

BYLAWS OF THE



Virginia State Council

Approved:

Date: 12/15/2023

1 BYLAWS OF
2 THE VIRGINIA STATE COUNCIL OF THE
3 EMERGENCY NURSES ASSOCIATION
4

5 ARTICLE I
6 NAME, PURPOSES AND TERRITORY

7 **Section 1. Name**

8 The name of this organization shall be the Virginia State Council of the Emergency Nurses
9 Association (VENA), a not-for-profit corporation incorporated in the Commonwealth of Virginia.
10 This organization will do business as the Virginia ENA State Council.
11

12 *For the purposes of this document the Virginia State Council of the Emergency Nurses*
13 *Association (VENA) shall be referred to as the Virginia State Council.*
14

15 **Definition: Virginia State Council** – the term “Virginia State Council” refers to the not- for-profit
16 corporation that represents all ENA members residing, licensed, or choosing membership in the state
17 of Virginia. Membership in the Virginia State Council is achieved through membership in National
18 ENA.
19

20 The “Virginia State Council” is not used to identify a body of comprised representatives or
21 delegates from Virginia.
22

23 **Section 2. Purposes**

24 In addition to the purposes set forth in the Virginia State Council’s articles of incorporation, the
25 purposes for which the Virginia State Council is organized are educational, within the meaning of
26 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to
27 the advancement of emergency nursing through education and public awareness; and (ii)
28 advancing and promoting the interests of the Emergency Nurses Association, an Illinois not-for-
29 profit corporation (“National ENA”) within the geographic area covered by the Virginia State
30 Council (“Territory”) other appropriate purposes. The Virginia State Council will coordinate the
31 professional activities of its regions within the Commonwealth of Virginia in liaison with the ENA.

32 **Section 3. Offices**

33 The Virginia State Council shall have and continuously maintain in the Commonwealth of Virginia
34 a registered office and a registered agent whose office is identical with that registered office and
35 may have such other offices, within or without the Commonwealth of Virginia, as the State Council
36 Board of Directors may determine.

37 **Section 4. Rules**

38 The following rules shall conclusively bind the Virginia State Council and all persons acting
39 for or on behalf of it:

- 40
- 41 A. No part of the net earnings of the Virginia State Council shall inure to the benefit of, or be
42 distributed to, its directors, officers, committee members or other private persons, except that
43 the Virginia State Council shall be authorized and empowered to pay reasonable
44 compensation for services rendered and to make payments and distributions in furtherance
45 of the purposes set forth above.
- 46
- 47 B. No substantial part of the activities of the Virginia State Council shall be the carrying on of
48 propaganda, or otherwise attempting to influence legislation, and the Virginia State Council
49 shall not participate in, or intervene in (including the publishing or distribution of
50 statements) any political campaign on behalf or in opposition to any candidate for public
51 office. Notwithstanding any provisions of these Bylaws, the Virginia State Council shall not
52 carry on any activity not permitted to be carried on by:
- 53
- 54 i. A corporation exempt from federal income tax under Section 501(c)(3) of the
55 IRC (or the corresponding provision of any future United States Internal Revenue
56 Law); or
- 57 ii. A corporation, contributions to which are deductible under Section 107(c)(2) of
58 the Internal Revenue Commission (IRC) (or the corresponding provision of any
59 future United States Internal Revenue Law).
- 60
- 61

62 **ARTICLE II**
63 **MEMBERSHIP**

64 **Section 1. National ENA/Virginia State Council Dual Membership**

65 Each member of the National ENA in good standing that is licensed and resides or chooses
66 membership within the Commonwealth of Virginia shall automatically be assigned membership
67 in the Virginia State Council in accordance with National ENA procedures. In addition, any
68 National ENA member in good standing that resides outside of the Commonwealth of Virginia
69 may elect to become a member of the Virginia State Council upon written request to the National
70 ENA in accordance with its procedures; however, those members may only belong to one State
71 Council. National ENA members shall be placed in the State Council membership category that
72 corresponds with their National ENA membership category. Virginia State Council members must
73 be National ENA members in good standing.

74

75 **Section 2. Membership Categories**

76 The membership of the Virginia State Council is composed of voting and non-voting members.
77 The criteria for membership are the same as those established by the National ENA for each such
78 membership type in its bylaws and policies.

