BYLAWS
EMERGENCY NURSES ASSOCIATION

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

ARTICLE II
OBJECT
Section 1. Purpose
The purposes for which the corporation is organized are educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (“IRC”), including but not limited to the advancement of emergency nursing through education and public awareness.

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

Section 3. Official Publication
The official publication shall be the Journal of Emergency Nursing (JEN), which shall reflect the purpose, mission objectives and positions of ENA.

ARTICLE III
MEMBERS
Section 1. Responsibilities of Membership
Each member has the responsibility to support the purpose, mission, vision, values and objectives of ENA.

Section 2. Classifications and Criteria. Membership may be granted to any individual who (i) abides by these bylaws, the ENA Code of Ethics, and such other policies, rules and regulations as ENA may adopt; and (ii) meets the criteria for membership set forth in one of the following categories:
A. Voting Members – voting members shall be classified as national, international, senior and military (“Voting Members”). Voting Members shall have the right to vote, hold elected office, serve on the Board of Directors, serve on committees, and attend ENA’s meetings and social functions.
   1. National membership may be granted to any individual who is a professional registered nurse licensed in the United States or its territories.
2. International membership may be granted to any individual who is a professional registered nurse licensed (or the equivalent thereto) outside of the United States or its territories.

3. Senior membership may be granted to a professional registered nurse who is age 65 or older and licensed in the United States or its territories.

4. Military membership may be granted to a professional registered nurse licensed in the United States or its territories who is currently serving or has been honorably discharged or retired from the United States Armed Forces including Army, Navy, Marine Corps, Air Force, Coast Guard, and Reserve Components.

B. Nonvoting Members – nonvoting members shall be classified as affiliate, student and honorary (“Nonvoting Members”). Nonvoting Members shall be entitled to serve on ENA committees and attend ENA member meetings and social functions.

1. Affiliate membership may be granted to any individual who shares interest in and supports the purpose, mission and objectives of ENA but does not otherwise meet the criteria for voting membership in ENA.

2. Student membership may be granted to any individual enrolled in a primary nursing education program leading to eligibility for licensure as a professional registered nurse.

3. Honorary membership may be awarded to an individual meeting such criteria as shall be determined by the president and the Board of Directors.

Section 3. Dues and Finance
A. The initial and annual dues for all ENA members and the time for paying such dues, and other assessments, if any, shall be determined by the Board of Directors. Under special circumstances, the Board of Directors, or its designee(s), may waive the annual dues and/or assessments for any member or category of members.

B. The membership of any member who is in default of payment of dues or assessments for more than three (3) months, or otherwise becomes ineligible for membership, shall be terminated automatically, according to such rules or procedures as the Board of Directors or its designee(s) shall establish, unless such termination is delayed by the Board of Directors or its designee(s).

C. Members who have resigned or been terminated for non-payment of dues may only be reinstated (i) if no more than three (3) months has elapsed since the date of termination; (ii) upon payment of delinquent dues; and (iii) in accordance with such rules as may from time to time be established by the Board of Directors. Former members not meeting the requirements for reinstatement must reapply for membership.

D. Each state council and chapter shall receive an annual allocation for each dues paying member within the state or chapter.

E. A surcharge may be added to the dues in some states by the state’s request.

Section 4. Disciplinary Action
A. **Grounds for Discipline.** ENA may discipline a member for any of the following reasons:

   i. Failure to comply with these Bylaws, the ENA Code of Ethics, or any of ENA’s rules or regulations;

   ii. Conviction of a felony or a crime related to, or arising out of, the practice of nursing or involving moral turpitude;

   iii. Suspension, revocation, or forfeiture by any state, province, or country of the member’s right to practice as a nurse; or

   iv. Immoral, dishonorable, or unprofessional conduct considered prejudicial to the best interests of, or inconsistent with, the purposes of ENA.

B. **Procedures.** Discipline may include, but not be limited to, censure, suspension, probation, and expulsion. Disciplinary action may be taken provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by
counsel and to present any defense to such charges before action is taken by ENA. Such
disciplinary actions shall be conducted in accordance with such additional procedures as
may be established by the Board of Directors.

