
186 as Treasurer. The term of office shall commence on January 1 following
187 installation and terminate at the end of the term on December 31.
188

189 Section 2: Directors

- 190
191 A. Two (2) Directors to the Board of Directors shall be elected by ballot along with
192 the Officers.
193 B. Qualifications: Directors shall have:
194 1. Current ENA membership.

- 195 2. Current Registered Professional Nurse licensure within the State of
196 Illinois.
- 197 B. Responsibilities
- 198 1. The Directors shall be responsible for the management of the affairs of
199 the Illinois ENA between its business meetings.
- 200 2. The Directors shall assume the duties prescribed by the Illinois ENA
201 Bylaws and Procedures and other such duties as may be required by the
202 ENA Bylaws and Policies.
- 203 3. Directors shall assume such other responsibilities as may be assigned by
204 the Illinois ENA President and Board of Directors.
- 205 4. The Directors shall serve as representatives of the Illinois ENA.
- 206 C. Term of Office
- 207 1. Directors shall serve a term of two (2) years, with one Director elected in
208 even numbered years and one Director elected in odd numbered years,
209 thus creating an overlap in terms of office. The term of office shall
210 commence on January 1 following installation and terminate at the end of
211 the term on December 31.

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213 Section 3: Advisory Member(s)

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215 There shall be two (2) advisory, voting members on the Board of Directors.

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217 A. The Immediate Past President shall serve as an advisory, voting member of the
218 Board of Directors for a term of two (2) years. The term of office shall commence
219 on January 1 (immediately following the installation of the President) and
220 terminate at the end of the term on December 31.
- 221 B. The Immediate Past Treasurer shall serve as an advisory, voting member of the
222 Board of Directors for a term of one (1) year. The term of office shall commence
223 on January 1 (immediately following the installation of the Treasurer) and
224 terminate at the end of the term on December 31.

225
226 Section 4: Elections

- 227
228 A. Elections shall be held annually.
- 229 B. Nominations:
- 230 1. A Nominating Committee shall solicit, verify, and then publish a slate of
231 candidates for Officers and Directors.
- 232 2. The Nominating Committee shall consist of at least the Nominating
233 Committee Chairperson, Immediate Past President and others from the
234 membership-at-large with the approval from the Board of Directors.
- 235 3. Electoral Process:
- 236 a. All active members of the Illinois ENA shall elect Officers and
237 Directors by a ballot.
- 238 b. Candidates receiving the highest number of votes for each
239 position shall be declared elected.
- 240 c. Elections will occur such that results will be final prior to the ENA
241 General Assembly.

242
243 Section 5: Vacancies

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245 Unless stated otherwise in these bylaws, vacancies may be filled for the unexpired term of office
246 by a majority vote of the Board of Directors.

247
248 Section 6: Removal
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250 Any member of the Board of Directors may be removed in accordance with the provisions of law
251 and the Illinois Not for Profit Act of 1986, as amended, by the persons entitled to elect such
252 officer or director, whenever in their judgment, the best interests of Illinois ENA would be served
253 by such removal.

254
255 Section 7: Executive Committee
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- 257 A. The Executive Committee shall be composed of the President, President-Elect,
258 the Secretary, and the Treasurer as voting members. The Executive Committee
259 shall exercise all responsibilities specified in the bylaws and assigned by the
260 Board of Directors.
- 261 B. The Executive Committee shall assist the Board in managing Illinois ENA issues
262 that are time sensitive between official Board Meetings and, in those urgent
263 instances, will have and may exercise the powers of the Board in the oversight of
264 the management of the business and affairs of Illinois ENA.
- 265 C. The Executive Committee assists the President in setting priorities for the Board.
266 Actions of the Executive Committee will be communicated to the Board of
267 Directors.
- 268 D. The Executive Committee shall lead the Board of Directors in strategic initiatives.
269