79 **Section 3. Member Rights & Obligations**

- 80 A. Each member has the responsibility to support the purpose, mission, vision, values and
81 objectives of National ENA and the Virginia State Council.
82
- 83 B. Voting Members shall be entitled to hold elected office in the Virginia State Council; serve
84 and participate in committees and task forces; vote in the Virginia State Council's elections
85 and on all matters presented to the Virginia State Council's Voting Members; and attend the
86 member meetings and social functions of the Virginia State Council. Each eligible Voting
87 Member in good standing shall have one (1) vote in the Virginia State Council's elections
88 and on all other matters presented to the Voting Members. All Virginia State Council
89 Members must abide by these bylaws, the National ENA Bylaws, and such other rules,
90 policies, procedures and regulations as the National ENA or the Virginia State Council may
91 from time to time adopt.
92
- 93 C. Nonvoting Members shall be entitled to serve and participate in the Virginia State Council's
94 committees and task forces; and attend the member meetings and social functions of the
95 Virginia State Council. Nonvoting Members do not have the right to vote on any matter.
96

97 **Section 4. Member Resignation**

98 Any member may resign by submitting notice to National ENA administrative office in writing.
99 Resignation will be effective upon receipt. Resignation will not relieve the member of the
100 obligation to pay dues and other assessments accrued before the effective date of resignation. No
101 portion of dues paid shall be refunded to the resigned member.
102

103 **Section 5. Member Suspension/Expulsion**

104 A Virginia State Council member may be censured, suspended, expelled for cause or otherwise
105 disciplined by National ENA provided that a statement of the charges shall have been sent by
106 certified mail to the last recorded address of the member at least fifteen (15) days before final
107 action is taken. This statement shall be accompanied by a notice of the time and place of the
108 meeting at which the charges shall be considered, and the member shall have the opportunity to
109 appear in person and /or to be represented by counsel and to present any defense to such charges
110 before action is taken by ENA National. Such disciplinary actions shall be conducted in accordance
111 with such additional procedures as may be established by the ENA National Board of Directors.
112

113 **Section 6. Automatic Termination**

114 Membership in the Virginia State Council shall be terminated whenever a Virginia State Council
115 member's membership in the National ENA is terminated. In addition, the membership of any
116 Virginia State Council member who is in default of payment of National ENA dues or any other
117 charges for a period of three (3) months from the date on which such dues or charges become
118 payable, or otherwise becomes ineligible for membership in the Virginia State Council or the
119 National ENA, shall be terminated automatically, unless such termination is delayed by the
120 National ENA Board of Directors.
121

122 **Section 7. Membership Reinstatement**

123 Virginia State Council members may request reinstatement in accordance with National ENA's
124 bylaws, policies and procedures.

125 **Section 8. No Property Rights**

126 Virginia State Council membership is a privilege and not a property right. No member has an
127 ownership or property right or interest in the Virginia State Council's funds, property or other
128 assets.

129
130 **ARTICLE III**
131 **DUES, FEES AND ASSESSMENTS**

132 The initial and annual dues for Virginia State Council members, if any, and the time for paying
133 such dues and other assessments or fees, if any, shall be established by the National ENA Board
134 of Directors, and such dues shall be submitted to National ENA in accordance with
135 National ENA's policies and procedures.

136
137 **ARTICLE IV**
138 **MEMBERSHIP MEETINGS**

139 **Section 1. Annual Business Meeting**

- 140 A. The Annual Business Meeting shall be held prior to National ENA's Annual Meeting.
141 Attendance at this meeting shall be required by Virginia members that are selected to fulfill
142 the National ENA Delegate Role.
143 B. The President may appoint a credentialed Parliamentarian to advise the Virginia State
144 Council during the meeting.
145 C. All members of the Virginia State Council may attend the meeting which will be posted on
146 the Virginia State Council's website.

147
148
149
150 **Section 2. Membership**

[OBJ]

151 Membership meetings of the Voting Members of the Virginia State Council may be called at the
152 request of the President or at the request of majority of the State Council Board of Directors. The
153 time and place for holding meetings shall be determined by the Virginia State Council Board of
154 Directors.

155
156 **Section 3. Education, Social, other Meetings and Functions**

157 The Virginia State Council shall hold such education, social and other functions as may be
158 determined by the Virginia State Council Board of Directors.

159
160 **Section 4. Notice**

161 Notice stating the place, day, and hour of the meetings and, in the case of a special meeting, the
162 purpose or purposes for which the meeting is called, shall be delivered via email or posted on the
163 Virginia State Council's website.