ARTICLE IV
OFFICERS

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

Section 2. Officer Qualifications
A. Each officer must be a Voting Member and must have been a Voting Member during each of
the previous five years immediately prior to submitting a candidate application.
B. Each candidate for President-Elect and Secretary/Treasurer must currently serve as a voting
member of the Board of Directors.
C. Each candidate must submit to, and pass as acceptable, a limited background check.

Section 3. Election
A. In the event of a tie vote for the positions of President-Elect and Secretary/Treasurer, there
shall be a second balloting of ENA membership.
B. All directors who are elected as officers shall have their unexpired terms of office filled by
the candidates who receive the next highest number of votes; the candidate receiving the
highest number of votes shall receive the position with the longest term.
C. A candidate for an officer position who is not elected shall continue to serve the remaining
unexpired years of the original term as a director.
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 XIV, 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.
Section 4. Annual Meeting and Special Meetings of the Voting Members

A. The annual meeting of ENA’s Voting Members (“Annual Meeting”) will be held in conjunction with the General Assembly.

B. Special meetings of ENA’s Voting Members may be called (i) at the request of the President or any five (5) members of the Board of Directors; (ii) at the written request of two-thirds (2/3) of ENA’s Voting Members; or (iii) by resolution of the ENA board of directors.

C. Notice of any annual or special meeting of the Voting Members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than thirty (30) days prior to the date of such meeting, unless otherwise required by applicable law.

D. The lesser of (i) ten percent (10%) of ENA’s eligible Voting Members; or (ii) one hundred (100) eligible voting members shall constitute a quorum for the transaction of business at any duly called meeting of the Voting Members, provided that if less than a quorum is present, a majority of the Voting Members present may adjourn the meeting to another time without further notice.

E. The act of a majority or more of the Voting Members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the Voting Members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

F. Mail/Electronic Voting. Voting by mail or electronic means shall be permitted to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended (the “Act”), for any item of business properly coming before the Voting Members. A mail or electronic vote of the Voting Members may be called by the Board of Directors.

ARTICLE VI
BOARD OF DIRECTORS

Section 1. Composition
The Board of Directors shall be composed of the following: three officers, seven directors, the immediate past president serving as an ex-officio member for one year, and the Chief Staff Officer serving as a non-voting ex officio member. No member may run for more than one nationally elected position at a time. No member may hold more than one nationally elected position at a time.

Section 2. Authority
The Board of Directors is ENA’s official governing body and is responsible for the management of ENA’s affairs and shall have supervision, control and direction of ENA. To that end, it shall:

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

Section 3. Qualifications
A. Directors must be a Voting Member in good standing and must have been a Voting Member in good standing during each of the previous five years immediately prior to submitting a candidate application.

B. Candidates must have attended at least one ENA General Assembly within the previous three years.

C. Each candidate must submit to, and pass as acceptable, a limited background check.

D. Candidates shall have served in an elected or committee position on the local, state or national level within the previous five years.

Section 4. Term of Office

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

Section 5. Elections

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

Section 6. Meetings of the Board of Directors

A. Regular meetings of the board shall be held at least quarterly as determined by the board. At least ten days’ notice shall be given to all members of the board.

B. Special meetings shall be held as called by the President or any three members of the board. At least three days’ notice shall be given to all members of the board.

C. Meetings may be held in person or by electronic means, provided that all participants can hear and speak to one another at the same time.

D. A majority of the voting members of the Board of Directors shall constitute a quorum for all meetings. All decisions of the Board of Directors require an affirmative vote of a majority of the Board of Directors present and voting at a meeting at which a quorum is present.

E. Voting members of Board of Directors (including the President) have the right and responsibility to actively participate in board meetings by making motions, speaking in debate and voting (unless precluded by a conflict of interest, as determined in accordance with ENA’s conflict of interest policy).

F. Any action requiring a vote of the Board of Directors may be taken without a meeting if a written consent, setting forth the action taken, is approved by all of the members of the Board of Directors entitled to vote with respect to the subject matter thereof.

