

**EMERGENCY NURSES ASSOCIATION
FOUNDATION BYLAWS**

**ARTICLE I
NAME AND PURPOSES**

Section 1. Name

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

Section 2. Purposes

The purposes of the Foundation are charitable, educational and scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Section 3. Mission & Objectives

The mission of the Foundation is to improve emergency nursing for the benefit of patients, organizations and the public by:

- A. Promoting the value of education and research to potential donors;
- B. Enhancing the professional knowledge base in emergency nursing through research;
- C. Providing scholarships for the education of nursing professionals for effective care and treatment of emergency patients;
- D. Educating the public on emergency and related healthcare;
- E. Educating emergency related professionals with respect to emergency services and the effective care and treatment of emergency department patients;
- F. Providing research grants in the discipline of emergency nursing; and
- G. Supporting the strategic initiatives of the Emergency Nurses Association, an Illinois not-for-profit corporation.

Section 4. Offices

The Foundation 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 without the State of Illinois as the Foundation Board of Trustees may from time to time determine.

Section 5. Rules

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

- A. No part of the net earnings of the Foundation shall inure to the benefit of, or be distributed to, its trustees, officers, committee members or other private persons, except that the Foundation 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 the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation 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, the Foundation shall not carry on any activity not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code

of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II MEMBER

The sole voting member of the Foundation is the Emergency Nurses Association, an Illinois not-for-profit corporation ("ENA" or the "Member"). ENA will exercise its membership rights, including the right to vote, through action of the ENA Board of Directors or its designee(s). Notwithstanding anything set forth herein to the contrary, ENA has the sole right and authority to (i) approve the Foundation's annual budget and strategic plan; (ii) appoint and remove members of the Foundation Board of Trustees; (iii) appoint and remove the Chairperson and Chairperson-Elect; (iv) amend the Foundation's Articles of Incorporation and Bylaws; and (v) approve any fundamental changes to the Foundation including, without limitation, any merger, dissolution, division or sale of substantially all of the Foundation's assets.

ARTICLE III FOUNDATION BOARD OF TRUSTEES

Section 1. Authority and Responsibility

The business and affairs of the Foundation shall be managed by the Foundation Board of Trustees which shall have supervision, control, and direction of the Foundation, shall determine its policies or changes therein within the limits of these Bylaws, shall actively promote its purposes, and shall have discretion in the disbursement of its funds. The Foundation Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition

The Foundation Board of Trustees shall be composed of between eleven (11) and sixteen (16) members as follows:

(a) ENA's President shall serve as an *ex officio* voting member of the Foundation Board of Trustees;

(b) ENA's Immediate Past President shall serve as an *ex officio* voting member of the Foundation Board of Trustees;

(c) The Foundation's Immediate Past Chairperson;

(d) One Trustee shall be appointed by ENA's President

(e) Although there is no requirement that such a percent be elected, if so elected, up to thirty percent (30%) of the non-officer Foundation Trustees can be corporate industry

(g) ENA's Executive Director shall be an *ex officio* non-voting member of the Foundation Board of Trustees.

Section 3. Qualifications.

The Trustee appointed by the ENA President as well as the Members-at-Large must be Active members of ENA. The Members-at-Large and Corporate/Industry Trustees shall be selected based on their fundraising abilities. Members of the Foundation Board of Trustees shall have such additional qualifications as may be established by the Foundation Board of Trustees from time to time, subject to the approval of the ENA Board of Directors Executive Committee.

Section 4. Liaisons from Other Organizations

The Emergency Medicine Foundation may appoint one (1) liaison to the ENA Foundation Board, but this liaison may not vote or hold office.

Section 5. Election

The Chairperson, Chairperson-Elect and Immediate Past Chairperson of the Foundation Board of Trustees (working together as a nominating committee) (the "Nominating Committee") shall recommend a slate of qualified individuals to fill all expiring Members-At-Large and Corporate/Industry Trustee seats on the Foundation Board of Trustees to the ENA Board of Directors. The ENA Board of Directors shall elect the approved slate of candidates to the ENA Foundation Board of Trustees.

Section 6. Term

With the exception of the Trustee appointed by the ENA President, that shall serve a one (1) year term, the members of the Foundation Board of Trustees shall serve a two (2) year term on the Foundation Board of Trustees, or until such time as their successors are duly appointed and take office. Notwithstanding the foregoing, the term of the ENA President and ENA Past President immediately shall conclude at such time as they cease to serve on the ENA Board of Directors. Members of the Foundation Board of Trustees may not serve more than two (2) consecutive terms in office. The members of the Foundation Board of Trustees shall take office at the beginning of the new calendar year. The terms of office shall be staggered such that the terms of no more than one-third (1/3) of the members of the Foundation Board of Trustees shall expire in any year.

