

1 **BYLAWS**
2 **EMERGENCY NURSES ASSOCIATION**
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5 **ARTICLE I**
6 **NAME**

7 The name of this organization shall be the Emergency Nurses Association (ENA), a not-for-
8 profit corporation incorporated in the State of Illinois. ENA shall have and continuously maintain
9 in the State of Illinois a registered office and a registered agent whose office is identical with
10 such registered office, and may have such other offices within or outside of the State of Illinois
11 as the Board of Directors may determine.
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13 **ARTICLE II**
14 **OBJECT**

15 Section 1. Purpose

16 The purposes for which the corporation is organized are educational, within the meaning of
17 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("IRC"), including but not
18 limited to the advancement of emergency nursing through education and public awareness.
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20 Section 2. Rules

21 The following rules shall conclusively bind ENA and all persons acting for or on behalf of it:

- 22 A. No part of the net earnings of ENA shall inure to the benefit of, or be distributed to, its
23 directors, officers, committee members or other private persons, except that ENA shall be
24 authorized and empowered to pay reasonable compensation for services rendered and to
25 make payments and distributions in furtherance of the purposes set forth above.
- 26 B. No substantial part of the activities of ENA shall be the carrying on of propaganda, or
27 otherwise attempting to influence legislation, and ENA shall not participate in, or intervene in
28 (including the publishing or distribution of statements) any political campaign on behalf or in
29 opposition to any candidate for public office. Notwithstanding any provision of these Bylaws,
30 ENA shall not carry on any activity not permitted to be carried on by:
- 31 i. a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or the
32 corresponding provision of any future United States Internal Revenue Law); or
 - 33 ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC
34 (or the corresponding provision of any future United States Internal Revenue Law).
35

36 Section 3. Official Publication

37 The official publication shall be the *Journal of Emergency Nursing (JEN)*, which shall reflect the
38 purpose, mission objectives and positions of ENA.
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40 **ARTICLE III**
41 **MEMBERS**

42 Section 1. Responsibilities of Membership

43 Each member has the responsibility to support the purpose, mission, vision, values and
44 objectives of ENA.
45

46 Section 2. Classifications and Criteria. Membership may be granted to any individual who (i)
47 abides by these bylaws, the ENA Code of Ethics, and such other policies, rules and regulations
48 as ENA may adopt; and (ii) meets the criteria for membership set forth in one of the following
49 categories:

- 50 A. Voting Members – voting members shall be classified as national, international, senior and
51 military ("Voting Members"). Voting Members shall have the right to vote, hold elected office,
52 serve on the Board of Directors, serve on committees, and attend ENA's meetings and
53 social functions.
- 54 1. National membership may be granted to any individual who is a professional registered
55 nurse licensed in the United States or its territories.

- 56 2. International membership may be granted to any individual who is a professional
57 registered nurse licensed (or the equivalent thereto) outside of the United States or its
58 territories.
- 59 3. Senior membership may be granted to a professional registered nurse who is age 65 or
60 older and licensed in the United States or its territories.
- 61 4. Military membership may be granted to a professional registered nurse licensed in the
62 United States or its territories who is currently serving or has been honorably discharged
63 or retired from the United States Armed Forces including Army, Navy, Marine Corps, Air
64 Force, Coast Guard, and Reserve Components.
- 65 B. Nonvoting Members – nonvoting members shall be classified as affiliate, student and
66 honorary (“Nonvoting Members”). Nonvoting Members shall be entitled to serve on ENA
67 committees and attend ENA member meetings and social functions.
- 68 1. Affiliate membership may be granted to any individual who shares interest in and
69 supports the purpose, mission and objectives of ENA but does not otherwise meet the
70 criteria for voting membership in ENA.
- 71 2. Student membership may be granted to any individual enrolled in a primary nursing
72 education program leading to eligibility for licensure as a professional registered nurse.
- 73 3. Honorary membership may be awarded to an individual meeting such criteria as shall be
74 determined by the president and the Board of Directors.
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76 Section 3. Dues and Finance

