

SAN ANTONIO ENA CHAPTER 197
BYLAWS
APRIL, 2007

ARTICLE I
TITLE, PURPOSE AND OBJECTIVES

Section I: Name of Association

- A. The name of this organization shall be the San Antonio Chapter of the Emergency Nurses Association (SAENA), a not-for-profit corporation incorporated in the State of Texas.

Section II: Purposes

- A: 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.
- B: The SAENA is affiliated with the national Emergency Nurses Association (ENA) to implement its philosophy, objectives, and leadership on the local level, promoting education, as well as coordinating the professional activities of members with the local chapter in liaison with the Texas State ENA (TENA) and National ENA, General Assembly and Board of Directors of the ENA. The SAENA shall act in accord with the Bylaws and Procedures established by the ENA.

Section III: Objectives

- A: Promote standards of emergency nursing practice, nursing education, and nursing services as defined by the ENA.
- B: To provide continuing professional education and development of nurses through emergency nursing topics.
- C: To promote leadership by identifying and addressing issues affecting emergency care and emergency nursing practice on the chapter level.
- D: Serve as a vehicle for dissemination of information relevant to emergency nursing.
- E: Encourage use of knowledge as a basis for emergency nursing.
- F: Provide services to members.
- G: Maintain communication with members.
- H: Assume an active role as consumer/client advocate.

- I: Represent emergency nurses and serve as their spokesperson with healthcare professionals, the community, governmental groups, and the public.
- J: To monitor local legislative issues affecting emergency care and emergency nursing practice.
- K: To develop, maintain, and monitor a local emergency nursing networking structure so as to address professional issues.
- L: To implement all bylaws and procedures on the Chapter level.
- M: To coordinate and monitor all professional activities within the SAENA in accord with bylaws and procedures.

ARTICLE II RELATIONSHIP TO EMERGENCY NURSES ASSOCIATION

Section I: Charter

- A: A formal charter certificate is issued by the ENA allowing the SAENA to function as an affiliate of the National ENA at the local level. The SAENA in the State of Texas is affiliated with the TENA.
- B: Failure of the SAENA to adhere to the bylaws and procedures established by the ENA shall be cause for suspension or revocation of charter. Such suspension or revocation shall be in accord with procedures established by the ENA.

Section II: Responsibilities

- A: Adopt and maintain bylaws which do not conflict with ENA bylaws and which are congruent in purpose and function with ENA bylaws.
- B: Submit bylaws and reports, and attend meetings in accordance with policies and procedures adopted by ENA.

Section III: Membership

- A: The SAENA is composed of individual ENA members registered to Chapter 197 of the ENA.
- B: The Chapter shall consist of no less than five (5) active ENA members.

Section IV: Finances

- A: The SAENA is responsible for:
 1. Applying for its own tax exempt number.
 2. Applying for its own State sales tax number and Employee ID number.
 3. Filing its income tax return through the Internal Revenue Service.

**ARTICLE III
GOVERNING AUTHORITY**

Section I: Governing Authority

A: Governing authority of SAENA resides in membership as represented by Chapter 197 SAENA.

**ARTICLE IV
MEMBERS, RIGHTS, OBLIGATIONS**

Section I: Definition

A: This Chapter, chartered by the ENA shall be a member of the TENA.

B: Membership of SAENA shall be those persons accepted as members in accordance with the qualifications and other requirements described in these and ENA's bylaws. Membership shall be unrestricted by consideration of age, color, creed, disability, gender, health status, lifestyle, nationality, race, religion, or sexual orientation.

Section II: Rights

A. Each member shall have the right to:

1. Receive the official publication of SAENA.
2. Be a candidate for SAENA elective and appointive positions in accordance with SAENA bylaws and procedures.
3. Attend SAENA Council meetings.
4. Transfer to another chapter.
5. Be accorded other rights as provided for under common parliamentary or statutory law.

Section III: Obligations

A. Each member shall have the obligation to:

1. Uphold the bylaws and procedures of SAENA, TENA and ENA.
2. Pay dues required by ENA.
3. Fulfill the requirements of an office or committee if elected or appointed.
4. Not speak on behalf of SAENA without prior knowledge and permission of the SAENA Board of Directors.

**ARTICLE V
BOARD OF DIRECTORS**

Section I: Composition of the Board

A: The Board of Directors shall consist of the SAENA officers.

Section II: Officers

A: The voting officers of the SAENA shall be the President, President-Elect, Secretary, Treasurer, and Immediate Past President.

1. Officers shall have the following:
 - a. Current ENA membership.
 - b. Current license to practice as a registered nurse.
 - c. Candidates will be active members of the SAENA.
 - 1) Active membership is defined as having attended 50% of the Chapter's business meetings.
 - 2) In the event no qualified candidate can be found to meet the 50% attendance qualification, this may be waived for one election only, by two-thirds (2/3) vote of the present officers. If this qualification is waived on one position, it must be waived for all positions under consideration for the election.

