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**BYLAWS  
EMERGENCY NURSES ASSOCIATION**

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**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.

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**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 – Only licensed (or the equivalent thereto) professional registered nurses are eligible to be 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.

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- B. Nonvoting Members – Nonvoting 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. Nonvoting Members shall be entitled to serve on ENA committees and attend ENA member meetings and social functions.

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.

- 109 B. **President.** The President shall be ENA's principal elected officer and shall, in general,  
110 supervise ENA's business affairs, subject to the direction and control of the Board of  
111 Directors, by communicating with the Chief Staff Officer as necessary regarding ENA's  
112 business. The President shall be a member, without vote, of all councils and committees  
113 with the exception of the Leadership Development and Elections Committee and except as  
114 otherwise provided by these bylaws. The President shall (i) serve as the Chair of the  
115 Finance Committee; (ii) serve as ENA's official representative and spokesperson, except as  
116 otherwise provided by the Board of Directors; (iii) appoint representatives to ENA's affiliated  
117 organizations and other positions as necessary; (iv) fill, subject to the approval of the Board  
118 of Directors, vacancies on ENA's committees; and (v) in general, perform all duties  
119 customarily incident to the office of President and such other duties as may be prescribed by  
120 the Board of Directors. The President shall succeed to the office of immediate past president  
121 upon expiration of the President's term of office.
- 122 C. **President-Elect.** The President-Elect shall assist the President and shall substitute for the  
123 President when required. The President-Elect shall appoint chairs and members of  
124 committees, and a Board of Directors liaison to each committee for the year following his/her  
125 term in office as President-Elect subject to Board approval and shall in general, perform all  
126 duties customarily incident to the office of President-Elect and such other duties as may be  
127 prescribed by the Board of Directors. The President-Elect shall succeed to the office of  
128 President upon expiration of the President's term of office, or in the event of the death,  
129 resignation, removal, or incapacity of the President.
- 130 D. **Secretary/Treasurer.** The Secretary/Treasurer shall be the principal financial officer and  
131 secretary of ENA and shall perform all duties traditionally incident to the offices of Secretary  
132 and Treasurer and such other duties as may be assigned by the President or the Board of  
133 Directors. The duties of the Secretary/Treasurer may be assigned by the Board of Directors  
134 in whole or in part to the Chief Staff Officer, or his or her designee(s).

#### 135 136 Section 2. Officer Qualifications

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

#### 142 143 Section 3. Election

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

#### 151 152 Section 4. Vacancies

- 153 A. If the office of President becomes vacant, the President-Elect shall succeed to the office of  
154 President for the unexpired term and shall subsequently serve the one-year term of office of  
155 President to which elected. In such case, the immediate past president may remain as  
156 immediate past president for a second year or the office may remain vacant for that year.
- 157 B. A vacancy in the office of President-Elect may be filled by a current member of the Board of  
158 Directors, or remain vacant as approved by a majority vote of the Board of Directors. If the  
159 vacancy is filled, the President-Elect shall not automatically assume the office of president  
160 for the subsequent term.
- 161 C. In the event that the office of President and President-Elect are vacated during the same  
162 year, the Board of Directors shall appoint an acting president to serve until the next

- 163 scheduled election, at which time an election will be held for both President and President-  
164 Elect.
- 165 D. A vacancy in the office of Secretary/Treasurer may be filled by a current member of the  
166 Board of Directors or remain vacant as approved by a majority vote by the entire Board of  
167 Directors.

## 168 **ARTICLE V**

### 169 **MEETINGS**

#### 170 Section 1. General Assembly

- 171 A. The General Assembly shall be composed of delegates from states territories, federal  
172 districts, and those members representing the international membership.
- 173 B. All Delegates, Alternates, International Delegates, and the International Alternate must be  
174 Voting Members of ENA in good standing. ENA's officers and directors may not serve as  
175 Delegates, Alternates, International Delegates or the International Alternate.
- 176 C. The General Assembly shall be composed of 700 delegates apportioned as follows:  
177 1. Neither the state nor international membership shall be allocated fewer than two  
178 delegates, one of whom shall serve as captain.  
179 2. In addition to the voting delegates, there shall be one nonvoting alternate delegate.  
180 3. The remaining delegates will be allocated to the:  
181 a. states based on the percentage the state's membership is to the national  
182 membership, as determined annually as outlined in procedures; and  
183 b. international membership based on the percentage the international membership is to  
184 the national membership, as determined annually as outlined in procedures.
- 185 D. International delegates will be selected by a point system developed by the board of  
186 directors; the system will be administered and overseen by the ENA national office. The  
187 members receiving the highest number of points will be selected.
- 188 E. In addition to the delegate and international allocation, ENA past presidents who are Voting  
189 Members of ENA in good standing may attend, speak and vote at General Assembly  
190 (except as otherwise set forth below).
- 191 F. Members of the Board of Directors, including Past Presidents serving on the Board, may  
192 attend and speak at all meetings of the General Assembly but may not vote.  
193

