

SOUTH CAROLINA EMERGENCY NURSES ASSOCIATION BYLAWS

Revision Date: June 5, 2010

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South Carolina Emergency Nurses Association Bylaws

Article I

Name:

The name of this organization shall be the South Carolina Emergency Nurses Association (SCENA), a not for profit corporation incorporated in the State of South Carolina,

Article II

Purpose:

SCENA is the state affiliate of the Emergency Nurses Association (ENA), chartered by the National Association (ENA), to implement its philosophy, objectives, and leadership at the State level, as well as to coordinate the professional activities of the chapters within the State in liaison with the National Level (ENA): General Assembly and the Board of Directors (ENA).

State Councils shall act in accordance with the Bylaws and Procedures established by the National Association (ENA).

The purpose 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, **community service**, and public awareness.

ENA is a professional member organization recognized internationally for promoting excellence in emergency nursing through leadership, research, education and advocacy.

Article III

Objectives:

SCENA has the responsibility to:

- A. To promote the specialty of emergency nursing.
- B. To promote the interests of ENA's members and to improve the professional environment of the emergency nurse through education and public awareness.
- C. To promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics.
- D. To actively collaborate with other health related organizations to improve emergency care.
- E. To be the primary resource for emergency nursing leadership, education, and research.
- F. To define standards that serve as a basis for emergency nursing practice.
- G. To develop, disseminate and evaluate emergency nursing education and research.
- H. To encourage interaction and mentorship among emergency nurses.
- I. To identify and disseminate information on key trends affecting and pertinent to emergency nursing.

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J. To serve as an advocate for the public regarding emergency care.

Article IV

Limitations:

No part of the net earnings of SCENA 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. SCENA shall not participate in or intervene in a political campaign on

behalf of a candidate for public office.

SCENA 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

Charter:

A. A formal charter certificate is issued by the National Association allowing SCENA to function

as the official organizational component of the state and chapter level in accord with Procedures. The charter is maintained through the submission of the Annual Report form.

B. Failure of SCENA to adhere to the Bylaws and Procedures established by the National

Association may cause the charter to be suspended or revoked. Such action shall be in accord with procedures established by the National Association.

Article VI

Membership:

A. Members of the national ENA who possess Active Membership and reside in South Carolina shall automatically be members of SCENA unless requesting assignment elsewhere through National ENA.

B. National ENA members residing outside South Carolina may request assignment to SCENA through the national ENA office.

C. Members who come together to form local chapters of SCENA according to the Bylaws and Standard Procedures of ENA shall hold membership at all three levels: national, state, and local chapter.

Section 1: Classifications

A. Active Member:

(1) National Members: Professional Registered Nurses, licensed in the United States whose dues are current.

(2) International Members: Professional Registered Nurses, licensed (or equivalent)

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outside of the United States whose dues are current.

(3) Senior Members: Professional Registered Nurses, licensed in the United States whose dues are current and aged 65 or older

B. Affiliate Member:

An individual who is not a Registered Nurse and supports the missions and objectives of ENA whose dues are current.

C. Honorary Member:

Awarded to an individual as determined by the ENA President and the ENA Board of Directors.

D. Student Member:

An individual enrolled in a nursing education program leading to eligibility for Registered Nurse licensure whose dues are current.

Section 2: Privileges

A. Active Member(s)

(1) National Members:

When a Professional Registered Nurse licensed in the United States joins ENA, she/he shall have the right to vote, hold elected office, and serve on committees.

(2) International Members:

When a Professional Registered Nurse licensed (or equivalent) outside the United States joins ENA, she/he shall have the right to vote, hold elected office, and serve on committees.

(3) Senior Members:

When a Professional Registered Nurse licensed in the United States joins ENA, she/he shall have the right to vote, hold elected office, and serve on committees.

B. Affiliate Members:

Affiliate Members shall have the rights and privileges of ENA membership, except the right to vote and to hold elected office.

