

# EMERGENCY NURSES ASSOCIATION FOUNDATION BYLAWS

## ARTICLE I. NAME.

### **Section 1. Name.**

The name of this corporation shall be the ENA Foundation (Foundation), an Illinois not-for-profit corporation.

## ARTICLE II. MISSION AND PURPOSE.

### **Section 1. Mission.**

The mission of the Foundation is to provide educational scholarships and research grants in the discipline of emergency nursing.

### **Section 2. Purpose.**

The Foundation operates exclusively for the charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

### **Section 3. Objectives.**

The Foundation shall secure resources to enable emergency nurses to improve services to their patients, organizations and public by:

**Section 3.1.** Promoting the value of education and research to potential donors.

**Section 3.2.** Enhancing the professional knowledge base in emergency nursing through research.

**Section 3.3.** Providing scholarships for the education of nursing professionals for effective care and treatment of emergency patients.

**Section 3.4.** Educating the public on emergency and related health care.

## ARTICLE III. MEMBERSHIP.

### **Section 1. Members.**

The sole voting member of the Foundation shall be the Emergency Nurses Association (ENA).

### **Section 2. Powers.**

ENA shall have all rights which are vested in members of a corporation under the Illinois General Not-For-Profit Corporation Act of 1986, as may be amended from time to time, including the following:

**Section 2.1.** Appoint and remove the Trustees of the Foundation.

**Section 2.2.** Approve any plan of merger, consolidation, dissolution or sale, lease, exchange or other disposition of substantially all of the assets of the Foundation.

**Section 2.3.** Approve any amendments to the Articles of Incorporation or Bylaws of the Foundation.

## **ARTICLE IV. MANAGEMENT BOARD.**

### **Section 1. Powers.**

The Management Board shall manage the finances and operations of the Foundation.

### **Section 2. Composition.**

The Management Board consists of the ENA Finance Committee (President, President-Elect, Secretary/Treasurer and Immediate Past-President) of the ENA Board of Directors, the Foundation Officers (Chairperson, Chairperson-Elect and Secretary) and the ENA Executive Director. The individual serving as President of the ENA shall serve as President of the Management Board. The individual serving as Secretary/Treasurer of ENA shall serve as Secretary/Treasurer of the Management Board. The ENA Executive Director shall serve as the ENA Foundation Executive Officer, Ex-Officio. All members of the Management Board except the ENA Executive Director are voting members.

### **Section 3. Meetings.**

The Management Board shall meet at least annually and as often as necessary to fulfill its responsibilities.

## **ARTICLE V. BOARD OF TRUSTEES.**

### **Section 1. Powers.**

Subject to the powers reserved to ENA and the Management Board, the Board of Trustees shall actively engage in fundraising, promoting the mission and ratifying criteria for and selection of grant and scholarship recipients.

### **Section 2. Composition.**

The Board of Trustees shall be composed of no more than thirteen (13) regular members including six (6) ENA members, one (1) representative of the Emergency Medicine Foundation, the Executive Director, Ex-Officio, and five (5) corporate trustees. All Foundation Trustees will be recommended by the ENA President and ENA Foundation Chairperson and ratified by the ENA Board of Directors.

**Section 2.1. Officers.** There shall be three (3) voting officers: Chairperson, Chairperson-Elect and Secretary. The Chairperson-Elect and Secretary will be elected by a simple majority of the trustees subject to ratification by the ENA Board. The Chairperson-Elect shall have been an ENA Trustee member for at least one year.

**Section 2.2. ENA Trustees.** There shall be six (6) voting ENA Trustees, three (3) voting officers as described in Section 2.1., and three (3) additional voting ENA trustees, who hold active membership in ENA.

**Section 2.3. Ex Officio Trustee.** The ENA Executive Director shall serve as the non-voting Ex Officio Trustee.

**Section 2.4. Corporate Trustees.** There will be five (5) non-voting corporate trustees.

**Section 3. Qualifications.**

All Trustees will have experience or interest in fundraising.

**Section 4. Trustee Terms.**

Trustees of the Board shall serve no more than six (6) years consecutively. All Trustee terms shall be effective January 1<sup>st</sup> following ratification by the ENA Board of Directors.

**Section 4.1. Officers.** The officer terms are one (1) year.

**Section 4.2. Trustees.** Trustees shall serve for a two (2) year term on a staggered schedule.

**Section 4.3. Vacancies.** Vacancies on the Board of Trustees shall be appointed by the Management Board. Individuals appointed to fill a vacancy shall complete the remainder of the vacated term.

**Section 4.4. Removal.** Any Trustee will be removed for cause by a two-thirds vote of the ENA Board of Directors. Cause shall be defined as any action which is determined by the Board of Directors to be detrimental to the best interests of the Foundation.

**Section 5. Quorum.**

At any meeting of the Management Board or Board of Trustees, a quorum shall consist of a majority of the members.

