



# Bylaws and Operating Procedures

Georgia State Council of Emergency Nurses  
Association

Revised: March 2008

## **ARTICLE I**

### NAME

The name of this organization shall be the Georgia State Council of Emergency Nurse's Association (GENA), a not-for-profit organization in the state of Georgia

## **ARTICLE II**

### Purpose

Georgia State Council of Emergency Nurses Association is affiliated with the *Emergency Nurses Association* (ENA) at the State Level, 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).

GENA will function as the specialty nursing organization for professional nurses committed to the advancement of emergency nursing. ENA's mission is to provide visionary leadership for emergency nursing and emergency care.

This corporation is organized and operated exclusively for educational purposes within the meaning of IRC Section 501(c)(3).

## **ARTICLE III**

### Section 1: Value Statements

- A. All individuals have a right to quality emergency care delivered with compassion.
- B. Respect for diversity of patients and colleagues is inherent to emergency nursing practice and emergency care.
- C. Prevention of illness and injury and promotion of wellness are essential components of emergency nursing practice and emergency care.
- D. The discipline of emergency nursing includes a defined and evolving body of knowledge based on research.
- E. Continuing education and professional development are fundamental to emergency nursing practice and emergency care.
- F. Emergency nursing practice is both independent and collaborative.

## Section 2: Objectives

- A. To promote the specialty of emergency nursing.
- B. To work collaboratively with other health related organizations toward the improvement of emergency care.
- C. To serve as a resource for emergency nursing education and research.
- D. To define Standards of excellence for emergency nursing practice.
- E. To develop and disseminate education and research resources toward the defined Standards.
- F. To provide a networking structure to address professional emergency nursing issues.
- G. To identify and address emergency nursing issues.
- H. To serve as a patient advocate for the consumer through public education and other mechanisms.
- I. To promote ethical principles as defined in the ENA Code of Ethics for Emergency Nurses and the American Nurses Association Code of Ethics..
- J. To promote the common interests of the Association's members, and to improve the business conditions for emergency nurses within the health care industry.

## **ARTICLE IV**

### LIMITATIONS

No part of the net earnings of GENA 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. GENA shall not participate in or intervene in a political campaign on behalf of a candidate for public office.

GENA 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 ENA allowing the Georgia State Council to function as an affiliate of ENA at the State Level.
- B. Failure of the Georgia State Council to adhere to the Bylaws and Procedures established by the ENA shall be cause for suspension or revocation of the charter. Such suspension or revocation shall be in accord with Procedures established by the ENA.

## **ARTICLE VI**

### **MEMBERSHIP**

- A. Members of the national ENA who possess Active Membership and reside in Georgia shall automatically be members of Georgia unless requesting assignment elsewhere through National ENA.
- B. National ENA members residing outside Georgia may request assignment to Georgia through the national ENA office.
- C. ENA Members who come together to form local chapters of GENA according to the Bylaws and Standard Procedures of ENA shall hold membership at all three levels: national, state, and local chapter.

## **ARTICLE VII**

### **CHAPTERS**

- A. There are three possible levels of membership in the national ENA. These are the national level, state level, and chapter level.
- C. GENA is the state level constituent in Georgia. GENA has the responsibility to monitor and address professional issues related to emergency care throughout Georgia. The business of GENA is conducted through the State Council.
- D. The following chapters are chartered by ENA in the state of North Carolina. These chapters contain the following respective counties in North Carolina.
  - 1. Chattahoochee
  - 2. Costal Empire (86)
  - 3. Heart of Georgia (299)
  - 4. Metro Atlanta (87)
  - 5. Southwest (88)

## ARTICLE VIII

### BOARD OF DIRECTORS

The GENA Board of Directors shall be the official management policy-determining component of the State Association.

