

**AMENDED BYLAWS
EMERGENCY NURSES ASSOCIATION
WASHINGTON STATE COUNCIL**

A Washington Not-for-Profit Mutual Benefit Corporation

**ARTICLE I
NAME & CHARTER**

The name of this corporation shall be the EMERGENCY NURSES ASSOCIATION, WASHINGTON STATE COUNCIL (WA-ENA), a 501 (c) 3 Corporation incorporated in the state of Washington.

CHARTER

As a nationally chartered State Council, failure of the Washington State Council to adhere to the *Bylaws and Procedures* established by ENA shall be cause for suspension or revocation of the charter issued by the ENA. Such suspension or revocation shall be in accordance with *Procedures* established by ENA.

**ARTICLE II
PURPOSE & OBJECTIVES**

PURPOSE

This corporation is affiliated with and chartered by the national Emergency Nurses Association (ENA) to implement its philosophy, objectives, and leadership on the State level as well as to coordinate the professional activities within the State in connection with ENA, its General Assembly and Board of Directors. The Washington State Council shall act in accordance with the *Bylaws and Procedures* established by ENA.

MISSION

The mission of the Emergency Nurses Association is to advocate for patient safety and excellence in emergency nursing practice within the state of Washington.

OBJECTIVES

Washington State Council exists to promote and implement the philosophy and objectives of ENA on the state level.

OFFICIAL PUBLICATION

The official publication for Washington State Council shall be the Vital Lines.

**ARTICLE III
MEMBERSHIP**

Classifications of Membership

Active Member – Active Members are classified as active national members who have selected WA-ENA as their state council. Active members shall have the right to vote, hold elected office, and serve on committees. Active WA-ENA members must be professional Registered Nurses with an unrestricted license from a state board of nursing within the United States.

Affiliate Member – An affiliate member is an individual who is not a Registered Nurse and supports the missions and objectives of ENA. Affiliate members shall have the rights and privileges of ENA membership, except the right to vote and to hold elected office.

Student Member – A student member is an individual enrolled in a nursing education program leading to eligibility for Registered Nurse licensure whose dues are current. Student members shall have the rights and privileges of ENA membership, except the right to vote and to hold elected office.

Honorary Member – Honorary membership may be awarded to an individual as determined by the ENA president and the ENA board of directors. Honorary members shall have the rights and privileges of ENA membership, except the right to vote and to hold elected office.

Responsibilities of Membership

Each member has the responsibility to support the purpose, mission, objectives, and positions of ENA.

ARTICLE IV OFFICERS

Officers

The Officers of this corporation shall be President, President-Elect, Secretary, Treasurer, Treasurer-Elect and the Immediate Past President. The term of office shall commence January 1st each year and terminate on December 31st, except that the president-elect and treasurer-elect shall succeed to their respective office at the conclusion of the term. Each officer shall exercise the privileges, duties and responsibilities as an officer of WA-ENA State Council as specified in the *State Standard Procedures*.

Officer Eligibility Requirements

Each officer must be an active member of WA-ENA prior to submitting a preliminary candidate application. Each potential candidate's membership shall be verified by the Membership Vision Council Chair (MVCC).

Elections

In the event of a tie vote for any position, there shall be a second balloting of WA-ENA membership.

ARTICLE V MEETINGS

Meetings

The State Council meetings shall be defined in the WA-ENA *Standard Procedures* Member meetings of the corporation shall be called State Council meetings.

Annual Business Meeting

The business meeting of WA-ENA shall be held annually. A formal notice of the meeting shall be published in official WA-ENA printed and electronic publications and posted on the Web site sixty days prior to the meeting.

Special Meetings

Special meetings of the State Council may be called upon the written request of the Board of Directors; the President; or five (5) percent of the membership.

Quorum

A simple majority of the membership present shall constitute a quorum at any State Council meeting.

Voting

Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members. When called upon to vote on (a) the dissolution or merger of the corporation, or (b) the disposition of all or substantially all of the corporate assets, each member shall be entitled to one vote.

