

1 **EMERGENCY NURSES ASSOCIATION**

2 **New Mexico State Council**

3 **BYLAWS**

4 **Draft 3/27/2013**

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6 **ARTICLE I: NAME**

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8 The name of this organization shall be THE NEW MEXICO EMERGENCY NURSES
9 ASSOCIATION of the Emergency Nurses Association, incorporated as a not for profit
10 organization in the State of New Mexico. It may also be referred to as the “New Mexico
11 State Council of ENA.” For the purposes of these bylaws it shall be referred to as “The
12 State Council.” The State Council will include the entire membership.

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14 **ARTICLE II: OBJECTIVES**

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16 Section 1 Purpose

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18 The purposes for which the corporation is organized are educational, within the meaning
19 of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not
20 limited to the advancement of emergency nursing through education and public
21 awareness.

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23 Section 2 Mission

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25 The mission of the ENA is to advocate for patient safety and excellence in emergency
26 nursing practice.

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28 Section 3 Objectives

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30 The State Council has the following objectives:

- 31 A. To develop and maintain a statewide network of Emergency Nurses in New
- 32 Mexico.
- 33 B. To address issues affecting the practice of Emergency Nursing and the
- 34 delivery of emergency care within the state.
- 35 C. To monitor legislative, regulatory, and policy issues in New Mexico, which
- 36 affect the practice of emergency nursing or delivery of emergency care.
- 37 D. To provide continuing education opportunities for emergency nurses in New
- 38 Mexico.
- 39 E. To provide a networking structure to address professional emergency nursing
- 40 issues.
- 41 F. To promote wellness, illness, and injury prevention within the state of New
- 42 Mexico.
- 43 G. Other objectives as deemed appropriate by ENA or the State Council so long
- 44 as they do not conflict with the Bylaws and Procedures of the national
- 45 association.
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47 **ARTICLE III: MEMBERS**

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49 Section 1 Definitions

50 For the Purposes of these Bylaws, the following definitions apply:

51 1. "Member" means a national member of ENA as defined in the Bylaws
52 of the National Association whom:

- 53 a) Resides in New Mexico, or
- 54 b) Has requested through the National Association to be
55 affiliated with New Mexico, in accordance with the
56 Procedures of the national association.

57 2. "Membership" means the aggregate of ENA members in New Mexico.

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59 **ARTICLE IV: EXECUTIVE COMMITTEE**

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61 Section 1 Composition, Qualifications and Duties

62 A. The committee shall manage the business affairs between
63 meetings. They shall perform other duties as defined in these Bylaws or as
64 delegated by the State Council. Actions of this committee shall not conflict
65 with policy decisions or official positions of the State Council.

66 B. Composition

67 The Executive Committee of the State Council shall consist of the
68 following:

- 69 a) President
- 70 b) President-elect
- 71 c) Secretary
- 72 d) Treasurer
- 73 e) **Treasurer-elect**
- 74 f) Immediate Past President

75 C. Qualifications:

- 76 a) National association membership and active licensure as a
77 Registered Nurse shall be current at the time of election and shall
78 be maintained by the officer for the duration of the term of office.
- 79 b) Willing to commit to regular attendance at regularly scheduled
80 business meetings and accept the responsibilities outlined
81 below. Absenteeism in excess of three (3) consecutive meetings is
82 considered an automatic resignation.

83 d) The term of office shall be one year, which shall begin on
84 January 1 and run through December 31 or until a successor is
85 elected. This will be completed by October 31 of the current year.

86 D. Duties

87 1. President

- 88 a) The President shall:
 - 89 1) Serve as the Chief Elected Officer of the State
90 Council and shall serve as the official ENA
91 representative and spokesperson, unless such duty is
92 delegated

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- 2) Coordinate all State Council administrative activities
 - 3) Appoint committee chairs
 - 4) Be responsible for filing an annual status report as required by the National Association.
 - 5) Fill, with the approval of the board, vacancies on committees that occur during the term of office
2. President-elect
- a) The President-elect shall:
 - 1) Perform such duties as delegated by the President.
 - 2) Succeed to the office of President at the expiration of the President's term.
 - b) In the event the position of President is vacated, the President-elect shall serve the remainder of the presidential term of office and the term for which elected.
3. Secretary
- a) The Secretary shall:
 - 1) Take meeting minutes and provide a copy for distribution two weeks prior to the next scheduled meeting.
 - 2) Be responsible for official communications as delegated by the President or the State Council.
 - 3) Maintain the official records of the State Council.
4. Treasurer
- a) The Treasurer shall:
 - 1) Maintain the financial records of the State Council in accord with the requirements of the National Association and with generally accepted accounting procedures.
 - 2) Maintain the bank account(s) of the State Council and make authorized disbursements.
 - 3) In conjunction with the President, present an annual budget proposal for the State Council.
 - 4) Prepare an annual financial statement (Balance Sheet) and Statement of Revenues and Expenses) for the State Council.
 - 5) Submit the financial report to the national association by June 1 of each year.
 - 6) Maintain such corporate financial and tax records as required by the National Association, the IRS, and the State of New Mexico.
 - 7) Obtain the approval from the Board of Directors prior to any unbudgeted disbursement of funds.
 - 8) Orient the Treasurer-Elect to the new role.
 - 9) Serve as mentor and consultant to the Treasurer-Elect.