#### A. Responsibilities

1. To perform all duties entrusted to directors of a corporation.
2. To develop and abide by the Bylaws and Procedures of GENA.
3. To debate and determine association policy regarding management of the affairs of GENA.
4. To supervise and direct the business and financial affairs of GENA.
5. To develop, monitor, and evaluate the programs, which implement ENA and GENA policy.
6. To identify relevant issues for presentation and action by GENA and at the direction of its members.
7. To identify relevant professional issues for presentation to appropriate committees.
8. To direct and monitor activities of component divisions within GENA in accord with Procedures.

#### B. Composition

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

##### 1. Qualifications of Board of Directors

- a. Must be a current Active ENA member.
- b. Must have a current unrestricted Georgia registered nursing license.

##### 2. Responsibilities:

In addition to those responsibilities delineated below, officers of the Georgia 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. President:

- (a) Serve as Chief Executive Officer of the State Council.
- (b) Coordinate all State Council administrative activities.
- (c) Appoint committee Chairpersons and committee members, with State Council approval, as circumstances warrant.

###### b. President-Elect:

- (a) To perform any duties assigned by the President.
- (b) To succeed 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 will

become President for the rest of the term and will serve the term he/she was elected to.

c. Immediate Past-President:

(a) To perform any duties assigned by the President.

d. Treasurer:

(a) To maintain State Council financial records in accord with generally accepted accounting procedures.

(b) To present a State Council budget proposal annually.

(c) To maintain State Council banking accounts and disbursements thereof.

(d) To provide a written report of financial activities and minutes at each State Council meeting.

e. Secretary:

(a) Take and maintain minutes of each state council meeting.

(b) Handle any communication as directed by the state council president.

(c) To assist in submission of newsletters and articles

C. Election

1. The Board of Directors must be elected by a majority vote of the members of the Georgia State Council members prior to December 1<sup>st</sup>.
2. In the Event of a tie, there shall be one revote.
3. If there remains a tie after the second vote, the President will have the deciding vote

D. Meetings

1. The President shall call meetings of the Board of Directors, or any (2) other members of the Executive Board.
2. The President and two (2) other board members shall constitute a quorum for the meeting.
3. Meetings will be made open or closed by the President's discretion.

E. Vacancy of Executive Board Position

1. Should the vacancy be that of the Presidency, the President-Elect will serve as the President for the remained of that term, then serve their elected term.
2. In a vacancy of President-Elect, the President will serve a second year as President.
3. In a vacancy of Secretary or Treasurer, a State Council member may serve the remaining unexpired term, unless otherwise stated in these Bylaws.
4. If more than one State council member volunteers to fill the position, there shall be a vote of the State Council, between the members to fill the vacancy.

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 reasons:
  - (a) Failure to discharge 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 IX**

### STATE COUNCIL

#### A. Composition

1. The Georgia Board of Directors shall serve on the State Council.
2. Each Chapter, as listed in Article VII Part C, will have (1) chapter representative to the State Council and (1) chapter alternate representative.
3. The chairperson of each active committee for the year will serve on the State Council.
4. In the event that an individual serves in multiple positions, the individual only has (1) vote on issues.

#### B. Meetings

1. The State Council shall meet at least twice a year. Date, Time, and Place shall be determined by the State President. A notice of the meeting will be made available to all members of the State Council.
2. A request for a special meeting may be made by written request to the State President by:
  - (a) any member of the Board of Directors
  - (b) any other two (2) members of the State Council
  - (c) any two (2) chapters as members

#### C. Quorum

1. A simple majority of the State Council shall constitute a quorum for the meeting.
2. If a quorum is present, the affirmative vote of a majority of the voting power in attendance at the meeting and voting on any matter shall be the act of the Chapters as members, unless the vote of a greater number is required by these *Bylaws*.

#### D. Vacancy of the State Council

1. Should a vacancy arise in the State Council:
  - a. If the vacancy is that of a chapter representative, that chapter shall fill the vacancy.
  - b. If the vacancy is that of a committee chairperson, that vacancy will be filled by the person appointed to fill the committee position by the President.

