

BYLAWS OF THE PENNSYLVANIA ENA STATE COUNCIL

ARTICLE I NAME, PURPOSES, and RULES

Section 1. Name.

The name of this corporation shall be the Pennsylvania ENA State Council (hereafter known as the "*State Council*"), a PENNSYLVANIA not-for-profit corporation, incorporated in the Commonwealth of PENNSYLVANIA and chartered to function as an official organizational component of the Emergency Nurses Association.

Section 2. Purposes.

In addition to the purposes set forth in the State Council's articles of incorporation, the purposes for which the State Council is organized are educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (IRC), as amended, including but not limited to the advancement of emergency nursing through education and public awareness; and advancing and promoting the interests of the Emergency Nurses Association, an Illinois not-for-profit corporation ("ENA") within the geographic area covered by the State Council other appropriate purposes.

Section 3. Offices.

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

Section 4. Rules.

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

- (a) No part of the net earnings of the State Council shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the State Council 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 State Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the State Council 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 State Council shall not carry on any activity not permitted to be carried on by:
 - (1) 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
 - (2) 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).

ARTICLE II MEMBERSHIP

Section 1. ENA and State Council Dual Membership.

Each member of ENA in good standing that resides within the Commonwealth automatically shall be assigned membership in the State Council in accordance with ENA procedures. In addition, any ENA member in good standing outside of the Commonwealth may elect to become a member of the State Council upon written request to the ENA in accordance with its procedures, however, members may only belong to one (1) State Council. ENA members shall be placed in the State Council membership category that corresponds with their ENA membership category. State Council members must be ENA members in good standing.

Section 2. Membership Categories.

The membership of the State Council is composed of the following categories and such additional categories as may be established by ENA from time to time: Voting Members (which includes National, International, Senior and Military members) and Nonvoting Members (which includes Affiliate, Student and Honorary members). The criteria for membership are the same as those established by the ENA for each such membership category in its bylaws and policies.

Section 3. Member Rights & Obligations.

(a) Each member has the responsibility to support the purpose, mission, vision, values and objectives of ENA and the State Council.

(b) Voting members in good standing shall be entitled to hold elected office in the State Council; serve and participate in committees and task forces; vote in the State Council's elections and on all matters presented to the State Council's voting members; and attend the member meetings and social functions of the State Council. Each eligible voting member in good standing shall have one (1) vote in the State Council's elections and on all other matters presented to the voting members. All State Council members must abide by these bylaws, the ENA Bylaws, and such other rules, policies, procedures, and regulations as the ENA or State Council may from time to time adopt.

(c) Nonvoting members shall be entitled to serve and participate in the State Council's committees and task forces; and attend the member meetings and social functions of the State Council. Nonvoting members do not have the right to vote on any matter.

Section 4. Member Resignation.

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

Section 5. Member Suspension/Expulsion.

A State Council member may be censured, suspended, expelled for cause or otherwise disciplined by ENA 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 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 ENA Board of Directors.

Section 6. Automatic Termination.

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

Section 7. Member Reinstatement.

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

Section 8. No Property Rights.

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

ARTICLE III DUES, FEES AND ASSESSMENTS

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

ARTICLE IV MEMBERSHIP MEETINGS

Section 1. Annual Meeting.

An Annual Business meeting of the voting members of the State Council shall be held at such a time and place as shall be determined by the State Council Board of Directors.

Section 2. Special Meetings.

Special meetings of the voting members of the State Council may be called at the request of the President, a majority of the State Council Board of Directors, or at the written request of a minimum of 10% of the State Council voting members. The State Council Board of Directors shall determine time and place for holding special meetings.

Section 3. Education, Social and other Meetings and Functions.

- (a) The State Council will sponsor at least one (1) educational offering per year.
- (b) The State Council will conduct at least three (3) State Council General Assembly meetings a year, complying with the Commonwealth law to hold quarterly meetings throughout the year.

Section 4. Notice.

Notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not more than sixty (60) and not less than five (5) days prior to the date of such meeting.

Section 5. Quorum.

A quorum will be defined as a majority of the chapters represented with at least 3 members from the State Council Board of Directors. This shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 6. Manner of Acting.

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

Section 7. Rules of Order.

Generally accepted parliamentary authorities (Robert's Rules of Order) may instruct the State Council in all applicable situations insofar as they are not inconsistent with these bylaws, applicable law, or any rule or regulation of ENA or the State Council.

Section 8. Electronic Communications.

Member meetings may be held virtually, via telephone conference call, virtual computer platform, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

Section 9. Voting.

Voting by ballot, mail, e-mail or other electronic means on any matter before the voting members shall be permitted to the full extent allowed by law. A ballot, mail, e-mail or electronic vote may only be called by the State Council Board of Directors. In order for a mail, e-mail, or electronic vote to be valid:

- (a) The action must be approved by a majority of voting members casting votes.
- (b) The number of voting members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting.

Section 10. Minutes.

The State Council will maintain minutes of all meetings of the voting members and provide copies of those minutes to ENA upon request.

ARTICLE V

STATE COUNCIL BOARD OF DIRECTORS

Section 1. Authority and Responsibility.

