

TIDEWATER CHAPTER BYLAWS

EMERGENCY NURSES ASSOCIATION

ARTICLE I: NAME

The name of this organization shall be the Tidewater Chapter of the Emergency Nurses Association (ENA), a not-for-profit corporation incorporated in the Commonwealth of Virginia. The Tidewater Chapter is part of a three-tiered structure consisting of three levels of organization: National, State and Chapter (Local) levels. The organization shall maintain its formal charter certificate, as an entity of the Virginia State Council from the ENA as directed by the ENA Procedures.

ARTICLE II: OBJECT

A. Purpose

The Tidewater Chapter ENA is organized under the Virginia State Council as a 501(c) (3) organization to advance emergency nursing through education and public awareness. The Tidewater Chapter will coordinate the professional activities of the chapter with the Virginia State Council and the ENA.

B. Mission

The mission of the Tidewater Chapter is to advocate for patient and nurses safety and excellence in emergency nursing practice.

C. Objectives

1. Promote the specialty of emergency nursing.
2. Promote the interests of ENA members and to improve the professional environment of the emergency nurse through education and public awareness.
3. Promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
4. Collaborate actively with other health related organizations to improve emergency care.
5. Be the primary resource for emergency nursing leadership, education, and research.
6. Define standards that serve as a basis for emergency nursing practice.
7. Develop, disseminate and evaluate emergency nursing education and research.
8. Encourage interaction and mentorship among emergency nurses.
9. Identify and disseminate information on key trends affecting and pertinent to emergency nursing.
10. Serve as an advocate for the public regarding emergency care.

ARTICLE III: MEMBERS

- A. All members of the ENA who live within the Tidewater Chapter area, or who have requested membership shall be the members of the Tidewater Chapter.
- B. Each member has the responsibility to support the purpose, mission, objectives, and positions of the ENA and the Tidewater Chapter.

ARTICLE IV: OFFICERS

- A. There shall be six officers. In addition to those responsibilities delineated below, officers of the Tidewater Chapter shall exercise all the privileges and responsibilities of an officer of the Tidewater Chapter specified in the Bylaws and Procedures of ENA.
 1. President
 - a. Serve as Chief Executive Officer of the Tidewater Chapter.
 - b. Coordinate all chapter administrative activities.
 - c. Appoint committee chairpersons and committee members with the Board of Directors approval, as circumstances warrant.
 - d. Perform other duties as delineated in the Tidewater Chapter President role description and Procedures.
 - e. Shall serve as a non-voting ex-officio member of the Tidewater Chapter committees.
 2. President-Elect
 - a. Perform any duties assigned by the President.
 - b. Perform other duties delineated in the Tidewater Chapter President-Elect role description and Procedures.
 - c. Shall serve as a non-voting ex-officio member of the Tidewater Chapter committees.
 - d. Succeed to the office of President at the expiration of the President's term.
 3. Treasurer
 - a. Maintain Tidewater Chapter financial records in accordance with generally accepted accounting procedures.
 - b. Present a Tidewater Chapter budget proposal annually.
 - c. Maintain Tidewater Chapter banking accounts and disbursements thereof.
 - d. Provide the Board of Directors with a written financial report at each meeting.
 - e. Perform other duties delineated in the Tidewater Chapter Treasurer role description and Procedures.
 - f. Provide documents necessary for filing federal and state tax returns as requested by the Treasurer of the Virginia State Council.
 - g. Mentor the Treasurer-Elect into the role of the Treasurer.
 4. Treasure-Elect
 - a. Learn the role and responsibilities of the Treasurer
 - b. Assist in maintaining Tidewater Chapter financial records in accordance with generally accepted accounting procedures.
 - c. Assist in presenting a Tidewater Chapter budget proposal annually
 - d. Assist in maintaining Tidewater chapter banking accounts and disbursements thereof.
 - e. Assist in providing the Board of Directors with a written financial report at each chapter meeting.
 - f. Assist in gathering and coordinating documents necessary for filing federal and state tax requirements as requested by the Virginia State Council Treasurer.

- g. Perform other duties delineated in the Tidewater Chapter Treasurer-Elect role description and Procedures.
- h. Succeed to the role of Treasurer at the expiration of the Treasurers' term.

5. Secretary

- a. Maintain Tidewater Chapter records and minutes.
- b. Provide the Board of Directors and members with minutes of each meeting prior to the next scheduled meeting of the Tidewater Chapter according to the chapter Procedures.
- c. Assist the President with Tidewater Chapter correspondence.
- d. Perform other duties delineated in the Tidewater Chapter Secretary role description and Procedures.

6. Immediate Past President, that person who served as President during the preceding year

- a. Serve in a non-voting advisory capacity on Tidewater Chapter matters.

B. Eligibility Requirements. Each officer shall:

1. Maintain current ENA membership.
2. Maintain a current registered nurse license without restrictions in the Commonwealth of Virginia or a compact multi-state license without restrictions that includes Virginia.