Section 7. Vacancy

Vacancies that occur in the position of director shall be filled in the following manner:

A. Vacancies with twelve (12) or less months remaining in the unexpired portion of the term will not be filled.

B. If there is more than twelve (12) months remaining in the unexpired portion of the term and the vacancy occurs:

(i) after January 1 and prior to the completion of the current year’s election, the vacancy shall be filled by the person that received the next highest number of votes (after the elected directors) in the previous year’s election;

(ii) after the current year’s election, the vacancy shall be filled by the person that received the next highest number of votes (after the elected directors) in the current year’s election; or

(iii) due to the election of such director as an officer, the vacancy will be filled in the current year’s election for the unexpired balance of the term they were originally
elected to fill by the person that received the next highest number of votes (after the
elected directors) in the current year’s election.

C. In the event (i) all such persons decline to serve, or (ii) there were no additional candidates
for that office during the most recently concluded election the vacancy shall not be filled.

D. Directors elected to fill a vacancy shall hold office for the balance of the term they are filling
or until such time as their successor is duly elected, qualified and takes office.

Section 8. Resignation and Removal
Any director may resign at any time by giving written notice to the President. Any member of the
Board of Directors may be removed in accordance with the provisions of law and the Illinois
General Not For Profit Corporation Act of 1986, as amended, by the persons entitled to elect
such director, whenever, in their judgment, the best interests of ENA would be served by such
removal.

Section 9. Indemnification
ENA shall indemnify, as set forth below, and to the fullest extent to which it is empowered to do
so by the Illinois General Not For Profit Corporation Act of 1986, as amended, 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.

ARTICLE VII
CHIEF STAFF OFFICER
The administrative and day-to-day operation of ENA shall be the responsibility of a salaried staff
head or firm employed or appointed by, and responsible to, the Board of Directors. The salaried
staff head or, in the case of a firm, chief staff officer retained by the firm shall have such title as
shall be determined by the Board of Directors and shall be referred to in these bylaws as the
“Chief Staff Officer”. The Chief Staff Officer shall have the authority to execute contracts on
behalf of ENA and as approved by the Board of Directors. The Chief Staff Officer may carry out
such other duties as may be specified by the Board of Directors. The Chief Staff Officer (or firm,
as applicable) shall employ and may terminate the employment of staff necessary to carry out
the work of ENA. The Chief Staff Officer shall serve as a non-voting ex officio member of the
Board of Directors.

ARTICLE VIII
CONSTITUENT DIVISIONS
Section 1. State Councils
Voting Members of ENA who are licensed or reside within a particular state, commonwealth,
federal district, territory or possession of the United States (the “territory”) may be organized as
a constituent of ENA (each of which is referred to as a “State Council”). The Board of Directors
may authorize the establishment of State Councils which shall:

i. be organized and operated in accordance with these Bylaws, and such additional rules,
   regulations and policies as may be adopted by the Board of Directors from time to time;

ii. fulfill criteria for affiliation as may be established by the Board of Directors from time to
time;

iii. enter into charter agreements with ENA, as determined by ENA;

iv. be issued a charter by ENA; and

v. organize and conduct their activities in such a manner as to establish its fundamental
   alignment and functional compatibility with ENA.

A State Council’s general purposes and objectives shall be complementary and consistent, on a
local basis within its territory, with those of ENA and the State Council will advance the general
Section 2. Application for Recognition as a State Council

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

A. Charters for the operation of State Councils may be revoked by the Board of Directors according to due process procedures established by the Board of Directors. Upon revocation of a State Council’s charter, the State Council immediately shall remit all of its funds (after satisfying any existing debts or obligations) and records to ENA national office.

B. No State Council or other entity shall use ENA’s name or trademarks in any manner whatsoever unless duly authorized to do so by ENA pursuant to the terms of a written agreement or policy.

C. ENA shall fund chartered State Councils pursuant to a formula determined by the Board of Directors based on the State Council’s membership.

D. Each State Council shall be incorporated as a not-for-profit corporation, have a Board of Directors, officers and bylaws in such form as shall be approved by the Board of Directors or its designee(s). State Councils must maintain voting membership categories and criteria that are identical to ENA’s. Any changes to a State Council’s bylaws require the prior written approval of the Board of Directors, or its designee(s).