- 77 A. The initial and annual dues for all ENA members and the time for paying such dues, and
78 other assessments, if any, shall be determined by the Board of Directors. Under special
79 circumstances, the Board of Directors, or its designee(s), may waive the annual dues and/or
80 assessments for any member or category of members.
- 81 B. The membership of any member who is in default of payment of dues or assessments for
82 more than three (3) months, or otherwise becomes ineligible for membership, shall be
83 terminated automatically, according to such rules or procedures as the Board of Directors or
84 its designee(s) shall establish, unless such termination is delayed by the Board of Directors
85 or its designee(s).
- 86 C. Members who have resigned or been terminated for non-payment of dues may only be
87 reinstated (i) if no more than three (3) months has elapsed since the date of termination; (ii)
88 upon payment of delinquent dues; and (iii) in accordance with such rules as may from time
89 to time be established by the Board of Directors. Former members not meeting the
90 requirements for reinstatement must reapply for membership.
- 91 D. Each state council and chapter shall receive an annual allocation for each dues paying
92 member within the state or chapter.
- 93 E. A surcharge may be added to the dues in some states by the state’s request.
- 94

95 Section 4. Disciplinary Action

- 96 A. **Grounds for Discipline.** ENA may discipline a member for any of the following reasons:
97 i. Failure to comply with these Bylaws, the ENA Code of Ethics, or any of ENA’s rules or
98 regulations;
99 ii. Conviction of a felony or a crime related to, or arising out of, the practice of nursing or
100 involving moral turpitude;
101 iii. Suspension, revocation, or forfeiture by any state, province, or country of the member’s
102 right to practice as a nurse; or
103 iv. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best
104 interests of, or inconsistent with, the purposes of ENA.
- 105 B. **Procedures.** Discipline may include, but not be limited to, censure, suspension, probation,
106 and expulsion. Disciplinary action may be taken provided that a statement of the charges
107 shall have been sent by certified mail to the last recorded address of the member at least
108 fifteen (15) days before final action is to be taken. This statement shall be accompanied by a
109 notice of the time and place of the meeting at which the charges shall be considered, and
110 the member shall have the opportunity to appear in person and/or to be represented by

111 counsel and to present any defense to such charges before action is taken by ENA. Such
112 disciplinary actions shall be conducted in accordance with such additional procedures as
113 may be established by the Board of Directors.

114 **ARTICLE IV** 115 **OFFICERS**

116 Section 1. Officers

- 117 A. There shall be three officers: President, President-Elect, and Secretary/treasurer. The term
118 of office shall commence January 1 each year and terminate on December 31, or until such
119 time as their successors are duly elected, qualified and take office. The President-Elect shall
120 succeed to the office of president at the conclusion of the term. Officers shall exercise the
121 duties and responsibilities required of a member of the Board of Directors and such
122 additional duties and responsibilities set forth below.
- 123 B. **President.** The President shall be ENA's principal elected officer and shall, in general,
124 supervise ENA's business affairs, subject to the direction and control of the Board of
125 Directors, by communicating with the Chief Staff Officer as necessary regarding ENA's
126 business. The President shall be a member, without vote, of all councils and committees
127 with the exception of the Nominations and Elections Committee and except as otherwise
128 provided by these bylaws. The President shall (i) serve as the Chair of the Finance
129 Committee; (ii) serve as ENA's official representative and spokesperson, except as
130 otherwise provided by the Board of Directors; (iii) appoint representatives to ENA's affiliated
131 organizations and other positions as necessary; (iv) fill, subject to the approval of the Board
132 of Directors, vacancies on ENA's committees; and (v) in general, perform all duties
133 customarily incident to the office of President and such other duties as may be prescribed by
134 the Board of Directors. The President shall succeed to the office of immediate past president
135 upon expiration of the President's term of office.
- 136 C. **President-Elect.** The President-Elect shall assist the President and shall substitute for the
137 President when required. The President-Elect shall appoint chairs and members of
138 committees, and a Board of Directors liaison to each committee for the year following his/her
139 term in office as President-Elect subject to Board approval and shall in general, perform all
140 duties customarily incident to the office of President-Elect and such other duties as may be
141 prescribed by the Board of Directors. The President-Elect shall succeed to the office of
142 President upon expiration of the President's term of office, or in the event of the death,
143 resignation, removal, or incapacity of the President.
- 144 D. **Secretary/Treasurer.** The Secretary/Treasurer shall be the principal financial officer and
145 secretary of ENA and shall perform all duties traditionally incident to the offices of Secretary
146 and Treasurer and such other duties as may be assigned by the President or the Board of
147 Directors. The duties of the Secretary/Treasurer may be assigned by the Board of Directors
148 in whole or in part to the Chief Staff Officer, or his or her designee(s).