Section III: Officer Duties

A: The officers shall assume the duties prescribed by the SAENA bylaws and procedures and other such duties as may be required by the bylaws and policies of the ENA.

1. *President*

- a. Serves as Chief Executive Officer of the SAENA.
- b. Coordinates all SAENA administrative activities.
- c. Presides at meetings of the membership.
- d. Appoints committee chairpersons and committee members as circumstances warrant, including vacancies. Appointments are then ratified by majority vote of the SAENA Board of Directors.
- e. Maintains and updates membership lists.
- f. Ensures delegate applications for the National ENA General Assembly are complete and sent to the TENA by deadline.
- g. Serves as a non-voting ex-officio member of all committees.
- h. Appoints special committees.

2. *President-Elect*

- a. Performs any duties assigned by the President of the SAENA.
- b. Succeeds to the office of President at the expiration of the President's term. In the event the position of President becomes vacant, the President-Elect shall serve for the remainder of the unexpired term and the term for which (s)he was elected.
- c. Assumes such responsibilities as assigned by the President and board of directors.

3. *Secretary*

- a. Records and maintains minutes of all meetings of the SAENA Chapter and Board of Directors.
- b. Provides a monthly report of the previous meetings' minutes and distributes communication as directed by the SAENA.

4. *Treasurer*

- a. Maintains SAENA financial records, receipts, and paperwork in accord with generally accepted accounting procedures.
- b. Presents a SAENA budget proposal annually.
- c. Maintains SAENA banking accounts.
- d. Present a complete written report of the finances of SAENA at each business meeting of the SAENA.
- e. Be familiar with Internal Revenue Service (IRS) regulations and duties and requirements as outlined in common law.
- f. If applicable, maintain tax-exempt status according to common law.

5. *Immediate Past President*

- a. Serves for one year immediately following the term of President with full voting privileges.
- b. Arranges for suitable officers candidates to be placed on the ballot for the October election.
- c. Serves in an advisory capacity on SAENA matters.

**ARTICLE VI
DUTIES OF THE BOARD OF DIRECTORS**

Section I: Duties

A: Shall be responsible for the management of the affairs of SAENA between business meetings and shall perform such other duties as specified in these bylaws and procedures.

Section II: Responsibilities

A: The Board shall be subject to the direction of the SAENA and none of its actions shall conflict with requested action put forth by the SAENA.

B: Act as custodian of SAENA property, securities and records; provide for investment and securities; and provide for payment of authorized expenses.

C: Provide for audit of books by an independent auditor.

D: Develop and maintain a strategic plan for the SAENA establishing goals and priorities.

E: Set the time and place of the business meetings.

F: Approve minutes of the board meetings.

Section III: Meetings

A: The board shall hold a minimum of six (6) business meetings per year.

B: Special meetings of the board may be called by the President and shall be called by the President on request of at least three (3) members of the board. At least five (5) days notice shall be given unless all board members waive notice.

C: A majority of the current SAENA Board of Directors shall constitute a quorum.

Section IV: Referendum Votes Between Meetings

A: Between business meetings of the SAENA, the President may submit urgent matters to the members of the board for a referendum vote. A majority of the board shall be controlling on the matter submitted. The referendum and its results shall be recorded in the minutes of the next SAENA business meeting.

Section V: Records and Property

A: Within one month of leaving office, officers shall deliver to the President or their successors-in-office all SAENA records and other SAENA property in their possession.

Section VI: Representation at TENA State Council Meetings

A: The SAENA delegates to the TENA State Council Meetings shall consist of the President and President-Elect or their designees from the SAENA.

ARTICLE VII NOMINATIONS & ELECTIONS TERMS OF OFFICE AND VACANCIES

Section I: Nominations and Election Policies

A: Elections for the position of President-elect, Secretary, and Treasurer shall be held at the October business meeting.

B: The Immediate Past President shall prepare a ballot of qualified candidates for each office to be filled.

1. All qualified candidates must be verified by the immediate past President.

C: The ballot shall include the candidates for each office to be filled. Balloting procedures shall be implemented that maintain the secrecy of the ballot.

D: The Immediate Past-President will inform the delegation to include the names of the qualified candidates who were not pre-slated. The ballot shall be presented to the SAENA members present at the October business meeting.

E: Officers and directors shall be elected by a majority vote of the SAENA and board members present at the October business meeting.

F: A tie in any office shall be decided by a run-off election to be conducted prior to the conclusion of the business meeting.

G: A slate of officer candidates will be published in the Chapter Newsletter thirty (30) days prior to the election

Section II: Terms of Office

A: Officers shall serve for a term of one (1) year or until their successors are elected.

B: The term of office shall begin January 1 and end December 31.

C: No individual shall serve more than two (2) consecutive terms without a two-thirds (2/3) vote of those SAENA members and officers present for the October election.

Section III: Vacancies

A: If the office of President becomes vacant, the President-Elect:

1. Shall succeed to the office of President for the remainder of the unexpired term, and
2. Shall subsequently serve the one (1) year term of office of President to which elected.