E. Each State Council may hold such meetings as it deems appropriate.

F. Members may belong to only one State Council.

G. A member of a State Council may transfer to another State Council by written request to ENA.

Section 3. Local Chapters

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

ARTICLE IX
COMMITTEES

Section 1. Committees
ENA shall have committees appointed by the Board of Directors in sufficient numbers necessary to address mission objectives, and positions of ENA. The President or an appointed board liaison, as well as the Chief Staff Officer, shall serve as non-voting members of all committees, except the Nominations and Elections Committee or as otherwise set forth below.

Section 2. Standing Committees
A. Executive Committee.
   i. The Executive Committee shall consist of the President, President-Elect, and the Secretary/Treasurer. The Chief Staff Officer shall be invited to attend and participate in all meetings, without vote, of the Executive Committee, except those held in executive
The President shall serve as the chair of the Executive Committee.

ii. The Executive Committee shall have the authority to perform the business and functions of the Board of Directors in between meetings of the Board of Directors, except as otherwise set forth in these bylaws or Illinois General Not for Profit Corporation Act of 1986, as amended, reporting to the Board of Directors any action taken; but the delegation of authority to the Executive Committee shall not operate to relieve the Board of Directors or any individual officer or member of the Board of Directors of any responsibility imposed by law.

iii. The Executive Committee shall meet in person or by conference call upon the request of the chair or a majority of the Executive Committee. Each member shall have one (1) vote. Two (2) members of the Executive Committee shall constitute a quorum for the transaction of business at any duly called meeting of the Executive Committee; provided when less than a quorum is present at said meeting, a majority of the members present may adjourn the meeting without further notice. The act of a majority of the members present at a duly called meeting at which a quorum is present shall be the act of the Executive Committee.

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

B. Other Standing Committees.

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

i. the Board of Directors, or its designee(s), shall determine the composition of ENA’s standing committee;

ii. at all meetings of any standing committee, a majority of the members thereof shall constitute a quorum for the transaction of business;

iii. a majority vote by committee members present and voting at a meeting at which a quorum is present shall be required for any action;

iv. vacancies in the membership of a standing committee shall be filled by appointments made in the same manner as the original appointments to that committee;

v. the Board of Directors or its designee(s) shall develop and approve policies and procedures for the operation of all standing committees. All such policies shall be subject to the approval of the Board of Directors; and

vi. all standing committees shall report to the Board of Directors.

Finance Committee.

1. The Finance Committee shall be composed of the President, the President-Elect, the Secretary/Treasurer and the immediate past president. The Chief Staff Officer shall serve as a nonvoting ex-officio member.

2. The Finance Committee shall:

a. Oversee the financial planning and management of ENA by ensuring that all fiscal aspects are in order;

b. Oversee the independence of ENA’s audit functions and its compliance with legal and ethical standards;

c. Oversee investment of funds; and

d. Make fiscal recommendations to the Board of Directors.

Resolutions Committee.
1. The Resolutions Committee shall be composed of six members serving three-year terms, two appointed each year by the ENA President-Elect and ratified by the Board of Directors. The committee chairperson shall be appointed by the President-Elect and ratified by the Board of Directors from among the continuing members on the committee. The terms shall be staggered and shall commence at the adjournment of the General Assembly meeting following appointment.

2. The Resolutions Committee shall solicit, review, and present resolutions and proposed bylaws amendments to the General Assembly.

Nominations and Elections Committee.

1. Composition
   a. The Nominations and Elections Committee shall consist of seven Voting Members elected to serve on the Nominations and Elections Committee in the ENA national election: one member from each of six regions who has not previously served on the Board of Directors, and one member who has served on the Board of Directors.
   b. The six regions shall be established by Nominations and Elections Committee policy. Each region shall be composed of states with geographic proximity and relatively equal membership distribution.
   c. A Nominations and Elections Committee chairperson shall be elected each year by the incoming Nominations and Elections Committee.

2. Qualifications
   a. Candidates must be a Voting Member in good standing and must have been a Voting Member during each of the previous five years immediately prior to submitting their candidate application.
   b. Candidates shall have served in an elected or committee position on the local, state or national level within the previous five years.
   c. Candidates must also have attended at least one ENA General Assembly within the previous three years.
   d. Members of the Nominations and Elections Committee may not run for or serve in any ENA board position during their tenure on the Nominations and Elections Committee, and may not serve more than two consecutive elected terms on the Nominations and Elections Committee.