149 Section 2. Officer Qualifications

- 150 A. Each officer must be a Voting Member and must have been a Voting Member during each of
151 the previous five years immediately prior to submitting a candidate application.
- 152 B. Each candidate for President-Elect and Secretary/Treasurer must currently serve as a voting
153 member of the Board of Directors.
- 154 C. Each candidate must submit to, and pass as acceptable, a limited background check.

155 Section 3. Election

- 156 A. In the event of a tie vote for the positions of President-Elect and Secretary/Treasurer, there
157 shall be a second balloting of ENA membership.
- 158 B. All directors who are elected as officers shall have their unexpired terms of office filled by
159 the candidates who receive the next highest number of votes; the candidate receiving the
160 highest number of votes shall receive the position with the longest term.
- 161 C. A candidate for an officer position who is not elected shall continue to serve the remaining
162 unexpired years of the original term as a director.

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Section 4. 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 for that year.
- 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.

**ARTICLE V
MEETINGS**

Section 1. General Assembly

- A. The General Assembly shall be composed of delegates from states territories, federal districts, and international delegates representing the international members.
- B. All Delegates, Alternates, International Delegates, and the International Alternate must be Voting Members of ENA in good standing. ENA's officers and directors may not serve as Delegates, Alternates, International Delegates or the International Alternate.
- C. The General Assembly shall be composed of 700 delegates apportioned as follows:
 - 1. Neither the state nor international membership shall be allocated fewer than two delegates, one of whom shall serve as captain.
 - 2. In addition to the voting delegates, there shall be one nonvoting alternate delegate.
 - 3. The remaining delegates will be allocated to the:
 - a. states based on the percentage the state's membership is to the national membership, as determined annually as outlined in procedures; and
 - b. international membership based on the percentage the international membership is to the national membership, as determined annually as outlined in procedures.
- D. International delegates will be selected by a point system developed by the board of directors; the system will be administered and overseen by the ENA national office. The members receiving the highest number of points will be selected.
- E. In addition to the delegate and international allocation, ENA past presidents who are Voting Members of ENA in good standing may attend, speak and vote at General Assembly (except as otherwise set forth below).
- F. Members of the Board of Directors, including Past Presidents serving on the Board, may attend and speak at all meetings of the General Assembly but may not vote.

Section 2. Authority

The General Assembly is responsible for communicating member needs, providing feedback, and input on issues relating to the practice of emergency nursing to the Board of Directors. The General Assembly shall also approve, revise, or amend these bylaws in accordance with Article XV, and receive reports of the Board of Directors, committees and other volunteer groups, receive reports of the findings of the annual financial audit, and transact such other appropriate business as may properly come before the meeting.

Section 3. Quorum

The presence of a majority of the total voting delegates who have completed credentialing procedures shall constitute a quorum for the transaction of business at any duly called session

221 of the General Assembly.

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223 Section 4. Annual Meeting and Special Meetings of the Voting Members

- 224 A. The annual meeting of ENA's Voting Members ("Annual Meeting") will be held in
225 conjunction with the General Assembly.
- 226 B. Special meetings of ENA's Voting Members may be called (i) at the request of the
227 President or any five (5) members of the Board of Directors; (ii) at the written request
228 of two-thirds (2/3) of ENA's Voting Members; or (iii) by resolution of the ENA board of
229 directors.
- 230 C. Notice of any annual or special meeting of the Voting Members shall state the time, date,
231 place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not
232 less than thirty (30) days prior to the date of such meeting, unless otherwise required by
233 applicable law.
- 234 D. The lesser of (i) ten percent (10%) of ENA's eligible Voting Members; or (ii) one
235 hundred (100) eligible voting members shall constitute a quorum for the transaction of
236 business at any duly called meeting of the Voting Members, provided that if less than a
237 quorum is present, a majority of the Voting Members present may adjourn the meeting to
238 another time without further notice.
- 239 E. The act of a majority or more of the Voting Members present (in person or by proxy) at a
240 duly called meeting at which a quorum is present shall be the act of the Voting Members,
241 unless the act of a greater number is required by law, the Articles of Incorporation, or these
242 bylaws.
- 243 F. Mail/Electronic Voting. Voting by mail or electronic means shall be permitted to the full
244 extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as
245 amended (the "Act"), for any item of business properly coming before the Voting
246 Members. A mail or electronic vote of the Voting Members may be called by the Board of
247 Directors.