B: A vacancy in the office of President-elect may be filled by a current member of the SAENA Board of Directors, an SAENA Committee Chair, or remain vacant as approved by a two-thirds (2/3) vote by the entire Board of Directors.

C: In the event that the office of President and President-Elect are vacated during the same year:

1. The Board of Directors shall appoint an acting President to serve until the next election.
2. The election of both President and President-Elect will be held at the next scheduled election.

D: A vacancy in the office of Secretary or Treasurer may be filled by a current member of the Board of Directors, SAENA Chapter member, or remain vacant as approved by a majority vote by the entire Board of Directors.

E: In the event that the office of President is vacated, the Immediate Past President may remain as Immediate Past President for a second term, or the office may remain vacant.

Article VIII MEETINGS

Section I: Business Meetings and Special Meetings

A: The SAENA shall conduct at least six (6) business meetings per year. The meetings shall be called by the President.

B: The SAENA shall conduct at least two (2) educational meetings a year.

- C: The business meeting held in October shall be for the purpose of electing officers.
- D: Special meetings may be called by the President upon request of a majority vote of the board or upon the written request of a majority of the SAENA members.

Section II: Quorum

- A: A majority of the SAENA Board of Directors members present at a meeting announced per policy and procedure shall constitute a quorum for any meeting of the SAENA.
- B: No official action shall be taken without a quorum being present.

ARTICLE IX COMMITTEES

Section I

- A: The SAENA shall have the following standing committees:
 1. Professional Education
 2. Newsletter
- B: The SAENA may appoint ad hoc committees as need requires in a manner prescribed in these bylaws.
- C: Additional Standing and Special Committees may be appointed by the SAENA and ratified by the SAENA Board of Directors as circumstances warrant.
- D: The SAENA President shall serve as a non-voting, ex-officio member of each committee.
- E: The size of each committee shall be determined by the SAENA.
- F: The SAENA President shall appoint the chairperson and members of each committee. These appointments need to be ratified by majority vote of the SAENA Board of Directors.

Section II: Responsibilities

- A: All committees shall assume duties and shall have such powers as assigned by the SAENA.

ARTICLE X DELEGATES – GENERAL ASSEMBLY

- A: The number of and qualifications for delegates to the ENA's annual General Assembly shall be determined by the Bylaws and Procedures of the ENA.
- B: The SAENA will fund Texas delegates from the SAENA to the General Assembly in an amount to be determined on a yearly basis.

- C: The SAENA shall supply applications from the TENA to members of the SAENA as requested.
- D: Delegate selection is the responsibility of the TENA Delegate Selection Committee. The SAENA will abide by TENA's procedures for delegate selection.
- E: All applications for a delegate status should be signed by the SAENA President.

ARTICLE XI FISCAL YEAR

The fiscal year of the SAENA shall be January 1st to December 31st.

ARTICLE XII OFFICIAL PUBLICATION

SAENA shall publish a newsletter as its official publication. It shall be published four times a year. Any requirement that notice be given to all members whether individually or otherwise shall be satisfied by publication of that notice in this official publication. This communication may be made by electronic means to any member with an active email address.

ARTICLE XIII INDEMNIFICATION

The SAENA shall indemnify all officers, directors, and employees for expenses and costs actually and necessarily incurred by them in connection with any claim asserted against them, by action in court or otherwise, by reason of their being or having been a director or officer to the full extent permitted by law if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of SAENA.

ARTICLE XIV PARLIAMENTARY AUTHORITY

"Robert's Rules of Order, Newly Revised" shall govern in all parliamentary situations not provided by law, SAENA articles of incorporation, or SAENA bylaws.

ARTICLE XV DISSOLUTION

In the event of the dissolution of the SAENA, the net assets of the Corporation shall revert to the TENA after all liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be made thereof.

ARTICLE XVI AMENDMENTS

Section I: Review by SAENA

A: Amendments to the Bylaws may be proposed by the SAENA Board of Directors under the signature of five (5) members of the San Antonio Chapter, in accord with Procedures.

Section II: Submission and Publication

A: Amendments to the bylaws must be submitted to the SAENA sixty (60) days prior to the scheduled vote.

B: Amendments which are in accord with Procedures and the National ENA's philosophy, purpose, and objectives, as well as Federal and State Laws, will be submitted to the SAENA membership at least sixty (60) days prior to the SAENA business meeting in which the vote on the amendments will take place. Publication of the amendments in the regular SAENA newsletter, on the SAENA Website with notification of its posting in the newsletter, or through the direct mailing of the amendments to the Chapter members shall constitute notice of any amendments of these Bylaws to be considered for approval.

Section III: Vote Required

A: In order to be approved, any amendment must be approved by a two thirds (2/3) vote of the SAENA members present at the vote.

Section IV: Approval of Amendments

A: Any amendment to the National ENAs' and TENAs' bylaws and procedures having application to these Bylaws shall take precedence over any SAENA Bylaw provisions and/or Procedures and shall automatically take effect.