164
165 **Section 5. Quorum**

166 A quorum at the Annual Business Meeting shall consist of the majority of the sum of Board of
167 Directors and members chosen to sit as Delegates for National ENA's General Assembly; A
168 quorum at the Virginia Membership Meeting shall consist of the Board of Directors and members
169 present.

170
171 **Section 6. Manner of Acting**

172 The act of a majority or more of the voting members present in person or by proxy at a duly
173 called meeting at which a quorum is present shall be the act of the members, unless the act of
174 a greater number is required by law, the Articles of Incorporation, or these bylaws.

175
176 **Section 7. Rules of Order**

177 The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall
178 govern the Virginia State Council in all cases insofar as they are not inconsistent with these
179 bylaws, applicable law, or any rule or regulation of National ENA or the Virginia State
180 Council.

181
182 **Section 8. Electronic Communication**

183 Member meetings may be held via telephone conference call, similar form of
184 telecommunications, or any technology available which would permit all participants to
185 simultaneously communicate and effectively participate.

186
187 **Section 9. Voting**

188 Voting by ballot, proxy, mail, e-mail or other electronic means on any matter before the voting
189 members shall be permitted to the full extent allowed by Virginia law (e.g., the not-for-profit
190 corporation act or similar law governing the operation of not-for-profit corporations in the
191 Virginia State Council’s state of incorporations) (“Law”). A ballot, mail, e-mail or electronic
192 vote may only be called by the Virginia State Council Board of Directors. In order for a mail,
193 email or electronic vote to be valid (i) the action must be approved by a majority of voting
194 members casting votes; (ii) the number of voting members casting votes must be sufficient to
195 constitute a quorum had such action been taken at a meeting; and/or (iii) such other
196 requirements as may be required by law must be satisfied.

197
198 **Section 10. Minutes**

199 The Virginia State Council will maintain minutes of all meetings of the Voting Members and
200 provide copies of those minutes to National ENA upon request.

201
202 **ARTICLE V**
203 **VIRGINIA STATE COUNCIL BOARD OF DIRECTORS**

204 **Section 1. Authority and Responsibility**

205 The affairs of the Virginia State Council shall be managed by the Virginia State Council Board
206 of Directors (BOD), which shall have supervision, control, and direction of the affairs of the
207 Virginia State Council; shall determine policies or changes therein within the limits of these
208 bylaws; and shall actively promote its purposes and have discretion in the disbursement of its
209 funds. The Virginia State Council Board of Directors may adopt such rules and regulations for
210 the conduct of its business as shall be deemed advisable and may, in the execution of the
211 powers granted, appoint such agents as it may consider necessary.

212
213 **Section 2. Composition**

214 The Virginia State Council Board of Directors shall be comprised of the Officers: President,
215 President-Elect, Secretary, Treasurer, Treasurer-Elect (if applicable), Immediate Past President,
216 as well as two (2) elected Directors from within the membership in the Commonwealth of
217 Virginia.

218
219 **Section 3. Qualifications**

220 Directors must be Voting Members in good standing in both National ENA and the Virginia
221 State Council and must have attended at least two (2) Virginia State Council meetings in the
222 past twelve (12) months or served as an officer, director or executive board member within the
223 past two (2) years.

Section 4. Term

Directors shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified and take office. The term of office for each Director shall begin on the January 1 following his or her election. In order to provide for a smooth transition and orderly phase-in of the January 1 term for Directors and the Executive Board, the Board of Directors shall adopt a transition schedule delaying the election cycle (and thereby extending the terms of certain Directors and Executive Board) as necessary to complete the transition no later than February 1 following his or her election.

Section 5. Elections

Elections will be held annually prior to October 31st. In accordance with Procedures, the Board of Directors shall solicit, verify and present a slate of candidates for the Board of Directors positions to the voting members of the Virginia State Council. The Virginia State Council Board of Directors will be elected by a majority of the votes received from its voting members through paper or electronic ballots. In the event of a tie, there shall be a second balloting of the voting members.

Section 6. Regular Meetings

The Virginia State Council Board of Directors may take action to set the time, date, and place for the holding of at least two (2) meetings of the Board of Directors and such additional regular meetings of the Virginia State Council Board of Directors as the Board of Directors may determine without other notice than such action.

Section 7. Special Meetings

Special meetings of the Virginia State Council Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the Virginia State Council Board of Directors. Notice of any special meetings of the Virginia State Council Board of Directors shall state the time, date and place of the meeting.