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250 **ARTICLE VI**
BOARD OF DIRECTORS

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251 Section 1. Composition

252 The Board of Directors shall be composed of the following: three officers, seven directors, the
253 immediate past president serving as an ex-officio member for one year, and the Chief Staff
254 Officer serving as a non-voting ex officio member. No member may run for more than one
255 nationally elected position at a time. No member may hold more than one nationally elected
256 position at a time.

257

258 Section 2. Authority

259 The Board of Directors is ENA's official governing body and is responsible for the management
260 of ENA's affairs and shall have supervision, control and direction of ENA. To that end, it shall:

- 261
- Perform all duties entrusted to officers and directors of a corporation;
 - 262 • Debate and determine ENA policy;
 - 263 • Oversee ENA's business and financial affairs;
 - 264 • Determine ENA's policies in accordance with these bylaws;
 - 265 • Have discretion in the disbursement of ENA's funds;
 - 266 • Adopt such rules and regulations for the conduct of its business as it shall deem
267 advisable;
 - 268 • Appoint such agents as it may consider necessary;
 - 269 • Provide direction to and control over all ENA's committees, unless specifically provided
270 otherwise in these bylaws;
 - 271 • Provide strategic direction for ENA; and
 - 272 • Provide leadership for all of the component divisions of ENA.

273

274 Section 3. Qualifications

- 275 A. Directors must be a Voting Member in good standing and must have been a Voting Member
276 in good standing during each of the previous five years immediately prior to submitting a
277 candidate application.
278 B. Candidates must have attended at least one ENA General Assembly within the previous
279 three years.
280 C. Each candidate must submit to, and pass as acceptable, a limited background check.
281 D. Candidates shall have served in an elected or committee position on the local, state or
282 national level within the previous five years.
283

284 Section 4. Term of Office

285 Directors (with the exception of the immediate past president) shall serve for a three-year term
286 of office, or until such time as their successors are duly elected, qualified and take office. In
287 order to provide for staggered terms, at least two and no more than three directors shall be
288 elected each year. The term of office shall commence on January 1 each year following the
289 election and terminate on December 31.
290

291 Section 5. Elections

292 Elections shall be held annually. All Voting Members shall have the opportunity to elect officers
293 and directors by ballot. Balloting may be by electronic means. Candidates receiving the highest
294 number of votes for each position shall be declared elected. In the event of a tie for the director
295 positions, lots shall be drawn.
296

297 Section 6. Meetings of the Board of Directors

- 298 A. Regular meetings of the board shall be held at least quarterly as determined by the board.
299 At least ten days' notice shall be given to all members of the board.
300 B. Special meetings shall be held as called by the President or any three members of the
301 board. At least three days' notice shall be given to all members of the board.
302 C. Meetings may be held in person or by electronic means, provided that all participants can
303 hear and speak to one another at the same time.
304 D. A majority of the voting members of the Board of Directors shall constitute a quorum for all
305 meetings. All decisions of the Board of Directors require an affirmative vote of a majority of
306 the Board of Directors present and voting at a meeting at which a quorum is present.
307 E. Voting members of Board of Directors (including the President) have the right and
308 responsibility to actively participate in board meetings by making motions, speaking in
309 debate and voting (unless precluded by a conflict of interest, as determined in accordance
310 with ENA's conflict of interest policy).
311 F. Any action requiring a vote of the Board of Directors may be taken without a meeting if a
312 written consent, setting forth the action taken, is approved by all of the members of the
313 Board of Directors entitled to vote with respect to the subject matter thereof.
314

315 Section 7. Vacancy

316 A vacancy that occurs in the position of director shall be filled in the following manner:

- 317 A. If the vacancy occurs between January 1 and before the completion of the current year's
318 election the vacancy shall be filled by the person receiving the next highest number of votes
319 in the previous year's election with the term ending December 31.
320 B. If the vacancy occurs after the current year's election and there is more than six months left
321 in the unexpired term, the vacancy shall be filled by the person receiving the next highest
322 number of votes in the current year's election with the term ending December 31 of the
323 following year.
324 C. If all such persons decline to serve, if there were no additional candidates for that office
325 during the most recently concluded election, or if the vacancy occurs with fewer than six
326 months left in the unexpired term, the vacancy shall not be filled.
327

328 Section 8. Resignation and Removal

329 Any director may resign at any time by giving written notice to the President. Any member of the

330 Board of Directors may be removed in accordance with the provisions of law and the Illinois
331 General Not For Profit Corporation Act of 1986, as amended, by the persons entitled to elect
332 such director, whenever, in their judgment, the best interests of ENA would be served by such
333 removal.