270 Section 8: Meetings
271

- 272 A. State Council Meetings
 - 273 1. The Illinois ENA shall meet at least twice a year.
 - 274 2. Meetings shall be called by the President.
 - 275 3. Meetings may be conducted in person or through the use of technology
276 (conference call, web-enhanced, etc.) as circumstances warrant.
 - 277 4. The last business meeting of the year shall be for the purpose of installing
278 officers and directors, receiving reports of officers and committees, for
279 presenting next year's budget proposal and for any other business that
280 may arise.
 - 281 5. The Illinois ENA shall hold at least one (1) educational meeting per year.
- 282 B. Committee Meetings
 - 283 1. The Illinois ENA committees shall meet as necessary to conduct
284 committee business.
 - 285 2. Committee meetings shall be called by the Committee Chairperson.
 - 286 3. Meetings may be conducted in person or through the use of technology
287 (conference call, web-enhanced, etc.) as circumstances warrant.
 - 288 4. Minutes and rosters are to be forwarded to the Illinois ENA Board of
289 Directors via the Secretary.
- 290 C. Face-to-Face Board Meetings
 - 291 1. The President shall call face-to-face meetings of the Board of Directors.

- 292 2. Special meetings may be called upon the written request of a majority of
 293 the Board of Directors.
 294 D. Non-Face-to-Face Board Meetings
 295 1. The Illinois ENA Board shall have the authority to support matters of
 296 concern to the Illinois ENA in the event that a delay in response would be
 297 detrimental to the best interests of the State Council. Examples include,
 298 but are not limited to:
 299 a. Making financial decisions when time is of the essence.
 300 b. Endorsing proposed ENA Bylaw amendments and resolutions.
 301 c. Providing comment/support of legislative activities at the state and
 302 national levels.
 303 2. Meetings shall be called by the President.
 304 3. Meetings may be conducted in person or through the use of technology
 305 (conference call, web-enhanced, etc.) as circumstances warrant.
 306 4. The Board of Directors may vote via e-mail (requires majority affirmation
 307 of all members of the Board of Directors) or conference call/web-
 308 enhanced (requires majority affirmation of the Board of Directors
 309 participating in the conference call).
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311 Section 9: Quorum

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 313 A. State Council Meetings
 314 1. Six members of the Illinois ENA Board of Directors and committee chairs
 315 shall constitute a quorum for meetings with the purpose of conducting
 316 regular business of the Illinois ENA.
 317 2. Decisions made at State Council Meetings require an affirmative vote of
 318 the majority of members present.
 319 B. Committee Meetings
 320 1. A simple majority of the committee members shall constitute a quorum for
 321 committee meetings.
 322 2. Committee decisions require an affirmative vote of the majority of
 323 members present.
 324 C. Face-to-Face Board Meetings
 325 1. A simple majority of the Board of Directors shall constitute a quorum for
 326 face-to-face meetings with the purpose of conducting business of the
 327 Illinois ENA.
 328 2. Decisions of the Board of Directors during face-to-face meetings require
 329 an affirmative vote of a majority of the Board of Directors.
 330 D. Non-Face-to-Face Board Meetings
 331 1. A simple majority of the Board of Directors shall constitute a quorum for
 332 non-face-to-face meetings with the purpose of conducting business of the
 333 Illinois ENA.
 334 2. The Board of Directors may vote via e-mail or conference call.
 335 3. Decisions of the Board of Directors during non-face-to-face meetings
 336 require an affirmative vote of a majority of the Board of Directors
 337 participating in the meeting.
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ARTIVLE VI

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COMMITTEES

- A. The Illinois ENA shall have committees in sufficient number necessary to address the Illinois ENA objectives, professional practice, special interests, and the Illinois ENA progress.
- B. Additional functions shall be added at the discretion of the Illinois ENA as circumstances warrant.
- C. The Illinois ENA President shall serve as an ex-officio voting member of each committee except any committee charged with nomination of candidates for State Council Officers and Directors.
- D. All committees shall assume duties and have power assigned by the Illinois ENA.
- E. The President shall appoint the Chairperson of all committees, except any committee charged with the nomination of candidates for the Illinois ENA Office. The Board of Directors shall appoint a Chairperson of a Nominating Committee. The Chairperson of a Nominating Committee and the Immediate Past President are charged with drafting a slate of candidates for open positions.
- F. The President shall assign a Board Liaison for all committees, who are responsible for communicating with the Chairperson and to act on behalf of the Board of Directors.