Section 8. Meeting by Conference Call

Any action to be taken at a meeting of the Virginia State Council Board of Directors or any committee thereof may be taken through the use of a conference telephone per Virginia Code § 2.2-3708.2 or other communication 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 person(s) participating, unless otherwise stated in procedures. Notwithstanding anything set forth to the contrary in these bylaws, notice of any meeting to be held by conference call may be delivered a minimum of twenty-four (24) hours prior to the meeting.

- A. Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communication system, including video conferencing technology or Internet, only if: Each person entitled to participate in the meeting consents to the meeting being held of that system; and
 - i. The system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant (Ref: Electronic Meetings and under the Freedom of Information Act Virginia Code § 2.2-3708.1)

Section 9. Waiver of Notice

Notice of a Virginia State Council Board of Directors meeting need not to be given to a Director who signs a waiver of notice either before or after the meeting. Meeting attendance by a Director

will constitute a waiver of notice and a waiver of objections to the meeting time and place and manner in which it was called, or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, an objection to transacting because the meeting is not lawfully called or convened.

Section 10. Quorum

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

Section 11. Manner of Acting

The act of a majority of Directors present at a duly called meeting at which a quorum is present shall be the act of the Virginia State Council Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 12. Informal Action

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

Section 13. Minutes

The Virginia State Council shall maintain minutes of meetings of the Virginia State Council Board of Directors and provide copies of those minutes to National ENA upon request.

Section 14. Resignation and Removal

A Director may resign in writing submitted to the Virginia State Council's President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to the Virginia State Council Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the Virginia State Council Board of Directors. A Director who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Virginia State Council Board of Directors. Any Director may be removed at any time with or without cause by a majority vote of the voting members present and voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting member is present when their judgement the best

interest of the Virginia State Council or the National ENA would be served by such removal.

Section 15. Vacancies

The Virginia State Council Board of Directors shall take action to fill any vacancy on the Virginia State Council Board of Directors. A Director 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.

Section 16. Compensation and Loans

Neither Directors nor Executive Board of the Virginia State Council shall receive salaries or other compensation for their services as Directors, but the Virginia State Council Board of Directors may, by resolution, authorize the reimbursement of expenses of attendance for Directors for each regular and special meeting of the Virginia State Council Board of Directors; provided that nothing herein contained shall be construed to preclude any Director or Executive Board Officer from serving the Virginia State Council in any other capacity and receiving reasonable compensation therefor. The Virginia State Council may not make loans to Directors.

ARTICLE VI OFFICERS

Section 1. Officers

The Officers of the Virginia State Council shall also be known as the Executive Board (President, President-Elect, Secretary, Treasurer, Treasurer-Elect [if applicable], Immediate Past President); such other officers as may be determined by the Virginia State Council Board of Directors.

Section 2. Qualifications

Officers must be Voting Members in good standing in both National ENA and the Virginia State Council and have held an elected or appointed office in ENA at the state level.

Section 3. Elections & Term

The Officers shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified and take office. The term of office for each Officer shall begin on the January 1 following his or her election. In order to provide for a smooth transition and orderly phase-in of the January 1 term for Directors and Officers, the Virginia State Council Board of Directors shall adopt a transition schedule delaying the election cycle (and thereby extending the terms of certain Directors and Officers) as necessary to complete the transition no later than February 1 following his or her election.

Section 4. Vacancies

Vacancies may be filled for the unexpired term of office or may remain vacant, by a majority vote of the State Council Board of Directors, with the following conditions:

- 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 if they so choose or the office may remain vacant.
- B. A vacancy in the office of President-Elect may be filled by a current member of the Virginia State Council Board of Directors or remain vacant as approved by a majority vote of the Virginia State Council Board of Directors. If the vacancy is filled with more than four months remaining in the term, then the President-Elect shall not automatically assume the office of the President for the subsequent term. If the vacancy is filled with fewer than four

months remaining in the term, 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 Virginia State Council 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 the President and President-Elect.
- D. If the office of Treasurer becomes vacant, the office of Treasurer may be filled by a current member of the Virginia State Council Board of Directors or remain vacant as approved by a majority vote by the entire State Council Board of Directors.
- E. A vacancy in the office of Secretary may be filled by a current member of the Virginia State Council Board of Directors

Section 5. Resignation and Removal

An Officer may resign in writing submitted to the Virginia State Council's President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to the Virginia State Council Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the Virginia State Council Board of Directors. An Officer who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Virginia State Council Board of Directors. Any Officer may be removed at any time with or without cause by a majority vote of the voting members present and voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting members is present, when in their judgement the best interest of the Virginia State Council or the National ENA would be served by such removal.