#### 194 Section 2. Authority

195 The General Assembly is responsible for communicating member needs, providing feedback,  
196 and input on issues relating to the practice of emergency nursing to the Board of Directors. The  
197 General Assembly shall also approve, revise, or amend these bylaws in accordance with Article  
198 XIV, and receive reports of the Board of Directors, committees and other volunteer groups,  
199 receive reports of the findings of the annual financial audit, and transact such other appropriate  
200 business as may properly come before the meeting.  
201

#### 202 Section 3. Quorum

203 The presence of a majority of the total voting delegates who have completed credentialing  
204 procedures shall constitute a quorum for the transaction of business at any duly called session  
205 of the General Assembly.  
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#### 207 Section 4. Annual Meeting and Special Meetings of the Voting Members

- 208 A. The annual meeting of ENA's Voting Members ("Annual Meeting") will be held in  
209 conjunction with the General Assembly.
- 210 B. Special meetings of ENA's Voting Members may be called (i) at the request of the  
211 President or any five (5) members of the Board of Directors; (ii) at the written request  
212 of two-thirds (2/3) of ENA's Voting Members; or (iii) by resolution of the ENA board of  
213 directors.
- 214 C. Notice of any annual or special meeting of the Voting Members shall state the time, date,  
215 place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not  
216

- 217 less than thirty (30) days prior to the date of such meeting, unless otherwise required by  
218 applicable law.
- 219 D. The lesser of (i) ten percent (10%) of ENA's eligible Voting Members; or (ii) one  
220 hundred (100) eligible voting members shall constitute a quorum for the transaction of  
221 business at any duly called meeting of the Voting Members, provided that if less than a  
222 quorum is present, a majority of the Voting Members present may adjourn the meeting to  
223 another time without further notice.
- 224 E. The act of a majority or more of the Voting Members present (in person or by proxy) at a  
225 duly called meeting at which a quorum is present shall be the act of the Voting Members,  
226 unless the act of a greater number is required by law, the Articles of Incorporation, or these  
227 bylaws.
- 228 F. Mail/Electronic Voting. Voting by mail or electronic means shall be permitted to the full  
229 extent permitted by the Illinois General Not For Profit Corporation Act of 1986, as  
230 amended (the "Act"), for any item of business properly coming before the Voting  
231 Members. A mail or electronic vote of the Voting Members may be called by the Board of  
232 Directors.

## 233 234 **ARTICLE VI** 235 **BOARD OF DIRECTORS**

### 236 Section 1. Composition

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

### 242 243 Section 2. Authority

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

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

### 258 259 Section 3. Qualifications

- 260 A. Directors must be a Voting Member in good standing and must have been a Voting Member  
261 in good standing during each of the previous five years immediately prior to submitting a  
262 candidate application.
- 263 B. Candidates must have attended at least one ENA General Assembly within the previous  
264 three years.
- 265 C. Each candidate must submit to, and pass as acceptable, a limited background check.
- 266 D. Candidates shall have served in an elected or committee position on the local, state or  
267 national level within the previous five years.

### 268 269 Section 4. Term of Office

270 Directors (with the exception of the immediate past president) shall serve for a three-year term

271 of office, or until such time as their successors are duly elected, qualified and take office. In  
272 order to provide for staggered terms, at least two and no more than three directors shall be  
273 elected each year. The term of office shall commence on January 1 each year following the  
274 election and terminate on December 31.

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276 Section 5. Elections

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

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282 Section 6. Meetings of the Board of Directors

- 283 A. Regular meetings of the board shall be held at least quarterly as determined by the board.  
284 At least ten days' notice shall be given to all members of the board.
- 285 B. Special meetings shall be held as called by the President or any three members of the  
286 board. At least three days' notice shall be given to all members of the board.
- 287 C. Meetings may be held in person or by electronic means, provided that all participants can  
288 hear and speak to one another at the same time.
- 289 D. A majority of the voting members of the Board of Directors shall constitute a quorum for all  
290 meetings. All decisions of the Board of Directors require an affirmative vote of a majority of  
291 the Board of Directors present and voting at a meeting at which a quorum is present.
- 292 E. Voting members of Board of Directors (including the President) have the right and  
293 responsibility to actively participate in board meetings by making motions, speaking in  
294 debate and voting (unless precluded by a conflict of interest, as determined in accordance  
295 with ENA's conflict of interest policy).
- 296 F. Any action requiring a vote of the Board of Directors may be taken without a meeting if a  
297 written consent, setting forth the action taken, is approved by all of the members of the  
298 Board of Directors entitled to vote with respect to the subject matter thereof.