C. Honorary Members:

Honorary Members shall have the rights and privileges of ENA Membership, except the right to vote and to hold elected office.

D. Student Members:

Student Members shall have the rights and privileges of ENA Membership, except the right to vote and to hold elected office.

Section 3: Responsibilities of Membership

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

Section 4: Termination of Membership

A. ENA Members may have their membership terminated by a two-thirds (2/3) vote of the

Board of Directors for failure to adhere to the ENA bylaws or for cause.

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B. Such action shall not be taken until a member is advised of specific charges and given the opportunity to respond.

Section 5: Dues and Finance

A. The State Council shall determine membership dues for each classification of the SCENA.

- B. Members' dues must be currently maintained or termination of membership will result.
- C. There shall be no dues for Honorary Membership.
- D. Active Senior Membership member fees will not be more than that of the Affiliate Membership.
- E. The fiscal year shall be January 1 through December 31.

Article VII

Chapters:

1. Chapters within South Carolina, chartered by the National Association, will be members of SCENA. Chapters fall under the umbrella of SCENA Tax Exemption.
2. Each Chapter is composed of individual ENA members. Each Chapter shall consist of no less than Five (5) active ENA members.
3. Each Chapter will have elected representation to include:
 - a. President
 - b. President – Elect
 - c. Immediate Past President
 - d. Secretary
4. Each Chapter will be represented on State Council by elected Chapter President/Designee.
5. Members of the SCENA who possess Active Membership shall automatically be assigned a Chapter based on his/her primary residence, unless requesting assignment to another chapter through National ENA.

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SCENA Chapter Counties

Low Country - 108

Charleston
Georgetown
Berkeley
Orangeburg
Barnwell
Bamberg
Allendale
Hampton
Horry
Jasper
Beaufort
Colleton
Dorchester
Marion
Clarendon
Williamsburg

Foothills - 352

York
Cherokee
Spartanburg
Greenville
Laurens
Union

Edgefield
McCormick
Abbeville
Greenwood
Anderson
Oconee
Pickens

Central - 412

Sumter
Calhoun
Richland
Lexington
Fairfield
Aiken
Kershaw
Chester
Newberry
Saluda
Florence
Dillon
Marlboro
Lee
Darlington
Chesterfield
Lancaster

Article VII

Board of Directors:

The SCENA Board of Directors shall be the official management policy-determining component

of the State Association

A. Responsibilities

1. To develop and abide by the Bylaws and Procedures of SCENA.
2. To debate and determine association policy regarding management of the affairs of SCENA.
3. To supervise and direct the business and financial affairs of SCENA.
4. To develop, monitor, and evaluate the programs, which implement ENA and SCENA policy.
5. To identify relevant issues for presentation and action by SCENA and at the direction

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of its members.

6. To identify relevant professional issues for presentation to appropriate committees.
7. To direct and monitor activities of component divisions within SCENA in accord with Procedures.

B. Composition

The SCENA Board of Directors will be made up of the following five (5), elected voting members: President, President-Elect, Immediate Past-President, Secretary and Treasurer.

The SCENA State Council shall consist of the Board of Directors and representation from

each active chapter to include President or designee.

1. Qualifications of Board of Directors

- a. Must be a current Active ENA member.
- b. Must have a current unrestricted South Carolina registered nursing license.
- c. Must have held an elected office at the chapter level.
- d. Active participation at State and/or Chapter level.

2. Responsibilities:

In addition to those responsibilities delineated below, officers of the South Carolina State Council shall exercise all the privileges and responsibilities as an officer of the State Council as

specified in the Bylaws and Procedures of the National Association.

A. Attendance at seventy-five percent (75%) of scheduled SCENA State Council meetings is

required to maintain office.

B. During Executive Sessions (closed meeting of the Board of Directors) proxy voting will not

be allowed. Members must be present in person, by phone or instant message. The presence of a majority of the Board of Directors shall constitute a quorum for any Executive session.