**Section 6. Notice of Meetings.**

Written or printed notice of annual or regular meetings stating the place, day and hour of the meeting shall be delivered 30 days prior to the date of the meeting by electronic or other means convenient by or at the direction of the Chairperson, the Secretary, or persons calling the meeting. In the case of a special meeting, notice will be given at least three (3) business days prior and must state the purpose or purposes for which the meeting is called. The ENA President and the Board of Trustee Chairperson shall have the authority to convene meetings of their respective boards.

Meetings held with one or more participants attending by telephone conference call, video conference or other interactive means of conducting conference communications constitute meetings where valid decisions may be made. A record documenting that each member was given notice of the meeting, minutes reflecting the names of participating members and report of action taken shall be distributed to all members of the group and maintained by the Foundation.

To the extent permitted by law and these bylaws, business may be transacted by electronic communication or by mail, in which case a report of such action shall be made part of the minutes of the next meeting.

**ARTICLE VI. COMMITTEES.**

**Section 1. Standing Committees.**

The Foundation Board of Trustees shall have the following standing committees.

**Section 1.1. Fundraising Committee.** The Fundraising Committee shall be appointed by the Chairperson of the Board of Trustees and may be comprised of Trustee members, ENA members, or corporate representatives.

**Section 1.2. Scholarship and Grant Selection Committee.** The Scholarship and Grant Selection Committee shall be appointed by the Chairperson of the Foundation Board of Trustees and may be comprised of Trustee members, ENA members, or corporate members. The committee shall identify selection criteria reviewing, approving scholarship and grant applications and proctoring research grant progress in accordance with procedures.

**Section 1.3. Other Committees.** The Foundation may have such other committees which are necessary to fulfill the purposes and objectives of the Foundation.

## **ARTICLE VII. PARLIAMENTARY PROCEDURE.**

The rules contained in the current edition of Modern Robert's Rules of Order shall govern the Foundation in all cases to which they are applicable and in which they are not inconsistent with the Bylaws.

## **ARTICLE VIII. AMENDMENTS.**

### **Section 1. Amendment Procedure.**

Amendments to the Articles of Incorporation or Bylaws may be proposed by the Management Board or three (3) members of the Board of Trustees.

### **Section 2. Notice.**

Written notice of a proposed amendment shall be provided to all members of the ENA Board of Directors and ENA Foundation Board of Trustees at least thirty (30) days prior to the meeting at which the amendment is to be considered, if applicable.

### **Section 3. Vote.**

The Articles of Incorporation and/or Bylaws may be amended by a two-thirds (2/3) vote of the ENA Board of Directors.

## **ARTICLE IX. INDEMNIFICATION.**

The Foundation may by resolution of the management board indemnify as set forth below, and to the fullest extent to which it is empowered to do so by the Illinois Not For Profit 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 trustee, officer, employee or agent of the Foundation, or who is or was serving at the request of the Foundation as a trustee, 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 actions, suit or proceeding.

In the event of a civil, criminal, administrative, or investigative action, suit, or proceeding (other than an action by or in the right of the Foundation), such indemnification may extend against all expenses (including attorney's fees), judgments, 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 not opposed to, the best interests of the Foundation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

#### **ARTICLE X. DISSOLUTION.**

The dissolution of the Foundation shall be initiated by a three-fourths (3/4) vote of the ENA Board of Directors. Upon the dissolution or liquidation of the Foundation and after paying or making provisions for the payment of all of the liabilities of the Foundation, all of the property and assets of any nature of the Foundation shall be transferred to ENA as a 501(c)(3) organization.

#### **BYLAWS AMENDMENTS**

Approved by the ENA and ENA Foundation Boards December 6, 1992.

Approved by the ENA Board of Directors February 23, 1995 and the ENA Foundation Board of Trustees February 25, 1995.

Approved by the ENA Board of Directors July 16, 1995.

Approved by the ENA Foundation Board of Trustees September 30, 1995.

Approved by the ENA Board of Directors September 24, 1996.

Approved by the ENA Foundation Board of Trustees November 16, 1996.

Approved by the ENA Foundation Board of Trustees November 13, 1999.

Approved by the ENA Foundation Board of Trustees July 17, 2000.

Approved by the ENA Board of Directors September 19, 2000, and the ENA Foundation Board of Trustees September 21, 2000.

Approved by the ENA Foundation Board of Trustees June 12, 2003.

Approved by the ENA Foundation Board of Trustees [voting members], September 20, 2003.

Approved by the ENA Board of Directors October 30, 2003 (via conference call).

Amendment Approved by the ENAF Management Board February 28, 2004

Amendment Approved by the ENA Foundation Board of Trustees October 2, 2004

Amendments Approved by the ENA Board of Directors December 9, 2005

Amendment Approved by the ENA Board of Directors February 27, 2008