Section 6. Duties of Officers

- A. **President.** The President shall be the chief executive officer and shall in general supervise and control the affairs of the Virginia State Council. Except as otherwise provided by the Virginia State Council Board of Directors or the President, only the President may take official action, make public statements, or otherwise hold himself or herself out to the public as authorized to act on behalf of the Virginia State Council and all such actions must be approved, in advance, by the Virginia State Council Board of Directors. The President may sign, with the Secretary or any other proper officer of the Virginia State Council authorized by the Virginia State Council Board of Directors, any contracts, or other instruments which the Virginia State Council Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Virginia State Council Board of Directors or by these bylaws or by the statute to some other officer or agent of the Board of Directors; except as otherwise provided in these bylaws, shall appoint the chair of all committees and, in consultation with the chair, make all committee appointments as well as serve as a non-voting ex-officio member of all committees; and in general shall perform all duties incident to the office of President as delineated in the Virginia State Council Procedures, and such other duties as may be prescribed by the Virginia State Council Board of Directors.
- B. **President-Elect.** The President-Elect shall, in the absence of the President, preside at all meetings of the Virginia State Council's members and Board of Directors; and shall perform all duties incident to the office of President-Elect as delineated in the Virginia State Council Procedures; and shall serve as a non-voting ex-officio member of the Virginia State Council committees.
- C. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Virginia State Council Board of Directors and voting members; shall see that all notices

are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; and shall in general perform all the duties incident to the office of Secretary as delineated in the Virginia State Procedures and other such other duties as from time to time may be assigned by the President or by the Virginia State Council Board of Directors.

- D. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the Virginia State Council; shall receive and give receipts for monies due and payable to the Virginia State Council from any sources whatsoever, and shall deposit all such monies in the name of the Virginia State Council in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to National ENA, to the Virginia State Council Board of Directors at its regular meetings, and to the Virginia State Council membership at its meetings; and shall in general perform all the duties incident to the office of Treasurer as delineated in the Virginia State Council Procedures and such other duties as from time to time may be assigned by the President or by the Virginia State Council Board of Directors.
- E. **Treasurer-Elect (Optional Role).** The Treasurer-Elect shall be responsible for learning the roles and responsibilities of the Treasurer as delineated by the Virginia State Council Procedures.
- F. **Immediate Past President.** The President shall automatically succeed to the office of Immediate Past President at the end of his or her term in office as President. The Immediate Past President shall perform all duties as delineated in the Virginia State Council Procedures and such other duties as may be specified by the President or by the Virginia State Council Board of Directors.

ARTICLE VII

DELEGATES TO THE NATIONAL ENA GENERAL ASSEMBLY

Section 1. Delegate Ratios

The number and qualifications for delegates to the ENA's General Assembly shall be determined by the Bylaws of National ENA. All Delegates and Alternates must be Voting Members of VENA in good standing.

Section 2. Delegate Selection

The Virginia State Council Board of Directors shall use the point system for delegate selection to the ENA General Assembly. In the event of ties in points, ballots shall be drawn.

- A. The criteria for the delegate selection process are set by the Virginia State Council Board of Directors.

ARTICLE VIII COMMITTEES

Section 1. Committees

Committees shall be created by the Virginia State Council Board of Directors in sufficient numbers necessary to address the Virginia State Council objectives, professional practice, special interests, and programs. In accordance with ENA Procedures, the Virginia State Council must maintain the following core committees: (i) Membership; (ii) Government Affairs; (iii) Institute for Quality, Safety and Injury Prevention (IQSIP); (iv) Pediatric; (v) Trauma; (vi) Fundraising. Committee Chairs shall be appointed by the Virginia State Council President. Committee chairs must maintain active membership in the Virginia State Council for the

duration of their appointment by the President.

Section 2. Other Committees

Additional special committees may be appointed by the Virginia State Council Board of Directors, as circumstances warrant.

Section 3. Authority

All committees shall report to and be subject to the ultimate authority of the Virginia State Council Board of Directors, unless otherwise set forth in the resolution establishing such committee. Committees may be terminated or repurposed by a majority vote of the Virginia State Council Board of Directors. All committees shall have responsibilities assigned by the Virginia State Council Board of Directors as delineated in the Virginia State Council Procedures.