C. The Board of Directors may hold a vote to allocate funds for conferences and meetings to

include but not limited to Leadership Challenge, Southeastern Seaboard Symposium [SESS] and the Annual Scientific Assembly conference.

1. **President**

- a. Serves as Chief Executive Officer of SCENA State Council.
- b. Coordinates all State Council administrative activities.
- c. Appoints Standing and Ad Hoc Committee Chairs.

1. Committee Chair/designee for the SCENA standing committees

TNCC

ENPC

Injury Prevention

Education

Nominating Committee

SESS

Government Affairs

2. Any Committee Chair/designee as deemed necessary by the President.

d. Succeeds to the office of Immediate past President at the expiration of the term of President.

e. Serves for a one (1) year term, to commence January 1st each year and terminate

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December 31st.

f. Duties to include representing SC ENA at General Assembly, Leadership Challenge, Southeastern Seaboard Symposium, and other events as deemed necessary by SC ENA.

g. May call Executive Session of the Board of Directors without prior notice to SCENA members.

2. **President Elect**

- a. Performs any duties assigned by the President of SCENA State Council.
- 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 unexpired term and for the term for which they were elected.
- c. Serves for a one (1) year term, to commence January 1st each year and terminate December 31st.
- d. Duties to include coordinating the SCENA Leadership Luncheon. Will also represent SC ENA at General Assembly, Leadership Symposium, and other events deemed necessary by SCENA.

3. Immediate Past President

- a. Performs any duties assigned by the President of SCENA State Council.
- b. Serves as Parliamentarian.
- c. Chairs the Nominating Committee.

4. Secretary

- a. Records minutes of State Council Meetings and presents the same to each SCENA State Council member at the next regular meeting for approval.
- b. Maintains records of all SCENA State Council Meetings and events.
- c. Publishes & mails SCENA newsletter to members quarterly or as assigned by Board.
- d. Serves for one (1) year term, to commence on January 1st and terminate December 31st. No individual shall serve more than two (2) consecutive terms.

5. Treasurer

- a. Maintains State Council financial records in accord with generally accepted accounting procedures.
- b. Maintains State Council banking accounts and disbursements thereof.
- c. Works with the President and President-Elect to present a budget proposal annually.
- d. Applies for and maintains a State Council Employer Identification number and files related information with the National Office on or before March 1st of each year.
- e. Submits a State Council Annual Financial Report (Balance sheet and Statement of Revenue and Expenses) for State Council review. Files the Annual Financial Report with the National Office on or before June 1st of each year.
- f. Submits monthly and quarterly financial reports to State Council for review at the regular meetings.
- g. Completes and files the form 990 with the Internal Revenue Service by the 15th day of the 5th month (May 15) after the end of SCENA's fiscal year. The fiscal year runs from January 1st through December 31st of the same year.
- h. Serves a two year (2) term to commence January 1st and terminate December 31st the following year. No individual shall serve more than two consecutive terms.
- i.

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5. Treasurer-elect

- a. Performs any duties assigned by the treasurer of SCENA State Council.
- b. Succeeds 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 unexpired term and for the term for which they were elected.
- c. Serves for a one (1) year term, to commence January 1st each year and terminate December 31st.
- d. Duties to include coordinating the annual budget process with Treasurer. Will also

represent SC ENA at General Assembly, Leadership Symposium, and other events deemed necessary by SCENA.

D. Elections:

1. The Board of Directors must be elected by a majority vote of the state members prior to October 31st of each year.
2. In the event of a tie vote there shall be a second balloting of SCENA Membership.

E. Vacancies:

1. May be filled for unexpired terms.
2. Consensus of the voting members of State Council is required to fill vacancies.

F. Removal from Office:

1. The Board of Directors may request removal of any officer for cause, including but not limited to, any of the following reason:
 - (a) Failure to perform the duties of the office.
 - (b) Failure to meet minimum qualifications.
2. Removal of an officer will also be done in accordance to any applicable State laws.