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300 Section 7. Vacancy

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

- 302 A. Vacancies with twelve (12) or less months remaining in the unexpired portion of the term will  
303 not be filled.
- 304 B. If there is more than twelve (12) months remaining in the unexpired portion of the term and  
305 the vacancy occurs:
- 306 (i) after January 1 and prior to the completion of the current year's election, the  
307 vacancy shall be filled by the person that received the next highest number of votes (after  
308 the elected directors) in the previous year's election;
- 309 (ii) after the current year's election, the vacancy shall be filled by the person that  
310 received the next highest number of votes (after the elected directors) in the current year's  
311 election; or
- 312 (iii) due to the election of such director as an officer, the vacancy will be filled in  
313 the current year's election for the unexpired balance of the term they were originally  
314 elected to fill by the person that received the next highest number of votes (after the  
315 elected directors) in the current year's election.
- 316 C. In the event (i) all such persons decline to serve, or (ii) there were no additional candidates  
317 for that office during the most recently concluded election the vacancy shall not be filled.
- 318 D. Directors elected to fill a vacancy shall hold office for the balance of the term they are filling  
319 or until such time as their successor is duly elected, qualified and takes office.

320  
321 Section 8. Resignation and Removal

322 Any director may resign at any time by giving written notice to the President. Any member of the  
323 Board of Directors may be removed in accordance with the provisions of law and the Illinois  
324 General Not For Profit Corporation Act of 1986, as amended, by the persons entitled to elect

325 such director, whenever, in their judgment, the best interests of ENA would be served by such  
326 removal.

327  
328 Section 9. Indemnification

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

336  
337 **ARTICLE VII**  
338 **CHIEF STAFF OFFICER**

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

349  
350 **ARTICLE VIII**  
351 **CONSTITUENT DIVISIONS**

352 Section 1. Councils

353 Voting Members of ENA who are licensed or reside within a clearly defined region, country,  
354 state, province, or other geographical area (the "territory") may be organized as a constituent of  
355 ENA (each of which is referred to as a "Council"). The Board of Directors may authorize the  
356 establishment of Councils which shall:

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

365  
366 A Council's general purposes and objectives shall be complementary and consistent with those  
367 of ENA and the Council will advance the general and specific purposes of ENA within its  
368 territory. All members of a Council must be members of ENA in good standing.

369 Section 2. Application for Recognition as a Council

370 The Board of Directors, or its designee(s) shall adopt an application form, criteria, and  
371 procedures for application review to facilitate the consideration of applicants seeking to be  
372 organized as a Council and approve those who meet the qualifications. The Board of Directors  
373 or its designee(s), shall review the application of all applicants and determine, based on the  
374 criteria set forth in these bylaws and such other guidelines as the Board of Directors may  
375 prescribe, if applicants meet the qualifications necessary for recognition as a Council.

- 376 A. ENA shall fund chartered Councils pursuant to a formula determined by the Board of  
377 Directors.  
378 B. Each Council shall be incorporated as a not-for-profit corporation (or the equivalent thereto),

- 379 have a Board of Directors, officers and bylaws in such form as shall be approved by the  
380 Board of Directors or its designee(s) consistent with applicable local laws and regulations in  
381 the country of incorporation. Councils must maintain voting membership categories and  
382 criteria that are identical to ENA's. Any changes to a Council's bylaws require the prior  
383 written approval of the Board of Directors, or its designees(s).
- 384 C. Each Council may hold such meetings as it deems appropriate.
  - 385 D. Members may belong to only one Council.
  - 386 E. A member of a Council may transfer to another Council by written request to ENA.
  - 387 F. Charters for the operation of Councils may be revoked by the ENA Board of Directors  
388 according to due process procedures established by the Board of Directors. Upon  
389 revocation of a Council's charter, the Council immediately shall remit all of its funds (after  
390 satisfying any existing debts or obligations) and records to ENA.
  - 391 G. No Council or other entity shall use ENA's name or trademarks in any manner whatsoever  
392 unless duly authorized to do so by ENA pursuant to the terms of a written agreement or  
393 policy.
- 394