## **ARTICLE X**

### COMMITTEES

#### A. Standing Committee

1. GENA shall have an Elections Committee.
  - (a) The President-Elect will serve as the Elections Committee Chairperson.

- (b) Committee will have the purpose of organizing and carrying out the elections process for the Board of Directors.
- (c) The committee will contain at least one other member who is currently a Chapter President, or appointed by the current Chapter President. Each Chapter has an opportunity to participate in this committee.

**B. Yearly Committees**

- 1. Other committees may be formed on a year basis by the President as determined by need.
- 2. The President will serve as an ex-officio member on all committees.
- 3. Each committee size will be determined by the President and State Council.
- 4. Each committee members will assume the duties and powers as charged by the State Council.
- 5. The President, with council approval, appoint chairpersons for each committee.

**ARTICLE XI**

**DELEGATES TO THE GENERAL ASSEMBLY**

**A. Selection**

- 1. The number and qualifications for Delegates to the General Assembly will be determined on a yearly basis by the ENA.
- 2. The State Council President and President-Elect will automatically go to the General Assembly as delegates.
- 3. Immediately after being notified by ENA regarding the number of delegates awarded to GENA, the Board of Directors will solicit qualified members interested in performing the duties of delegates at the General Assembly.
- 4. The State Council will determine the process for selection of delegates on a yearly basis from one of the models provided by the ENA.

**ARTICLE XII**

**SPECIAL INTEREST GROUPS**

Special interest groups of emergency nurses within the state of Georgia may be recognized by GENA. To maintain an active liaison, a representative of the special interest group is asked to attend meetings of the State Council. The representative of SIG is not, by virtue of representation, is not a member of the State Council, and has no voting ability.

**ARTICLE XIII**

**INDEMNIFICATION**

The Association shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do so by the Illinois Business Corporation Act of 1983 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 the Association, or who is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, or other enterprise, and who was or is a party of is threatened, pending of completed action, suit proceeding.

- A. In the event of a civil, criminal, administrative or investigative action, suit, or proceeding (other than action by or in the right of the Association), such indemnification shall extend against all expense(including attorney's fees), fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.
  
- B. In the event of an action or suit brought by or in a right of the Association to procure judgment in its favor, such indemnification shall extend against expenses (including attorney's fees), actually and reasonably incurred by such person in connection with the defense or settlement of such acit0n or suit if such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, provided that no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Association, unless and only to the extent that the court in which such action was brought shall determine upon application that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses as the court shall deem proper.

## **ARTICLE XIV**

### **PARLIMAMENTARY AUTHORITY**

These Bylaws, the current edition of Robert's Rules of Order, Standing Rules and any Special Rules of Order adopted by the State Council shall govern all meetings of the State Council provided they are not in conflict with the Bylaws and Procedures established by the ENA.

## **ARTICLE XV**

### **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 provision shall be made thereof.

## **ARTICLE XVI**

## AMMENDMENTS

In order to be approved, amendments to these Bylaws must be approved by a 2/3 vote of GENA State Council

- A. Proposed amendments to these Bylaws must be presented in writing to the Board of Directors and National ENA.
- B. The Board of Directors reviews the proposed amendment to assure that it does not violate ENA Bylaws or Standard Procedures, or threaten to violate the charter of GENA or tax status.
- C. If approved by National ENA and the Board of Directors, the proposed amendment is distributed to all GENA members according to the Procedure on Member Notification. The vote on the proposed amendment will be at the next State Council meeting occurring not sooner than 30 days and not more than 60 days from the recorded distribution date.
- D. Members may return their vote to the Board of Directors. As instructed in the distribution, or they may vote in person at the designated State Council Meeting.
- E. Any amendment to the ENA Bylaws and Procedures having direct application to these Bylaws shall take precedence over any GENA Bylaws and Procedures provision, and shall, therefore, automatically take effect.