Article VIII

Meetings:

- A. SCENA State Council shall meet at least every other month. Meetings shall be called by the President. Any SCENA member may attend in a non-voting capacity.
- B. One meeting shall be an annual business meeting for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.
- C. Special meetings may be called upon written request of a majority of Council representatives.
- D. 50% plus one of State Council Representatives (voting members) constitutes a quorum for any meeting of State Council.
- E. Proxy voting will be allowed at State Council meetings with written notice to the Board of Directors.

Article XI

Delegates to the General Assembly:

- A. The number of and qualifications for Delegates to the National Association General Assembly shall be determined by the Bylaws and Procedures of the National Association.

1. SCENA Delegate numbers will be determined according to the National Standards: One (1) delegate per fifty (50) members, plus the SCENA President.

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2. In order to assure continuity, one (1) of the above Delegate positions will be awarded to the SCENA President Elect.
 - B. Delegates will be selected at the June SCENA meeting each year. The Council will formally register the names and addresses of all delegates and alternate delegates with the ENA National Office within forty-five (45) days prior to the annual meeting of the General Assembly.
 - C. Chapters will be eligible for a delegate position only after the following criteria has been

met:

1. Chapter budgets and yearly schedules submitted to the SCENA President and Treasurer prior to April 1st of each calendar year.
 2. Attendance of at least (50) percent of all scheduled meetings of the State Council or chapter since the previous General Assembly. Chapter representation at SCENA State Council meetings remains at 75% for period of January through May (for delegate selection) and for the remainder of the year. Only one (1) meeting may be missed within a four month period.
- D. Chapter Presidents will approve and submit nominations for a delegate and alternate to SCENA State Council at the June Meeting each year.
- E. The final delegate selection will be voted on and approved by the State Council based on the established delegate/scholarship form point system.

Article X

Chapters:

- A. Chapters with SCENA are chartered affiliates of the National ENA to advance the profession of emergency nursing. Chapters fall under the umbrella of SCENA Tax Exemption.
- B. Each Chapter is composed of individual ENA members. Each Chapter shall consist of no less than Five (5) active ENA members.
- C. The Chapter President shall represent the Chapter on SCENA State Council. If unable to attend State Council meetings or to provide a designee, Chapter Presidents shall notify the SCENA President and provide a Chapter report. Chapter representation is required at 75% of the regular scheduled meetings of SCENA State Council
- D. Each Chapter is required to submit a Chapter Status Report to the National Association and the SCENA State Council. Reports are to be completed by December 31st of each year.

Article XII

Indemnification:

ENA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Illinois Nonprofit Corporation Act or any other applicable laws as may from time to time be in effect, any person who, by reason of being or having been a director, officer, employee, or agent of ENA, or who is or was serving at the request of ENA as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding.

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Article XIII

Parliamentary Authority:

The rules contained in *Robert's Rules of Order, Newly Revised, 10th Edition*, shall govern

SCENA in all cases to which they are applicable and in which they are not inconsistent with the

Bylaws.

Article XIV

Dissolution:

A. In the event of dissolution of the SCENA, the net assets of the Corporation shall revert to the

National Association.

B. All liabilities and obligations shall be paid, satisfied and discharged or adequate provision

shall be made thereof prior to the net assets reverting to the National Association.

Article XV

Amendments:

A. These Bylaws may be amended only upon approval by the National Association.

Before

any amendments become effective, they must subsequently be approved by a two-thirds (2/3) vote of the SCENA members present at a meeting for which 30 days prior notice

has

been given.

B. Any amendment to the National Association Bylaws and Procedures, having direct application to these Bylaws, shall take precedence over any SCENA Bylaw provision and/or

Procedures and amendment thereto shall automatically take effect