Section 7. Regular Meetings

The Foundation Board of Trustees may take action to set the time, date, and place for the holding of a regular annual meeting of the Foundation Board of Trustees and additional regular meetings of the Foundation Board of Trustees without other notice than such action.

Section 8. Special Meetings

Special meetings of the Foundation Board of Trustees may be called by, or at the request of, the Foundation's Chairperson or upon a written request to the Foundation's Chairperson of a majority of the members of the Foundation Board of Trustees. Notice of any special meeting of the Foundation Board of Trustees shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called and convened.

Section 9. Meeting by Conference Call

Any action to be taken at a meeting of the Foundation Board of Trustees or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

Section 10. Quorum

A majority of the Foundation voting Board of Trustees shall constitute a quorum for the transaction of business at any duly called meeting of the Foundation Board of Trustees; provided that when less than a quorum is present at said meeting, a majority of the Foundation Board of Trustees members present may adjourn the meeting to another time without further notice.

Section 11. Manner of Acting

The act of a majority of members of the Foundation Board of Trustees present at a duly called meeting at which a quorum is present shall be the act of the Foundation Board of Trustees, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 12. Action Without a Meeting

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

Section 12. Resignation and Removal

Any member of the Foundation Board of Trustees may resign at any time by giving written notice to the Chairperson. In addition, any member of the Foundation Board of Trustees may be removed by ENA whenever, in its judgment, the best interests of the Foundation would be served by such removal.

Section 13. Vacancies

Vacancies in any Foundation Board of Trustees position shall be filled by the Chairperson, subject to the approval of ENA, without undue delay. A Member appointed pursuant to this Section shall hold their position for the remainder of the original term for which he or she was elected to fill.

**ARTICLE IV
FOUNDATION BOARD OF TRUSTEES OFFICERS**

Section 1. Officers

The officers of the Foundation shall be a Chairperson, Chairperson-Elect and Immediate Past Chairperson (collectively the "Foundation's Officers").

Section 2. Election

The Chairperson-Elect shall be elected by the Foundation Board of Trustees from amongst the members of the Foundation Board of Trustees. Qualified members of the Foundation Board of Trustees interested in standing for election as the Chairperson-Elect (or such other office(s) that may be vacant) shall notify the Foundation by submitting a written statement expressing such interest to the Foundation's headquarters within the prescribed period of time. All such statements shall be submitted to the Nominating Committee for consideration. The Nominating Committee shall recommend a slate of qualified candidates to ENA to fill each Officer position that is either vacant or set to expire in the time frame established by the Foundation Board of Trustees. Such slate shall be subject to the ENA Board of Director's prior written approval. The Foundation Board of Trustees shall elect the approved slate of candidates to serve as the Foundation's Officers. Elections of the Foundation's Officers will be held prior to the Annual

Meeting in accordance with procedures established by the Foundation Board of Trustees.

Section 3. Term

The Officers shall serve a one (1) year term in office, or until such time as a successor is duly elected, qualified and takes office.

Section 4. Chairperson

The Chairperson shall be the principal elected officer of the Foundation and shall, in general, supervise the Foundation Board of Trustees affairs, subject to the direction and supervision of the ENA Board of Directors. The Chairperson shall be a member, without vote, of all Foundation Board of Trustees committees, except as otherwise provided by these Bylaws. The Chairperson shall preside over all meetings of the Foundation Board of Trustees, and shall, in general, perform such duties as may be prescribed by the ENA Board of Directors. The Chairperson automatically shall succeed to the office of Immediate Past Chairperson upon the conclusion of his or her term in office as Chairperson.

Section 5. Chairperson-Elect

The Chairperson-Elect shall assist the Chairperson and shall substitute for the Chairperson when required. The Chairperson-Elect shall be a member, without vote, of all Foundation Board of Trustees committees, except as otherwise provided by these Bylaws. The Chairperson-Elect shall, in general, perform all duties as may be prescribed by the Foundation Board of Trustees. The Chairperson-Elect automatically shall succeed to the office of Chairperson upon the conclusion of the Chairperson's term in office, and in the event of the death, resignation, removal, or incapacity of the Chairperson.

Section 6. Immediate Past Chairperson

The Immediate Past Chairperson shall, in general, perform all duties as may be prescribed by the Chairperson or the Foundation Board of Trustees.

Section 7. Resignation and Removal of Officers

Any Officer may resign at any time by giving written notice to the Chairperson. In addition, any Officer may be removed by the ENA Board of Directors, whenever, in their judgment, the best interests of the Foundation would be served by such removal. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election of an Officer or agent shall not of itself create any contract rights. Officers ceasing to be qualified automatically shall be removed from office and such vacancy shall be filled in accordance with these Bylaws.