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335 Section 9. Indemnification

336 ENA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do
337 so by the Illinois General Not For Profit Corporation Act of 1986, as amended, or any other
338 applicable laws as may from time to time be in effect, any person who, by reason of being or
339 having been a director, officer, employee, or agent of ENA, or who is or was serving at the
340 request of ENA as a director, officer, employee, or agent of another corporation, partnership,
341 joint venture, trust, or other enterprise, and who was or is a party or is threatened to be made a
342 party to any threatened, pending, or completed action, suit, or proceeding.

343
344 **ARTICLE VII**
345 **CHIEF STAFF OFFICER**

346 The administrative and day-to-day operation of ENA shall be the responsibility of a salaried staff
347 head or firm employed or appointed by, and responsible to, the Board of Directors. The salaried
348 staff head or, in the case of a firm, chief staff officer retained by the firm shall have such title as
349 shall be determined by the Board of Directors and shall be referred to in these bylaws as the
350 "Chief Staff Officer". The Chief Staff Officer shall have the authority to execute contracts on
351 behalf of ENA and as approved by the Board of Directors. The Chief Staff Officer may carry out
352 such other duties as may be specified by the Board of Directors. The Chief Staff Officer (or firm,
353 as applicable) shall employ and may terminate the employment of staff necessary to carry out
354 the work of ENA. The Chief Staff Officer shall serve as a non-voting ex officio member of the
355 Board of Directors.

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357 **ARTICLE VIII**
358 **CONSTITUENT DIVISIONS**

359 Section 1. State Councils

360 Voting Members of ENA who are licensed or reside within a particular state, commonwealth,
361 federal district, territory or possession of the United States (the "territory") may be organized as
362 a constituent of ENA (each of which is referred to as a "State Council"). The Board of Directors
363 may authorize the establishment of State Councils which shall:

- 364 i. be organized and operated in accordance with these Bylaws, and such additional rules,
365 regulations and policies as may be adopted by the Board of Directors from time to time;
366 ii. fulfill criteria for affiliation as may be established by the Board of Directors from time to
367 time;
368 iii. enter into charter agreements with ENA, as determined by ENA;
369 iv. be issued a charter by ENA; and
370 v. organize and conduct their activities in such a manner as to establish its fundamental
371 alignment and functional compatibility with ENA.

372
373 A State Council's general purposes and objectives shall be complementary and consistent, on a
374 local basis within its territory, with those of ENA and the State Council will advance the general
375 and specific purposes of ENA within its territory. All members of a State Council must be
376 members of ENA in good standing.

377 Section 2. Application for Recognition as a State Council

378 The Board of Directors, or its designee(s) shall adopt an application form and procedures to
379 facilitate the consideration of applicants seeking to be organized as a State Council. All
380 applicants must complete the application form and submit the application, along with the
381 designated fee, if any, to ENA's administrative office. The Board of Directors or its designee(s),
382 shall review the application of all applicants and determine, based on the criteria set forth in
383 these bylaws and such other guidelines as the Board of Directors may prescribe, if applicants

- 384 meet the qualifications necessary for recognition as a State Council.
385 A. Charters for the operation of State Councils may be revoked by the Board of Directors
386 according to due process procedures established by the Board of Directors. Upon
387 revocation of a State Council's charter, the State Council immediately shall remit all of its
388 funds (after satisfying any existing debts or obligations) and records to ENA national office.
389 B. No State Council or other entity shall use ENA's name or trademarks in any manner
390 whatsoever unless duly authorized to do so by ENA pursuant to the terms of a written
391 agreement or policy.
392 C. ENA shall fund chartered State Councils pursuant to a formula determined by the Board of
393 Directors based on the State Council's membership.
394 D. Each State Council shall be incorporated as a not-for-profit corporation, have a Board of
395 Directors, officers and bylaws in such form as shall be approved by the Board of Directors or
396 its designee(s). State Councils must maintain voting membership categories and criteria that
397 are identical to ENA's. Any changes to a State Council's bylaws require the prior written
398 approval of the Board of Directors, or its designees(s).
399 E. Each State Council may hold such meetings as it deems appropriate.
400 F. Members may belong to only one State Council.
401 G. A member of a State Council may transfer to another State Council by written request to
402 ENA.

