

# DRAFT- 2009

## STATE OF FLORIDA EMERGENCY NURSES ASSOCIATION BYLAWS

### ARTICLE I

#### NAME

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

### ARTICLE II

#### 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.

### ARTICLE III

#### MISSION

FENA is affiliated with the Emergency Nurses Association (ENA) at the State and Chapter level, chartered by the National Association (ENA) to implement its philosophy, objectives and leadership on the State and Chapter levels in liaison with the National level. FENA shall act in accord with Bylaws and Procedures established by the National Association

### ARTICLE IV

#### OBJECTIVES AND RESPONSIBILITIES

##### Section 1: Objectives

To promote and implement the philosophy and objectives of the Emergency Nurses Association on the State level.

- A. To promote the specialty of emergency nursing.
- B. To work collaboratively with other health related organizations toward the improvement of emergency care.
- C. To serve as a resource for emergency nursing education and research.
- D. To promote and implement the Standards of excellence of emergency nursing practice.
- E. To develop and disseminate education and research resources toward the defined Standards.
- F. To promote a networking structure to address professional emergency nursing issues.
- G. To identify and address emergency nursing issues.
- H. To serve as a patient advocate for the consumer through public education and other mechanisms.
- I. To affirm the philosophy of the ENA Code of Ethics.
- J. To promote the common interest of the Association members and to improve the business conditions for emergency nurses within the health care industry.
- K. To monitor state legislative issues affecting emergency care nursing practice.

##### Section 2: Value Statements

To promote, support, and implement the value statements of the Emergency Nurses Association at the State level.

- A. All individuals have a right to quality emergency care delivered with compassion.
- B. Respect for diversity of patients and colleagues is inherent to emergency nursing practice and emergency care.
- C. Prevention of illness and injury and promotion of wellness are essential components of emergency nursing practice and emergency care.
- D. The discipline of emergency nursing includes a defined and evolving body of knowledge based on research.

- E. Continuing education and professional development are fundamental to emergency nursing practice and emergency care.
- F. Emergency nursing practice is both independent and collaborative.

### **Section 3: Limitations**

No part of the net earnings of the Association shall inure to the benefit of any private individual. Further, no part of the income shall be distributed to its members, directors, or officers, provided that the payment of reasonable compensation for services rendered shall not be deemed a distribution of income. The Association shall not participate in or intervene in a political campaign on behalf of a candidate for public office.

The Association 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.

## **ARTICLE V MEMBERSHIP**

FENA is composed of the members at large in the State of Florida. Membership in FENA is achieved through membership in the National Association. Florida is a three tiered Membership State, including National, State and Chapter membership.

## **ARTICLE VI BOARD OF DIRECTORS**

The FENA Board of Directors shall be the official management policy-determining component of the State Association.

### **Section 1: Responsibilities**

- A. To perform all duties entrusted to directors of a Corporation.
- B. To develop and abide by the Bylaws and Procedures of FENA.
- C. To debate and determine association policy regarding management of the affairs of FENA.
- D. To supervise and direct the business and financial affairs of FENA.
- E. To develop, monitor, and evaluate the programs, which implement ENA and FENA policy.
- F. To identify relevant issues for presentation and action by FENA and at the direction of its members.
- G. To identify relevant professional issues for presentation to appropriate committees.
- H. To direct and monitor activities of component divisions within FENA in accord with Procedures.
- I. To approve committee chair appointments.
- J. To approve actions taken by the Executive Committee.
- K. To participate in annual strategic planning.

### **Section 2: Composition**

The FENA Board of Directors shall be composed of the following voting members: (5) five officers, (1) one elected representative from each active Chapter chartered within and by FENA, the Chairs of each State standing committee, and the State Director of EN CARE. Chairs of additional committees shall be added to the Board when the motion to do so has been voted on and passed by a 2/3 rd vote

### **Section 3: Meetings**

- A. FENA shall meet quarterly. Meetings will be arranged by the president. The last meeting of the year shall be known as the Annual Meeting and shall be for the purpose of installing officers, receiving reports of the Officers and Committee Chairs, and for any other business that may arise.
- B. Special meetings may be called upon the request of a majority of the Executive Committee.

### **Section 4: Quorum**

The presence of a majority of the FENA Board of Directors shall constitute a quorum for a meeting of the

Board of Directors.

## **ARTICLE VII**

### **OFFICERS**

The Officers of FENA shall be the Immediate Past President, President, President-Elect, Secretary, and Treasurer.

#### **Section 1: Qualifications**

The Officers shall have:

- A. Current National Association membership.
- B. Current professional registered nurse licensure within the State of Florida.
- C. Current active participant at the State level.
- D. Served as an Delegate to the ENA General Assembly at least three (3) of the past five (5) years.

#### **Section 2: Responsibilities**

In addition to those responsibilities delineated below, Officers of FENA shall exercise all the privileges as an Officer of FENA as specified in the Bylaws and Procedures of the National Association.

- A. President
  1. Serve as Chief Executive Officer of FENA.
  2. Coordinate all FENA administrative activities.
  3. Appoint committee Chairs with Board approval.
  4. Serve as an ex officio member of all committees, with the exception of the Nominating Committee.
- B. President-Elect
  5. To perform duties assigned by the President of FENA.
  6. To accede to the office of President, at the expiration of the President's term. In the event that the position of President becomes vacant, the President-Elect shall serve for the unexpired term and foot the term for which (s)he was elected.
- C. Secretary
  1. To record the minutes of FENA meetings
  2. To maintain correspondence with FENA members, Officers, and Chairs of Committees.
  3. To perform those duties outlined by Parliamentary Procedures and Common Law, in the absence of the appointed Parliamentarian.
- D. Treasurer
  1. To maintain FENA financial records in accord with generally accepted accounting practices.
  2. To present a FENA budget proposal annually.
  3. To maintain FENA banking accounts and disbursements thereof.
- E. Immediate Past President
  1. The Immediate Past President will serve as a voting member of the Executive Committee.
  2. To serve as an ex officio member of the of the Nominating Committee.