### 395 Section 3. Chapters

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

405

## 406 **ARTICLE IX**

### 407 **COMMITTEES**

#### 408 Section 1. Committees

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

413

#### 414 Section 2. Standing Committees

##### 415 **A. Executive Committee.**

- 416 i. The Executive Committee shall consist of the President, President-Elect, and the  
417 Secretary/Treasurer. The Chief Staff Officer shall be invited to attend and participate in  
418 all meetings, without vote, of the Executive Committee, except those held in executive  
419 session. The President shall serve as the chair of the Executive Committee.
- 420 ii. The Executive Committee shall have the authority to perform the business and functions  
421 of the Board of Directors in between meetings of the Board of Directors, except as  
422 otherwise set forth in these bylaws or Illinois General Not for Profit Corporation Act of  
423 1986, as amended, reporting to the Board of Directors any action taken; but the  
424 delegation of authority to the Executive Committee shall not operate to relieve the Board  
425 of Directors or any individual officer or member of the Board of Directors of any  
426 responsibility imposed by law.
- 427 iii. The Executive Committee shall meet in person or by conference call upon the request of  
428 the chair or a majority of the Executive Committee. Each member shall have one (1)  
429 vote. Two (2) members of the Executive Committee shall constitute a quorum for the  
430 transaction of business at any duly called meeting of the Executive Committee; provided  
431 when less than a quorum is present at said meeting, a majority of the members present  
432 may adjourn the meeting without further notice. The act of a majority of the members



- 433 present at a duly called meeting at which a quorum is present shall be the act of the  
434 Executive Committee.
- 435 iv. Any action requiring a vote of the Executive Committee may be taken without a meeting  
436 if consent, setting forth the action taken, is approved by all the members of the Executive  
437 Committee entitled to vote with respect to the subject matter thereof.

438 **B. Other Standing Committees.**

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

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

458  
459 Finance Committee.

- 460 1. The Finance Committee shall be composed of the President, the President-Elect, the  
461 Secretary/Treasurer and the immediate past president. The Chief Staff Officer shall  
462 serve as a nonvoting ex-officio member.
- 463 2. The Finance Committee shall:
- 464 a. Oversee the financial planning and management of ENA by ensuring that all fiscal  
465 aspects are in order;
- 466 b. Oversee the independence of ENA's audit functions and its compliance with legal  
467 and ethical standards;
- 468 c. Oversee investment of funds; and
- 469 d. Make fiscal recommendations to the Board of Directors.

470  
471 Resolutions Committee.

- 472 1. The Resolutions Committee shall be composed of six members serving three-year  
473 terms, two appointed each year by the ENA President-Elect and ratified by the Board of  
474 Directors. The committee chairperson shall be appointed by the President-Elect and  
475 ratified by the Board of Directors from among the continuing members on the  
476 committee. The terms shall be staggered and shall commence at the adjournment of  
477 the General Assembly meeting following appointment.
- 478 2. The Resolutions Committee shall solicit, review, and present resolutions and proposed  
479 bylaws amendments to the General Assembly.

480  
481 Leadership Development and Elections Committee.

- 482 1. Composition
- 483 a. The Leadership Development and Elections Committee shall consist of up to eleven  
484 (11) Voting Members elected to serve on the Leadership Development and Elections  
485 Committee in the ENA national election. The Leadership Development and Elections  
486 Committee shall include at least one member from each of six regions (as

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

541 the bylaws as any potential candidate.  
542 d. The committee position may remain vacant as approved by the Leadership  
543 Development and Elections Committee if less than six months remain of the  
544 unexpired term.  
545

546 **ARTICLE X**  
547 **DISSOLUTION**

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

556 **ARTICLE XI**  
557 **FINANCE**

558 Section 1. Contracts

559 The Board of Directors may authorize any officer or officers, agent or agents of ENA, in addition  
560 to the officers so authorized by these bylaws, to enter into any contract or execute and deliver  
561 any instrument in the name of and on behalf of ENA, and such authority may be general or  
562 confined to specific instances.  
563

564 Section 2. Payment of Indebtedness

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

571 Section 3. Deposits

572 All of ENA's funds shall be deposited to the credit of ENA in such banks, trust companies, or  
573 other depositories as the Board of Directors may select.  
574

575 Section 4. Bonding

576 The Board of Directors shall provide for the bonding of such officers and employees of ENA as it  
577 may from time to time determine.  
578

579 Section 5. Gifts

580 The Board of Directors may accept on behalf of ENA any contribution, gift, bequest or devise for  
581 ENA's general purposes or for any special purpose.  
582

583 Section 6. Books and Records

584 ENA shall keep correct and complete books and records of account and shall also keep minutes  
585 of the proceedings of the Board of Directors. The books and accounts of ENA shall be audited  
586 annually by accountants selected by the Board of Directors.  
587

588 Section 7. Fiscal Year

589 ENA's fiscal year shall be determined by the Board of Directors.  
590  
591

592 **ARTICLE XII**  
593 **WAIVER OF NOTICE AND ELECTRONIC COMMUNICATION**  
594

595 Section 1. Waiver of Notice

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

600  
601 Section 2. Electronic Communication

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

606  
607 **ARTICLE XIII**  
608 **PARLIAMENTARY AUTHORITY**

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

612  
613 **ARTICLE XIV**  
614 **AMENDMENT**

615 Section 1. Proposals

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

626  
627 Section 2. Submission Deadline

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

630  
631 Section 3. Notice

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

635  
636 Section 4. Vote

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

639