403 Section 3. Local Chapters

404 Voting members of the same State Council that are licensed or reside within the same local
405 geographical territory may be organized as a local chapter by the State Council and each such
406 local chapter will be an integral part of such State Council (i.e., it shall operate and function as a
407 committee or special interest group of the State Council) (each of which is referred to as a
408 "Local Chapter"). The name, boundaries, eligibility requirements for Local Chapters, and policies
409 and procedures governing their operations, shall be determined by the State Council, subject to
410 the prior written approval of the Board of Directors, and such rules and policies as may be
411 adopted by the Board of Directors from time to time. A State Council is responsible for
412 overseeing and managing the activities of its Local Chapters and shall have the right to disband
413 or dissolve any Local Chapter it creates, with appropriate due cause.

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415 **ARTICLE IX**
416 **COMMITTEES**

417 Section 1. Committees

418 ENA shall have committees appointed by the Board of Directors in sufficient numbers necessary
419 to address mission objectives, and positions of ENA. The President or an appointed board
420 liaison, as well as the Chief Staff Officer, shall serve as non-voting members of all committees,
421 except the Nominations and Elections Committee or as otherwise set forth below.
422

423 Section 2. Standing Committees

424 **A. Executive Committee.**

- 425 i. The Executive Committee shall consist of the President, President-Elect, and the
426 Secretary/Treasurer. The Chief Staff Officer shall be invited to attend and participate in
427 all meetings, without vote, of the Executive Committee, except those held in executive
428 session. The President shall serve as the chair of the Executive Committee.
429 ii. The Executive Committee shall have the authority to perform the business and functions
430 of the Board of Directors in between meetings of the Board of Directors, except as
431 otherwise set forth in these bylaws or Illinois General Not for Profit Corporation Act of
432 1986, as amended, reporting to the Board of Directors any action taken; but the
433 delegation of authority to the Executive Committee shall not operate to relieve the Board
434 of Directors or any individual officer or member of the Board of Directors of any
435 responsibility imposed by law.
436 iii. The Executive Committee shall meet in person or by conference call upon the request of
437 the chair or a majority of the Executive Committee. Each member shall have one (1)

438 vote. Two (2) members of the Executive Committee shall constitute a quorum for the
439 transaction of business at any duly called meeting of the Executive Committee; provided
440 when less than a quorum is present at said meeting, a majority of the members present
441 may adjourn the meeting without further notice. The act of a majority of the members
442 present at a duly called meeting at which a quorum is present shall be the act of the
443 Executive Committee.

444 iv. Any action requiring a vote of the Executive Committee may be taken without a meeting
445 if consent, setting forth the action taken, is approved by all the members of the Executive
446 Committee entitled to vote with respect to the subject matter thereof.

447 **B. Other Standing Committees.**

448 The Board of Directors may establish other standing committees to support ENA's purposes.
449 Such committees shall include, at a minimum, a Finance Committee, Resolutions
450 Committee, and Nominations and Elections Committee. If a standing committee has the
451 authority of the Board of Directors, a majority of its members must be comprised of
452 Directors. Except otherwise set forth in these bylaws: the action establishing a standing
453 committee shall set forth the committee's purpose, authority and required qualifications for
454 membership on the committee;

- 455 i. the Board of Directors, or its designee(s), shall determine the composition of ENA's
456 standing committee;
- 457 ii. at all meetings of any standing committee, a majority of the members thereof shall
458 constitute a quorum for the transaction of business;
- 459 iii. a majority vote by committee members present and voting at a meeting at which a
460 quorum is present shall be required for any action;
- 461 iv. vacancies in the membership of a standing committee shall be filled by appointments
462 made in the same manner as the original appointments to that committee;
- 463 v. the Board of Directors or its designee(s) shall develop and approve policies and
464 procedures for the operation of all standing committees. All such policies shall be subject
465 to the approval of the Board of Directors; and
- 466 vi. all standing committees shall report to the Board of Directors.

467 468 Finance Committee.