C. Term of office. The term of office shall be January 1st through December 31st of each year.

D. Election

1. Elections will be held annually prior to October 31st
2. In accordance with Procedures, the Board of Directors shall solicit, verify and present a slate of candidates for the officers of the Tidewater Chapter.
3. Tidewater Chapter Officers will be elected by a majority of the votes received from its members through paper or electronic ballots. In the event of a tie, there shall be a second balloting of the Tidewater Chapter membership.

E. Vacancies. Vacancies may be filled for the unexpired term of office or may remain vacant, by a majority vote of the Board of Directors, with the following conditions.

1. If the office of President becomes vacant, the President-Elect shall succeed to the office of President for the unexpired term and shall subsequently serve the one-year term of office of President to which elected. In such case, the Immediate Past President may remain as Immediate Past President for a second year if they so choose or the office may remain vacant.
2. A vacancy in the office of President-Elect may be filled by a current member of the Board of Directors, or remain vacant as approved by a majority vote of the Board of Directors. If the vacancy is filled, the President-Elect shall not automatically assume the office of President for the subsequent term.
3. In the event that the office of President and President-Elect are vacated during the same year, the Board of Directors shall appoint an acting President to serve until the next scheduled election, at which time an election will be held for both the President and President-Elect.

4. If the office of Treasurer becomes vacant the Treasurer-Elect shall succeed to the office of Treasurer for the unexpired term and shall subsequently serve the one-year term of office of Treasurer to which elected.

ARTICLE V: MEETINGS

- A. The Tidewater Chapter shall meet at least nine (9) times per year with an educational offering at each meeting. Meetings shall be called by the President.
- B. Special Meetings may be called by the President or on the request of a majority of the Board of Directors.
- C. The Directors present shall constitute a quorum for any meeting of the Tidewater Chapter.

ARTICLE VI: Board of Directors

- A. Composition. The Board of Directors shall be composed of the following:
 1. The officers.
 2. Tidewater Chapter Committee chairs
 3. Virginia State Council Representative for the Tidewater Chapter
- B. Authority of the Board of Directors. The Board of Directors shall be the governing body responsible for the management of the affairs of the Tidewater Chapter and shall:
 1. Oversee the business and financial affairs of the Tidewater Chapter;
 2. Provide strategic direction for the Tidewater Chapter;
 3. Monitor and address professional issues related to emergency care;
 4. Function within the framework of ENA to coordinate and implement ENA activities at the chapter level;
 5. Act in accordance with ENA bylaws and Procedures;
- C. Executive Committee.
 1. The Executive Committee shall be composed of the officers of the Tidewater Chapter.
 2. The Executive Committee shall be responsible for the management of the affairs of the Tidewater Chapter between its business meetings and shall perform such other duties as are specified in these Bylaws and Procedures.
 - a. ensures that an audit of financial records is accomplished yearly. A written report will be provided at the first business meeting of the calendar year.
 - b. reviews the Bylaws in odd years.
 3. The Executive Committee is subject to the orders of the Board of Directors and none of its acts shall conflict with action taken by the Board of Directors.

4. Meetings of the Executive Committee shall be called by the President.
5. The presence of the President and two other officers shall constitute a quorum for any meeting of the Executive Committee.

ARTICLE VII COMMITTEES

- A. Committees shall be created by the Board of Directors in sufficient numbers necessary to address the Tidewater Chapter objectives, professional practice, special interests, and programs.
- B. Additional special committees may be appointed by the Board of Directors, as circumstances warrant.
- C. All committees shall have responsibilities assigned by the Board of Directors and specified in Procedures.
- D. The size of each committee shall be determined by the Board of Directors.

ARTICLE VII: PARLIAMENTARY AUTHORITY

The rules contained in *Robert's Rules of Orders latest edition* shall govern the Tidewater Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Tidewater Chapter may adopt.

ARTICLE IX: AMENDMENTS

- A. Proposed amendments to the Bylaws shall be submitted to the Board of Directors by June 30th of each year. Voting on the amendments or changes will take place in conjunction with the annual election of officers to the Tidewater Chapter.
- B. These Bylaws may be amended by a two-third (2/3) vote of the ballots received through paper or electronic voting by the members of the Tidewater, provided that 30 days is given from distribution until the ballot deadline.
- C. Any amendment to the National ENA Bylaws and Procedures having direct application to these Bylaws shall take precedence over any Tidewater Chapter Bylaw provision and/or Procedures and amendment thereto shall automatically take effect and the members shall be notified.

ARTICLE VIII: INDEMNIFICATION

The Association shall indemnify all officers, directors and employees for expenses incurred with the defense or settlement of any claim against such person for reason of service as an officer, director or employee, unless a judgment or other adjudication shall establish that such a claim arose or resulted from any dishonest, fraudulent, criminal, malicious, or knowingly wrongful act, error or omission of such person.

ARTICLE X: DISSOLUTION

In the event of dissolution of the Tidewater Chapter, the net assets of the corporation shall revert to the Virginia State Council ENA after liabilities and obligations have been paid, satisfied, and discharged, or adequate provision shall be made thereof.