Section 8. Officer Vacancies

Vacancies in any office (with the exception of the Executive Director and those offices where automatic succession is specifically provided for) shall be filled by the Foundation Board of Trustees at its next scheduled meeting, or at a special meeting called for that purpose, subject to ENA's prior written approval. An officer elected pursuant to this Section shall hold office until the next regularly scheduled election.

ARTICLE V
STANDING/ADVISORY/AD HOC COMMITTEES
AND TASK FORCES

Section 1. Standing Committees

The Foundation Board of Trustees may establish such standing committees as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these

Bylaws and in accordance with the Foundation's budget. Such committees shall include, without limitation, a Fundraising Committee, Scholarship Committee and Research Committee as follows:

A. Fundraising Committee.

The Fundraising Committee shall provide advice and guidance to the Foundation Board of Trustees with respect to the mission, and strategic outlook, of the Foundation as it relates to raising money to further the mission of safe practice and safe care.

B. Scholarship Committee.

The Scholarship Committee shall have the responsibility to review and score applications for ENA designated scholarships for its membership. The Scholarship Committee shall also provide guidance and strategic outlook for future scholarships as it relates to Foundation direction.

C. Research Committee.

The Research Committee shall have the responsibility to review and score applications for ENA designated research grants and seed grants. The Research Committee also shall provide guidance and strategic outlook for future research as it relates to engaging ENA membership on available research and successful funding of research.

Section 2. Standing Committees-Authority/Composition/Qualifications

The action establishing a standing committee shall set forth such committee's purpose, authority, and composition, and the qualifications required for membership. Membership on a standing committee is open to (i) ENA members in good standing; and (ii) individuals meeting such qualifications as may be established by the Foundation Board of Trustees from time to time. In the absence of any direction to the contrary in the authorizing action the Chairperson shall appoint the chairperson of all standing committees of the Foundation Board of Trustees, subject to the approval of the Foundation Board of Trustees. Foundation Board of Trustees standing committees may be terminated or repurposed by a majority vote of the Foundation Board of Trustees. Any standing (or other) committee having the authority of the Foundation Board of Trustees shall have members of the Foundation Board of Trustees as a majority of its members and may only be established by the Foundation Board of Trustees.

Section 3. Standing Committees-Quorum and Manner of Acting

At all meetings of any standing committee, a majority of the members shall constitute a quorum for the transaction of business unless otherwise set forth in these Bylaws or the resolution establishing such committee. A majority vote by the members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 4. Standing Committees -Vacancies

Except as otherwise provided herein, vacancies in the membership of a standing committee shall be filled by the chairperson of such committee.

Section 5. Standing Committees-Policies and Procedures

The Foundation Board of Trustees shall develop and approve policies and procedures for the operation of all standing committees. All standing committees shall report to the Foundation Board of Trustees, unless otherwise set forth in the resolution establishing such interest group or committee, and shall be subject to the ultimate authority of the ENA Board of Directors.

Section 6. Advisory/Ad Hoc Committees/Task Forces

The Chairperson of the Foundation Board of Trustees may appoint such advisory or ad hoc committees or task forces as are necessary or appropriate in the exercise of its authority and responsibility as set forth in these Bylaws and in accordance with the Foundation's budget. An

ad hoc committee shall terminate three (3) years from the date of its creation, unless renewed by the Foundation Board of Trustees. A task force shall terminate after one (1) year from the date of its creation, unless renewed by the Foundation Board of Trustees. Ad hoc committees and task forces may be established for longer or shorter periods with the approval of the Board of Trustees. The action establishing such a committee or task force shall set forth the committee's or task force's purpose and composition.

Section 7. Advisory/Ad Hoc Committees/Task Forces- Quorum and Manner of Acting

At all meetings of any \ advisory or ad hoc committee or task force, a majority of the members thereof shall constitute a quorum for the transaction of business. A majority vote by committee or task force members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 8. Advisory/Ad Hoc Committee/Task Force -Vacancies

Except as otherwise provided herein, vacancies in the membership of an advisory/ad hoc committee or task force shall be filled by appointments made in the same manner as the original appointments to that committee/task force.

Section 9. Advisory/Ad Hoc Committee/Task Force -Policies and Procedures

The Foundation Board of Trustees shall develop and approve general policies and procedures for the operating of all committees and task forces. All committees and task forces shall report to the Foundation Board of Trustees, and shall be subject to the ultimate authority of the ENA Board of Directors.