#### **Section 3: Term of Office**

A. The FENA President and President-Elect shall serve for a term of two (2) years or until their successor is elected. The FENA Secretary and Treasurer shall serve for a term of two (2) years; the Secretary elected in the odd year and the Treasurer in the even year. The term of office shall begin on January 1.

B. There shall be a limit of two (2) consecutive terms for the offices of Secretary and /or Treasurer.

#### **Section 4: Elections**

FENA Officers must be elected by a majority vote of the members present at the third quarter Meeting. Unless stated otherwise in the Bylaws, vacancies may be filled for the unexpired term of the office by vote of the FENA Board of Directors.

## **ARTICLE VIII**

## **DELEGATES TO ENA GENERAL ASSEMBLY**

The number and qualifications for the delegates to the General Assembly of the National Association shall be determined by the Bylaws and Procedures of ENA. The method for delegate selection shall be by the point method as provided in the bylaws and Procedures of the National Association and approved by FENA.

## **ARTICLE IX CHAPTERS**

The Florida ENA will have designated Regional Chapters. Members within the State may request assignment to a specific Chapter or be assigned to a Chapter according to their zip code.

### **Section 1: Status**

Active status requires the members of the Regional Chapter to maintain the following annually:

- A. Conduct at least two formal business meetings,
- B. Develop a budget,
- C. Send a financial report to the FENA Treasurer before the second quarter FENA meeting,
- D. Actively recruit new members,
- E. Provide at least one educational program,
- F. Be represented at the FENA State Council Quarterly meetings, and
- G. Elect Officers, complete the ENA Annual officers Report and Council/Chapter Annual Report, and file them with ENA and FENA by the ENA-established deadline.

Inactive status occurs when the Officers of the Regional Chapter fail to meet ENA criteria for Active status. When this occurs, the FENA Chair of the Membership Committee shall act as President Pro Tem of said Chapter, working in collaboration with the FENA Board Liaison for that same Chapter, seeking members who will meet the obligations of FENA to reestablish an Active Chapter.

### **Section 2: Chapter Representative**

Each Chapter will elect/select a member to serve as a voting member of the FENA Board of Directors. The Chapter Representative must meet the criteria as established by FENA Procedures.

### **Section 3: Fiscal Designation**

Regional Chapters may elect to exist under the FENA corporate umbrella in order to receive certain benefits that are available.

## **ARTICLE X EXECUTIVE COMMITTEE**

The officers of FENA shall constitute the Executive Committee.

### **Section 1: Responsibilities**

The Executive Committee shall be responsible for the management of the affairs of FENA between the meetings and shall perform such other duties as are specified in these Bylaws. The Executive Committee is subject to the direction of the FENA members and none of its' acts shall conflict with actions taken by FENA.

### **Section 2: Meetings**

Meetings of the Executive Committee shall be arranged by the President. The presence of a Majority of the Executive Committee shall constitute a quorum for any meeting of the Executive Committee.

## **ARTICLE XI COMMITTEES**

All committees shall assume duties and have such powers as determined by the FENA Board of Directors. FENA shall have committees in sufficient numbers necessary to address Association objectives, professional practice, special interests, and State programs.

The Chairs of all FENA Committees shall serve in an advisory capacity to the Executive Committee and shall be voting member of the FENA Board of Directors.

Additional committees may be created by FENA as circumstances warrant. The President shall appoint the Chairperson of all committees, with Board of Directors' approval.

**ARTICLE XII**  
**SPECIAL INTEREST GROUPS**

Special Interest Groups of emergency nurses within the State of Florida may be recognized by FENA. To maintain an active liaison, a representative of each Special Interest Group is requested to attend meetings of FENA. A representative of a SIG shall not, by virtue of said representation, possess privileges of membership, unless (s)he is a member as defined in Article IV of these Bylaws. Special Interest Groups Are not committees of FENA as defined in Article IX.

**ARTICLE XIII**  
**PARLIAMENTARY AUTHORITY**

These Bylaws and the current edition of Robert's Rules of Order shall govern all meetings of FENA, provided they are not in conflict with the Bylaws and Procedures established by the National Association.

**ARTICLE XIV**  
**DISSOLUTION**

In the event of dissolution of FENA, the assets of the corporation shall revert to the National Association, and all liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made thereof.

**ARTICLE XV**  
**AMENDMENTS**

These Bylaws may be amended only upon approval by the National Association in accord with its' Bylaws and Procedures. Before any amendments become effective, they must subsequently be approved by a two-thirds (2/3) vote of FENA members present at a meeting of FENA for which prior notice has been given.

An amendment to the National Association Bylaws and Procedures have direct application to these Bylaws shall take precedence over any FENA Bylaws provision and/or Procedures and amendment thereto shall automatically take effect.

Revised 10/94  
Amended 10/95, 1/97, 1/00, 4/00, 7/02, 7/03,1/04,1/05,3/06,10/07

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The amendment regarding qualifications for office has been added to demonstrate active participation by serving as a Delegate to ENA GA.

The amendment regarding elections is to change the Bylaws to ensure that the Council is functioning according to Bylaws.