ARTICLE VII

SPECIAL INTEREST GROUPS (SIG)

The Illinois ENA may recognize Special Interest Groups (SIG) of emergency nurses within the State of Illinois. To maintain an active liaison, a representative of each group is requested to attend meetings of the Illinois ENA. A representative of a SIG shall not, by virtue of said representation, possess privileges of membership unless he or she is a member as defined in Article III of these bylaws.

A SIG may represent a geographical area within the state, a specialty group within emergency nursing, or emergency nurses sharing a common interest. Special Interest Groups are not committees of the Illinois ENA as defined in Article VI.

ARTICLE VIII

DELEGATES TO THE ENA GENERAL ASSEMBLY

The number and qualifications for delegates to the ENA General Assembly shall be determined by the ENA Bylaws and Procedures.

The method of delegate selection shall be by a point system, as provided by the Illinois ENA. The Board of Directors shall develop a point system for delegate selection.

ARTICLE IX

PARLIAMENTARY PROCEDURES

389 The rules contained in the latest edition of *Roberts' Rules of Order* shall govern the
390 Organization in all cases to which they are applicable and in which they are not inconsistent with
391 these bylaws.

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393 **ARTICLE X**
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395 **AMENDMENTS**

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397 Section 1:

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399 Amendments to these bylaws may be proposed by the Illinois ENA Board of Directors or under
400 the signature of five (5) Illinois ENA members.

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402 Section 2:

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404 Amendments must be submitted to the Secretary, who will in turn, document the receipt of the
405 amendment and forward to the Board of Directors.

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407 Section 3:

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409 Amendments that support the purpose and positions of this organization, as well as federal and
410 state laws, will be submitted to the membership at least thirty (30) days prior to an Illinois ENA
411 meeting. Members will be notified of any amendments of these bylaws to be considered for
412 approval.

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414 Section 4:

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

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420 **ARTICLE XI**
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422 **INDEMNIFICATION**

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424 The Illinois ENA shall indemnify, as set forth below, and to the fullest extent to which it is
425 empowered to do so by the Illinois nonprofit corporation act or any other applicable laws as may
426 from time to time be in effect, any person who, by reason of being or having been a director,
427 officer, employee, or agent of this organization, or who is or was serving at the request of this
428 organization as a director, officer, employee, or agent of another corporation, partnership, joint
429 venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party
430 to any threatened, pending, or completed action, suit or proceeding.

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432 **ARTICLE XII**
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434 **DISSOLUTION**

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436 In the event of dissolution of the Illinois ENA, the net assets of the Corporation shall be applied
437 and distributed as follows:

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439 Section 1:
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441 All liabilities and obligations shall be paid, satisfied, and discharged, or adequate
442 provision shall be made thereof.
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444 Section 2:
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446 After payment of all liabilities and obligations under Section 1 of this Article X, all
447 remaining assets shall be distributed to the ENA national office.
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449 **ARTICLE XIII**

450 **LIMITATIONS**

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453 No part of the net earnings of the Illinois ENA shall inure to the benefit of any private individual.
454 Further, no part of the income of the Illinois ENA shall be distributed to its members, Directors,
455 or Officers, provided however, that the payment of reasonable compensation for services
456 rendered shall not be deemed a distribution of income. The Illinois ENA shall not participate in
457 or intervene in (including the publication or distribution of statements) any political campaign on
458 behalf of any candidate for public office.
459

460 The Illinois ENA shall possess all powers, which a corporation organized under the laws of the
461 State of Illinois, as the same from time to time may be amended, shall possess, including all
462 powers, which are not in conflict with the purposes for which this organization is formed. In any
463 event, the Illinois ENA shall not engage in any activity which would disqualify it from being
464 exempt from taxation under Section 501(c) (3) of the Internal Revenue Code, as amended, or
465 any subsequent law of the United States of America.
466

467 Anything herein contained to the contrary notwithstanding, no assets of the Illinois ENA shall be
468 donated, distributed, applied to, paid over or otherwise used or employed in any manner which
469 would disqualify the Illinois ENA from being exempt from taxation under Section 501(c) (3) of
470 the Internal Revenue Code, as amended, or any subsequent law of the United States of
471 America.