- 469 1. The Finance Committee shall be composed of the President, the President-Elect, the
470 Secretary/Treasurer and the immediate past president. The Chief Staff Officer shall
471 serve as a nonvoting ex-officio member.
- 472 2. The Finance Committee shall:
 - 473 a. Oversee the financial planning and management of ENA by ensuring that all fiscal
474 aspects are in order;
 - 475 b. Oversee the independence of ENA's audit functions and its compliance with legal
476 and ethical standards;
 - 477 c. Oversee investment of funds; and
 - 478 d. Make fiscal recommendations to the Board of Directors.

479 480 Resolutions Committee.

- 481 1. The Resolutions Committee shall be composed of six members serving three-year
482 terms, two appointed each year by the ENA President-Elect and ratified by the Board of
483 Directors. The committee chairperson shall be appointed by the President-Elect and
484 ratified by the Board of Directors from among the continuing members on the
485 committee. The terms shall be staggered and shall commence at the adjournment of
486 the General Assembly meeting following appointment.
- 487 2. The Resolutions Committee shall solicit, review, and present resolutions and proposed
488 bylaws amendments to the General Assembly.

489 490 Nominations and Elections Committee.

- 491 1. Composition

- 492 a. The Nominations and Elections Committee shall consist of seven Voting Members
493 elected to serve on the Nominations and Elections Committee in the ENA national
494 election: one member from each of six regions who has not previously served on the
495 Board of Directors, and one member who has served on the Board of Directors.
496 Nominations and Elections Committee members may only represent the region in
497 which they hold a voting membership.
- 498 b. The six regions shall be established by Nominations and Elections Committee policy.
499 Each region shall be composed of states with geographic proximity and relatively
500 equal membership distribution.
- 501 c. A Nominations and Elections Committee chairperson shall be elected each year by
502 the incoming Nominations and Elections Committee.
- 503 2. Qualifications
- 504 a. Candidates must be a Voting Member in good standing and must have been a
505 Voting Member during each of the previous five years immediately prior to
506 submitting their candidate application.
- 507 b. Candidates shall have served in an elected or committee position on the local, state
508 or national level within the previous five years.
- 509 c. Candidates must also have attended at least one ENA General Assembly within the
510 previous three years.
- 511 d. Members of the Nominations and Elections Committee may not run for or serve in
512 any ENA board position during their tenure on the Nominations and Elections
513 Committee, and may not serve more than two consecutive elected terms on the
514 Nominations and Elections Committee.
- 515 3. Elections
- 516 a. Elections for the Nominations and Elections Committee shall be held annually.
517 Members shall serve for a three-year terms with terms beginning January 1 and
518 ending on December 31, or until such time as their successors are duly elected,
519 qualified and take office. Voting Members shall be elected to serve on the
520 Nominations and Elections Committee each year.
- 521 b. All Voting Members shall have the opportunity to elect Nominations and Elections
522 Committee members by ballot from all regions. Candidates receiving the highest
523 number of votes shall be declared elected. In the event of a tie vote for a position on
524 the committee, lots shall be drawn.
- 525 4. Overview
- 526 a. The Nominations and Elections Committee has general oversight of the national
527 election. The Committee shall solicit and mentor potential candidates and review
528 national candidate applications.
- 529 b. The Nominations and Elections Committee will provide periodic updates to the Board
530 of Directors regarding the progress of their charges.
- 531 c. The Nominations and Elections Committee shall present a qualified slate of
532 candidates to the Board of Directors for its review and discussion prior to presenting
533 the slate to the membership. Following such review and discussion, the Nominations
534 and Elections Committee shall present the slate to the membership through
535 publication in such ENA publications as determined by the Board of Directors or its
536 designee(s).
- 537 5. Vacancies
- 538 a. A vacancy in the chairperson position shall be filled by a majority vote of the
539 Nominations and Elections Committee.
- 540 b. A vacancy of a committee member shall be filled by the candidate who received the
541 next highest number of votes from that region or as the past board member in the
542 most recently completed election.
- 543 c. In the event of a committee member vacancy from an uncontested election, a
544 qualified candidate must be nominated and elected by the state council presidents of
545 the region affected by the vacancy according to the Nominations and Elections
546 Committee election process, meeting the same requirements set forth in the bylaws

547 as any potential candidate.
548 d. The committee position may remain vacant as approved by the Nominations and
549 Elections Committee if less than six months remain of the unexpired term.
550