3. Elections
   a. Elections for the Nominations and Elections Committee shall be held annually. Members shall serve for a three-year terms with terms beginning January 1 and ending on December 31, or until such time as their successors are duly elected, qualified and take office. Voting Members shall be elected to serve on the Nominations and Elections Committee each year.
   b. All Voting Members shall have the opportunity to elect Nominations and Elections Committee members by ballot from all regions. Candidates receiving the highest number of votes shall be declared elected. In the event of a tie vote for a position on the committee, lots shall be drawn.

4. Overview
   a. The Nominations and Elections Committee has general oversight of the national election. The Committee shall solicit and mentor potential candidates and review national candidate applications.
   b. The Nominations and Elections Committee will provide periodic updates to the Board of Directors regarding the progress of their charges.
   c. The Nominations and Elections Committee shall present a qualified slate of candidates to the Board of Directors for its review and discussion prior to presenting the slate to the membership. Following such review and discussion, the Nominations and Elections Committee shall present the slate to the membership through publication in such ENA publications as determined by the Board of Directors or its
544 designee(s).

545 5. Vacancies

546 a. A vacancy in the chairperson position shall be filled by a majority vote of the
547 Nominations and Elections Committee.

548 b. A vacancy of a committee member shall be filled by the candidate who received the
549 next highest number of votes from that region or as the past board member in the
550 most recently completed election.

551 c. In the event of a committee member vacancy from an uncontested election, a
552 qualified candidate must be nominated and elected by the state council presidents of
553 the region affected by the vacancy according to the Nominations and Elections
554 Committee election process, meeting the same requirements set forth in the bylaws
555 as any potential candidate.

556 d. The committee position may remain vacant as approved by the Nominations and
557 Elections Committee if less than six months remain of the unexpired term.

558

ARTICLE X

DISSOLUTION

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

ARTICLE XI

FINANCE

570 Section 1. Contracts

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

576 Section 2. Payment of Indebtedness

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

583 Section 3. Deposits

585 All of ENA’s funds shall be deposited to the credit of ENA in such banks, trust companies, or
586 other depositaries as the Board of Directors may select.

587 Section 4. Bonding

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

591 Section 5. Gifts

593 The Board of Directors may accept on behalf of ENA any contribution, gift, bequest or devise for
594 ENA’s general purposes or for any special purpose.

595 Section 6. Books and Records

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

Section 7. Fiscal Year
ENA’s fiscal year shall be determined by the Board of Directors.

ARTICLE XII
WAIVER OF NOTICE AND ELECTRONIC COMMUNICATION

Section 1. Waiver of Notice
Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 2. Electronic Communication
Unless otherwise prohibited by law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by e-mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by e-mail or other electronic means.

ARTICLE XIII
PARLIAMENTARY AUTHORITY
The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern ENA in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order ENA may adopt.

ARTICLE XIV
AMENDMENT

Section 1. Proposals
Amendments to the bylaws may be proposed by the Board of Directors, state councils or under the signature of ten Voting Members in good standing. Amendments proposed by a State Council or under the signature of ten Voting Members in good standing are subject to the prior review and approval the Board of Directors to assure that proposed amendments (i) are consistent with ENA’s purposes, mission, values and objectives: (ii) have no adverse financial impact on ENA; (ii) do not create inconsistencies or conflicts with other provisions of the bylaws; and (iv) do not conflict with the requirements of ENA’s Articles of Incorporation or federal or state law. Proposed amendments approved or introduced by the Board of Directors (collectively, “Approved Proposals”) will be presented to the General Assembly in accordance with the provisions set forth below in this article XIV.

Section 2. Submission Deadline
Proposed amendments must be submitted to ENA national office at least 120 days prior to the General Assembly.

Section 3. Notice
Notice of all Approved Proposals will be submitted to the membership at least 60 days prior to the General Assembly. Publication of the Approved Proposals in an ENA publication to on the ENA website shall constitute adequate notice.

Section 4. Vote
In order to be adopted, Approved Proposals must be approved by a two-thirds vote of the delegates present and voting at a meeting of the General Assembly.