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5. Treasurer-Elect

a) The Treasure-elect shall:

- 1) Shall assume such responsibilities as assigned by the president and the board of directors.
- 2) Work closely with the treasurer to learn the duties and responsibilities of the office of treasurer.
- 3) To succeed to the office of treasurer at the expiration of the treasurer's term. In the event the position of treasurer becomes vacant, the treasurer-elect shall serve for the remainder of the unexpired term and the term for which he/she was elected.

6. Past-President

a) The Past-President shall:

- 1) Orient the President to the new role.
- 2) Serve as mentor and consultant to the President.
- 3) Function as the chairperson of the Communications and Nominations committees for the next election year.

7. Vacancies

- A. 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 or the office may remain vacant.
- B. 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.
- C. 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 president and president-elect.
- D. A vacancy in the office of secretary/treasurer may be filled by a current member of the board of directors or remain vacant as approved by a majority vote by the entire board of directors

185 **ARTICLE V: MEETINGS.**

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187 A. Frequency and Purpose of Meetings:

- 188 1. The State Council shall hold at least four scheduled business
189 meetings each year.
190 2. The State Council shall co-sponsor at least one educational
191 meeting each year.
192 3. Special Meetings of the Board of Directors may be called upon
193 request of the President.

194 B. Quorum:

195 The minimum vote requirement is three members from the Executive
196 Committee and the majority of members present.
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198 C. Open Meetings:

- 199 1. Meetings of the State Council shall be open to any member of
200 ENA, except as noted below.
201 2. Portions of meetings may be closed by majority vote of the Board
202 of Directors if a quorum is present. A summary of any business
203 transacted in closed session shall be published in the minutes.
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205 **ARTICLE VI: BOARD OF DIRECTORS**

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207 Section 1 Composition

- 208 1. The Officers and Directors at Large shall constitute this Board.
209 2. Six Directors At Large elected to the State Council each year.
210 3. The Immediate Past-President of the State Council shall serve one
211 additional year as an Ex-Officio voting Representative to the State
212 Council.

213 Section 2 Authority

- 214 1. The President shall call Meetings of this Board.
215 2. The President and two other officers shall constitute a quorum of
216 the Directors.
217 3. The Board shall oversee NM ENA's business and financial affairs

218 Section 3 Eligibility

- 219 1. Directors at Large must be current Active Members of the Association.
220 2. Executive Officers and Directors at Large serve at the predilection of
221 the State Council and may be removed by a vote of the State
222 Council. The minimum vote requirement is three members from the
223 Executive Committee and the majority of members present.
224 3. Absenteeism in excess of three (3) consecutive meetings is considered
225 an automatic resignation.

226 Section 4 Removal

227 An elected member of the board of directors shall be removed in accordance with
228 this paragraph for cause or if the board member fails to meet the eligibility
229 requirements for election as outlined in these bylaws. Removal of any director
230 shall be by an affirmative two-thirds vote of the state council members voting.

231 The results will be communicated to the members within 30 days of the action.
232 The board of directors may recommend removal of a director to the members,
233 provided the director, upon request, was offered an opportunity to have an
234 unprejudiced hearing at which the director was permitted to defend against the
235 termination. Cause shall be defined as any action which is determined by the
236 board of directors to be detrimental to the best interests of ENA.

237 Section 5 Term of Office

238 Directors At Large elected to the State Council serve a term of one year, which
239 shall commence on January 1 and terminate on December 31st

240 Section 6 Indemnification

241 The association shall indemnify all Officers/Directors or any employees for
242 expenses incurred with the defense or settlement of any claim against such person
243 by reason of service as Officer/Director or employee unless a judgment or
244 adjudication shall establish that such claim arose from any dishonest, fraudulent,
245 criminal, malicious, or knowingly wrongful act, error, or omission of such person.
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247 **ARTICLE VII: CHARTER AND AFFILIATION (Constituent Divisions)**

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249 Section 1 State Council

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251 The State Council is chartered by and affiliated with the Emergency Nurses
252 Association, the professional association for the specialty of Emergency Nursing,
253 herein after referred to as “ENA” or “the national association.”