**ARTICLE VI
EXECUTIVE DIRECTOR**

The salaried staff head or, in the case of a firm, chief staff officer retained by the firm shall have the title of "Executive Director." The Executive Director shall have the authority to execute contracts on behalf of the Foundation and as approved by the Foundation Board of Trustees. The Executive Director may carry out such other duties as may be specified by the Foundation Board of Trustees. The salaried staff head or firm shall employ and may terminate the employment of members of the staff necessary to carry out the work of the Foundation. The Executive Director shall be an ex officio non-voting member of the Foundation Board of Trustees and of all of the Foundation's committees except as otherwise provided by the Bylaws. The Executive Director of ENA shall be the Executive Director of the Foundation.

**ARTICLE VII
INDEMNIFICATION**

The Foundation's current and former Officers, Trustees, employees, committee and task force members, and all other volunteers of the Foundation (each an "indemnified party") shall not be personally liable for any action or failure to act on behalf of the Foundation unless such person breached a duty of care towards the Foundation or engaged in self-dealing, misconduct, or other recklessness. Absent such wrongful conduct, any action or failure to act on the part of an indemnified party shall be presumed to be in the best interests of the Foundation.

In performing his or her duties as a director of the Foundation, any director may rely in good faith upon information, reports, financial statements, and opinions of officers or employees of the Foundation, counsel or public accountants hired by the Foundation Board of Trustees or committees of the Foundation Board of Trustees of which that director was not a member.

The Foundation shall indemnify any indemnified party who is a party or is threatened to be made a party to any suit, proceeding, or action, whether civil, criminal, administrative, or investigatory, by reason of representing, serving, or acting on behalf of the Foundation Board of Trustees for all expenses, attorney's fees, judgments, fines, or settlements to the full extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as amended.

The Foundation may purchase liability insurance to cover its obligations set forth in this Article VII and on behalf of any indemnified party.

ARTICLE VIII FINANCE

Section 1. Contracts

The Foundation Board of Trustees may authorize any officer or officers, agent or agents of the Foundation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 2. Payment of Indebtedness

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Foundation shall be signed by such officer or officers, agent or agents of the Foundation and in such manner as shall from time to time be determined by resolution of the Foundation Board of Trustees. In the absence of such determination by the Foundation Board of Trustees, such instruments shall be signed by the Chairperson of the Foundation Board of Trustees and countersigned by the Executive Director.

Section 3. Deposits

All funds of the Foundation shall be deposited to the credit of the Foundation in such banks, trust companies, or other depositories as the Foundation Board of Trustees may select.

Section 4. Bonding

The Foundation Board of Trustees shall provide for the bonding of such officers and employees of the Foundation as it may from time to time determine.

Section 5. Gifts

The Foundation Board of Trustees may accept on behalf of the Foundation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Foundation.

Section 6. Books and Records

The Foundation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of the Foundation Board of Trustees. The books and accounts of the Foundation shall be audited annually by accountants selected by the Executive Director.

Section 7. Fiscal Year

The fiscal year of the Foundation shall be determined from time to time by the Executive Director.

ARTICLE IX

ELECTRONIC MEETINGS / COMMUNICATION

Section 1. Electronic Meetings

Any action to be taken at a Foundation Board of Trustees, committee or task force meeting may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other simultaneously. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these Bylaws, notice of an electronic meeting of the Foundation Board of Trustees must be delivered at least twenty-four (24) hours prior to the meeting.

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 electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE X 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.

ARTICLE XI AMENDMENTS

ENA, as the sole voting member of the Foundation, has the sole authority to amend, alter or repeal and adopt new Foundation Bylaws. ENA shall provide the Foundation Board of Trustees the opportunity to provide its input with respect to any proposal to amend, alter or repeal the Foundation Bylaws.

ARTICLE XII DISSOLUTION

In the event of dissolution of the Foundation, the Foundation Board of Trustees, after paying or making provision for the payment of all the liabilities of the Foundation, shall distribute the remaining assets of the Foundation to the Emergency Nurses Association, an Illinois not-for-profit corporation ("ENA"), or, in the event ENA previously has been dissolved, exclusively for the purposes of the Foundation in such manner, or to such organization(s) organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization(s) under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), and in accordance with Illinois law, as the Foundation Board of Trustees shall determine. Any assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Foundation is then located, exclusively for such purposes, or to one or more organizations which are organized and operated exclusively for such purposes, as said Court shall determine to best accomplish the exempt purposes of the Foundation.

*The Emergency Nurses Association (ENA) Foundation Bylaws as appears above reflect amended and restated approved by the ENA Board of Directors:
Washington, D.C., May 1, 2017*