551 **ARTICLE X**
552 **DISSOLUTION**

553 In the event of dissolution of ENA, the net assets of the corporation shall be applied and all
554 liabilities and obligations shall be paid, satisfied, and discharged, or adequate provision shall be
555 made thereof. After payment of all liabilities and obligations, all remaining assets shall be
556 distributed to an organization or organizations organized and operated exclusively for charitable,
557 educational, scholastic or scientific purposes as shall at the time qualify as tax exempt under
558 Sections 501(c)(3) of the Internal Revenue Code of 1986, as amended(or the corresponding
559 provision of any future United States Internal Revenue Law).
560

561 **ARTICLE XI**
562 **FINANCE**

563 Section 1. Contracts

564 The Board of Directors may authorize any officer or officers, agent or agents of ENA, in addition
565 to the officers so authorized by these bylaws, to enter into any contract or execute and deliver
566 any instrument in the name of and on behalf of ENA, and such authority may be general or
567 confined to specific instances.
568

569 Section 2. Payment of Indebtedness

570 All checks, drafts or other orders for the payment of money, notes or other evidences of
571 indebtedness issued in the name of ENA shall be signed by such officer or officers, agent or
572 agents of ENA and in such manner as shall from time to time be determined by resolution of the
573 Board of Directors. In the absence of such determination by the Board of Directors, such
574 instruments shall be signed by the Secretary/Treasurer and countersigned by the President.
575

576 Section 3. Deposits

577 All of ENA's funds shall be deposited to the credit of ENA in such banks, trust companies, or
578 other depositories as the Board of Directors may select.
579

580 Section 4. Bonding

581 The Board of Directors shall provide for the bonding of such officers and employees of ENA as it
582 may from time to time determine.
583

584 Section 5. Gifts

585 The Board of Directors may accept on behalf of ENA any contribution, gift, bequest or devise for
586 ENA's general purposes or for any special purpose.
587

588 Section 6. Books and Records

589 ENA shall keep correct and complete books and records of account and shall also keep minutes
590 of the proceedings of the Board of Directors. The books and accounts of ENA shall be audited
591 annually by accountants selected by the Board of Directors.
592

593 Section 7. Fiscal Year

594 ENA's fiscal year shall be determined by the Board of Directors.
595
596

597 **ARTICLE XII**
598 **WAIVER OF NOTICE AND ELECTRONIC COMMUNICATION**

599 Section 1. Waiver of Notice

600 Whenever any notice is required to be given under applicable law, the Articles of Incorporation
601

602 or these bylaws, waiver thereof in writing signed by the person or persons entitled to such
603 notice, whether before or after the time stated therein, shall be deemed equivalent to the giving
604 of such notice.

605
606 Section 2. Electronic Communication

607 Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these
608 bylaws may be taken or transmitted by e-mail or other electronic means; and (ii) any action or
609 approval required to be written or in writing may be transmitted or received by e-mail or other
610 electronic means.

611

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613

**ARTICLE XIII
PARLIAMENTARY AUTHORITY**

614 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall
615 govern ENA in all cases to which they are applicable and in which they are not inconsistent with
616 these bylaws and any special rules of order ENA may adopt.

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618

619

**ARTICLE XIV
AMENDMENT**

620 Section 1. Proposals

621 Amendments to the bylaws may be proposed by the Board of Directors, state councils or under
622 the signature of ten Voting Members in good standing. Amendments proposed by a State
623 Council or under the signature of ten Voting Members in good standing are subject to the prior
624 review and approval the Board of Directors to assure that proposed amendments (i) are
625 consistent with ENA's purposes, mission, values and objectives: (ii) have no adverse financial
626 impact on ENA; (ii) do not create inconsistencies or conflicts with other provisions of the bylaws;
627 and (iv) do not conflict with the requirements of ENA's Articles of Incorporation or federal or
628 state law. Proposed amendments approved or introduced by the Board of Directors (collectively,
629 "Approved Proposals") will be presented to the General Assembly in accordance with the
630 provisions set forth below in this article XIV.

631

632 Section 2. Submission Deadline

633 Proposed amendments must be submitted to ENA national office at least 120 days prior to the
634 General Assembly.

635

636 Section 3. Notice

637 Notice of all Approved Proposals will be submitted to the membership at least 60 days prior to
638 the General Assembly. Publication of the Approved Proposals in an ENA publication to on the
639 ENA website shall constitute adequate notice.

640

641 Section 4. Vote

642 In order to be adopted , Approved Proposals must be approved by a two-thirds vote of the
643 delegates present and voting at a meeting of the General Assembly.

644