- 254 A. A formal charter certificate shall be issued by ENA, in accord with its Bylaws
255 and Procedures, allowing the State Council to be its New Mexico affiliate.
256 B. Failure of the State Council to adhere to bylaws and procedures consistent
257 with those of the national association shall be cause for suspension or
258 revocation of the State charter by ENA.
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260 **ARTICLE VIII: COMMITTEES**

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262 Section 1 Committees

- 263 A. The State Council shall create, maintain, and charge such committees, as it
264 deems necessary to manage its affairs and to achieve the purpose and
265 objectives of the State Council and of the National Association.
266 B. The President and President-elect shall appoint a chair and members to
267 each committee.
268 1. The term of the chair and members of each committee shall
269 coincide with the term of the committee.
270 2. The President shall be a non-voting ex-officio member of all
271 committees except the Communication/Nominations committee.
272 The President shall retain voting privileges in the circumstance a
273 tiebreaker vote is required.
274 3. Appointments to the Trauma/Pediatric committee must meet any
275 qualifications for membership on such committees established by
276 the National Association.

- 277 4. Committee chairs and committee members must be a member of
 278 the National ENA and a member of the New Mexico State
 279 Council.
 280 5. All committee chairs shall be required to submit a written report to
 281 the board quarterly for distribution to the membership.
 282 6. Activities of each committee shall be delineated at the time of
 283 inception and appointment and shall be reviewed annually.
 284 F. Nominations Committee:
 285 1. The Board of Directors may charge a committee to verify
 286 eligibility for candidacy, oversee, and conduct all state level
 287 nominations and elections each year.
 288 2. The Nominations Committee may solicit additional nominees for
 289 Directors At Large, State Council Officers, and Delegates as
 290 circumstances warrant, however, there shall be no distinction made
 291 on any ballot as to which candidates are self-nominated and which
 292 were solicited by the Nominations Committee.
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294 **ARTICLE VIII: ELECTIONS.**
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- 296 A. Representatives to the Board of Directors:
 297 1. Candidates may run for only one office.
 298 2. The Board of Directors must be elected by a majority of returned votes by
 299 October 15th of each year. This process will be conducted by ballot.
 300 3. Candidates for office shall submit a written statement for inclusion on the
 301 ballot.
 302 4. Elections shall be held by ballot and completed by October 15. Each
 303 member is entitled to vote for six Directors At Large and 4 officers.
 304 5. The nominees with the highest numbers of votes shall be elected.
 305 6. Results will be tabulated and reported to the National Association no later
 306 than October 31.
 307 B. Delegates to the General Assembly:
 308 1. The Bylaws and Procedures of the National Association shall determine
 309 the number of delegates to the National Association's annual General
 310 Assembly.
 311 2. The Board of Directors will select delegates using a point system.
 312 b) The Board of Directors shall issue a call for nominations no later
 313 than 90 days prior to the General Assembly.
 314 c) Any member in good standing may make a self-nomination. By so
 315 doing, the member is indicating willingness and ability to serve,
 316 and to bear any unsubsidized costs of attendance if elected
 317 Delegate, and willing to complete any required or recommended
 318 training as identified by national ENA or the state council.
 319 3. Funding:
 320 a) Each year the Board of Directors will determine the amount of
 321 funding for delegates to attend the General Assembly.
 322 b) This information, as well as a description of any point-system

323 being used to screen nominees, shall be available to all potential
324 nominees at the time nominations are called for.

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327 **ARTICLE IX: DISSOLUTION**
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329 In the event of the dissolution of this Corporation/State Council the net assets of
330 this Corporation/State Council shall be distributed by first paying all liabilities
331 and obligations of this Corporation/State Council and then by transferring any
332 remaining assets to the national office of the Emergency Nurses Association.
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336 **ARTICLE X: LIMITATIONS**
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- 338 A. No part of the net earnings of the New Mexico ENA shall be used solely for
339 the benefit of any private individual. However, members, directors, and/or
340 officers may be reimbursed for reasonable services rendered or repayment
341 of expenses. The New Mexico ENA shall not participate in or intervene in
342 (including the publication or distribution of statements) any political
343 campaign on behalf of any candidate for public office.
344 B. No assets of the New Mexico ENA shall be donated, distributed, applied to,
345 paid over or otherwise used or employed in any manner that would disqualify
346 the New Mexico ENA from being exempt from taxation
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348 **ARTICLE XI: PARLIAMENTARY AUTHORITY**
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350 These Bylaws, the current edition of Robert’s Rules of Order, Standing Rules, and
351 any Special Rules of Order adopted by the State Council shall govern all meetings
352 of the State Council provided they are not in conflict with the Bylaws and
353 Procedures established by the National Association.
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355 **ARTICLE XII: AMENDMENTS**
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- 357 A. Mechanism:
358 1) Amendments to these Bylaws may be proposed by the Board of Directors,
359 a committee of the State Council charged with amending or revising the
360 Bylaws or by a written request of five (5) State Council Members.
361 2) The National Association in accord with its Bylaws and Procedures before
362 being voted upon by the State Council must ~~approve~~ review proposed
363 amendments to these Bylaws.
364 B. National Association Bylaws and Procedures:
365 Any amendment to the national association Bylaws and Procedures, which has
366 direct application to these Bylaws, shall take precedence over any state council
367 bylaw provision and/or procedure and amendment thereto shall automatically take
368 effect as long as the amendment is not in conflict with New Mexico Not-For-

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Profit Law.