Delegates To General Assembly

The method for selecting delegates from Washington shall be designated by using a point system as defined in WA-ENA *Standard Procedures*. The term of office of a delegate to the General Assembly shall be for the duration of the General Assembly and/or until all obligations as a delegate have been met.

ARTICLE VI BOARD OF DIRECTORS

The Board of Directors (BOD) for WA-ENA will consist of the elected officers, Immediate Past President and the Vision Council Chairs (VCC).

Subject to the provisions and limitations of Washington 501(c)3 and any other applicable laws, and subject to any limitations in the Articles of Incorporation and *Bylaws* regarding actions that require approval of the members, the corporation's activities and affairs shall be managed, and all corporate powers shall be exercised by or under the Board's direction.

Meetings, quorums and vacancies of the BOD will be defined in the Standard Procedures.

ARTICLE VII REPRESENTATIVES TO THE STATE COUNCIL

Each state member is a representative to the State Council. Members may only act personally at a meeting and may not act by proxy, written consent or written ballot, unless otherwise specified.

Representatives to the State Council are responsible for the following, in accordance with *Standard Procedures*:

1. Debate and advise the Board of Directors as the official professional policy-determining component of the corporation
2. Monitor the efficient and effective functioning of the corporation;
3. Approve all amendments and/or revisions to WA-ENA *Standard Procedures* and *Bylaws*.

ARTICLE VIII VISION COUNCILS and COMMITTEES

Vision Councils

There shall be Vision Councils within the WA-ENA state council. The objectives, duties, and responsibilities of the vision councils are defined in the WA-ENA *Standard Procedures*.

Special committees

Special committees may be appointed by the Board, as circumstances warrant. The size of each committee may be determined by the Board and in accordance with the *Standard Procedures*. The President or other designated Board member shall serve as an ex-officio member of each committee. All committees shall assume duties and shall have such powers as assigned by the Board.

ARTICLE IX DISSOLUTION

In the event of dissolution of the State Council, the net assets of the Corporation shall revert to the National Association after all liabilities and obligations shall be paid, satisfied, and discharged or adequate provisions shall be made therefore. The process of dissolution shall conform to Washington Not-for-Profit Mutual Benefit Corporation Law.

ARTICLE X INDEMNIFICATION

This corporation shall indemnify all Directors, Officers, State Council Representatives and, Delegates, for expenses incurred with the defense or settlement of any claim against such person by reason of service as a Director, Officer, State Council Representative, Delegate or agent, unless a judgment or other adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal malicious or knowingly wrongful act, error or omission of such person, as described in the Washington Administration Code.

In any event, ENA 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 XI PARLIAMENTARY AUTHORITY

These *Bylaws*, the current edition of *Robert's Rules of Order*, Standing Rules and any Special Rules of Order adopted by the corporation shall govern all meetings of WA-ENA provided they are not in conflict with the *Bylaws* and *Standard Procedures* established by the National Association.

ARTICLE XII AMENDMENTS

The Board of Directors of this corporation may amend the Articles or *Bylaws* with the approval of the state membership, according to *Standard Procedures*.

Any amendment to the ENA *Bylaws* and *Procedures* having direct application to these *Bylaws* shall take precedence over any State Council Bylaw provision and/or procedure and amendment thereto shall automatically take effect as long as the amendment is not in conflict with 501(c) 3.

In order to be approved, any amendment must be approved by a two-thirds (2/3) vote of WA-ENA State Council present and voting. Enactment of these Bylaws may only be implemented following approval of ENA.

Signed:

Linda L. Seger, RN, President

Jéaux Rinehart, RN, President-elect/Immediate Past President

Denise Keith, RN, Treasurer

Bif Fink, RN, Secretary

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

That I am the duly elected and qualified Secretary of the EMERGENCY NURSES ASSOCIATION, WASHINGTON STATE COUNCIL, a 501(c)3 Corporation , and that the foregoing *Bylaws*, consisting of eleven pages, including signature page, constitute the amended *Bylaws* of said corporation as adopted October 2010.

Signed:

Bif Fink, RN, Secretary of the Corporation