Section 4. Composition

The President shall appoint the Chairperson of all committees, subject to the approval of the Virginia State Council Board of Directors. The size of each committee shall be determined by the Virginia State Council Board of Directors. All Committee chair's must review, sign and submit a copy of the Virginia State Council Conflict of Interest Policy prior to accepting the position.

Section 5. Quorum and Manner of Acting

At all meetings of any 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 committee members present and voting at a meeting at which a quorum is present shall be required for any action.

Section 6. Vacancies & Removal

Vacancies in the membership of a committee shall be filled by appointments made in the same manner as the original appointments to that standing committee. Any member of a committee may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Virginia State Council or the National ENA would be served thereby.

Section 7. Policies and Procedures

The Virginia State Council Board of Directors (or its designee(s) shall develop and approve policies and procedures for the operation of all committees).

ARTICLE IX RELATIONSHIP WITH NATIONAL ENA

The Virginia State Council shall abide by the terms of its National ENA's bylaws, rules, regulations, and policies as may be adopted by the ENA National Board of Directors from time to time, which, among other things, set forth the relationship between ENA National and the Virginia State Council, the rights, responsibilities and obligations of the Virginia State Council and National ENA with respect to one another, the limitations and requirements governing the Virginia State Council's use of National ENA's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the State Council's affiliation with National ENA may be terminated and its charter revoked.

ARTICLE X BONDING

The Virginia State Council Board of Directors may provide for the bonding of such Officers and employees of the Virginia State Council as it may from time to time determine.

ARTICLE XI FINANCIAL MATTERS

Section 1. Books and Records

The Virginia State Council shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Voting Members, the Virginia State Council Board of Directors and any committees having the authority of the Virginia State Council Board of Directors. The Virginia State Council shall provide National ENA with copies of such books and records upon request.

Section 2. Fiscal Year

The Virginia State Councils fiscal year shall be determined by the National ENA Board of Directors.

Section 3. Annual Budget

A budget showing anticipated revenue and expenses will be adopted annually by the Virginia State Council Board of Directors.

Section 4. Financial Review

The Virginia State Council Board of Directors may, in its discretion, provide for an annual review or audit of the Virginia State Council's books and records by an independent accountant. Results of such review or audit, if any, will be reported by such accountant to the Virginia State Council Board of Directors, with copies provided to National ENA.

ARTICLE XII WAIVER OF NOTICE

Whenever any notice whatsoever is required to be given under the provisions of the applicable Law, or under the provisions of the Articles of Incorporation or bylaws of the Virginia State Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

ARTICLE XI BYLAW AMENDMENTS

Section 1. Amendment by Voting Members

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority ~~vote~~ at vote at any meeting of the members at which a quorum is present. Notwithstanding the foregoing, all proposed bylaw amendments shall be first submitted to National ENA and are subject to the prior written approval of ENA. Amendments not receiving the approval of National ENA shall be of no force or effect.

Section 2. Amendment by National ENA's Board of Directors

National ENA's Board of Directors (or its designee(s)) also shall have the authority to amend these bylaws from time to time in order to bring them into compliance with National ENA's policies and procedures without the approval of the Virginia State Council's voting members; provided, however, National ENA's Board of Directors (or its designee(s)) shall provide the Virginia State Council's voting members notice of any such amendments at least thirty (30)

days prior to the effective date of such amendments.

ARTICLE XIV INDEMNIFICATION

The Virginia Council shall indemnify all past and present officers, directors, committee members, and other authorized Virginia State Council representatives to the full extent permitted by applicable Law and shall be entitled to purchase insurance for such indemnification of officers and directors to the full extent as determined by the Virginia State Council Board of Directors. Notwithstanding the foregoing, such indemnification shall be limited to the extent of the insurance (i.e., Directors and Officers insurance and other further coverages as may be applicable) maintained by National ENA on behalf of the Virginia State Council.

ARTICLE XV ELECTRONIC COMMUNICATIONS

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 XVI DISSOLUTION

In the event of the dissolution of the Virginia State Council, the Virginia State Council Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Virginia State Council, transfer all remaining assets of the Virginia State Council to National ENA (except any assets held by the Virginia State Council upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) or, in the event National ENA previously has been dissolved, the Virginia State Council shall dispose of all the remaining assets of the Virginia State Council (except any assets held by the Virginia State Council upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Virginia State Council in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Virginia State Council Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Virginia State Council is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