The affairs of the State Council shall be managed by the State Council Board of Directors, which shall have supervision, control, and direction of the affairs of the State Council; shall determine the policies or changes therein within the limits of these bylaws; and shall actively promote its purposes and have discretion in the disbursement of its funds. The State Council Board of Directors 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 State Council Board of Directors shall be comprised of the President, President-Elect, Secretary, Treasurer, Immediate Past President and two (2) Members-at-Large.

Section 3. Qualifications.

All directors must be an active ENA member in good standing in both ENA and the State Council .

Section 4. Term.

PA ENA Board of Director Officers will serve the following terms: President one (1) year; President-Elect one (1) year; Immediate Past President one (1) year; Secretary two (2) years; Treasurer two (2) years; Directors two (2) years.

Section 5. Elections.

The voting members shall elect the Officers and Directors accordance with such procedures as shall be established by ENA and the State Council Board of Directors.

Section 6. Regular Meetings.

The State Council Board of Directors may take action to set the time, date, and place for the holding of a regular annual meeting of the State Council Board of Directors and such additional regular meetings of the 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 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 State Council Board of Directors. The special meeting must be scheduled within one (1) month from the time the request is received. Notice of any special meeting of the State Council Board of Directors shall state the place, day and hour of the meeting. Members shall be notified of the special meeting via e-mail at least ten (10) days prior to the date of such meeting. Any notice sent by electronic transmission shall be deemed to have been given when transmitted.

Section 8. Meeting by Conference Call.

Any action to be taken at a meeting of the State Council Board of Directors 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. Any notice sent by electronic transmission shall be deemed to have been given when transmitted.

Section 9. Waiver of Notice.

Notice of a State Council Board of Directors meeting need not 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 the 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 business because the meeting is not lawfully called or convened.

Section 10. Quorum.

A majority of the State Council Board of Directors, including the presence of either of the President or President-Elect, shall constitute a quorum.

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

Section 13. Minutes.

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

Section 14. Resignation and Removal.

A Director may resign in writing submitted to the State Council 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 State Council Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the 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 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 electronically, at any regular or special meeting at which a quorum of the voting members is present, when in their judgment the best interest of the ENA or State Council would be served by such removal.

Section 15. Vacancies.

The State Council Board of Directors shall take action to fill any vacancy on the 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 Officers of the State Council shall receive salaries or other compensation for their services as Directors, but the State Council Board of Directors may, by resolution, authorize the reimbursement of expenses of attendance of Directors for each regular and special meeting of the State Council Board of Directors; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the State Council in any other capacity and receiving reasonable compensation therefor. The State Council may not make loans to Directors.

ARTICLE VI STATE COUNCIL OFFICERS

Section 1. Officers.

The Officers of the State Council shall be a President, President-Elect, Secretary, Treasurer, , Immediate Past President and two (2) Directors. (collectively, the “Officers”).

Section 2. Qualifications.

Officers must be active members in good standing in both ENA and the State Council.

Section 3. Elections & Term.

The Voting Members shall elect the Officers in accordance with such procedures as shall be established by the State Council Board of Directors.

- (a) At the end of the President’s term, the President-Elect automatically will succeed to the office of President. At the end of the President’s term, the President automatically will succeed to the office of Immediate Past President.
- (b) Officers shall serve either a one (1) or two (2) year term, depending on the office. This is determined by the State Council Bylaws and Standard Operating Procedures.
- (c) The term of office for each Officer shall begin on the January 1 following the election.

Section 4. Vacancies.

If the office of President becomes vacant, the President-Elect automatically will succeed to the office of President. Vacancies in any other office shall be filled by the State Council Board of Directors through a special election scheduled by the State Council Board of Directors.

Section 5. Resignation and Removal.

An officer may resign in writing submitted to the 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 State Council Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the State Council Board of Directors. An officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled by the State Council Board of Directors.

Section 6. Duties of Officers.

(a) President. The President shall be the chief executive officer, in general: supervise and control the affairs of the State Council. Except as otherwise provided by the State Council Board of Directors, only the President may take official action, make public statements, or otherwise hold himself/herself out to the public as authorized to act on behalf of the State Council and all such actions must be approved, in advance by the State Council Board of Directors. The President may sign, with the Secretary or any other proper officer of the State Council authorized by the State Council Board of Directors, any contracts, or other instruments which the 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 State Council Board of Directors or by these bylaws or by the statute to some other officer or agent of the State Council. The President shall preside at all at all meetings of the State Council's members and 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; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the State Council Board of Directors. The President succeeds to the office of Immediate Past President at the end of his/her one (1) year term as President.

(b) President-Elect. The President-Elect shall, in the absence of the President, preside at all meeting of the State Council's members and Board of Directors; shall automatically succeed to the office of President at the end of the presiding President's term; and shall perform all duties incident to the office of President-Elect and such other duties as may be prescribed by the President or by the State Council Board of Directors. The office of President-Elect is a one (1) year term.

(c) Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the 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 and such other duties as from time to time may be assigned by the President or by the State Council Board of Directors. The office of Secretary is a two (2) year term.

(d) Treasurer. The Treasurer shall be responsible for all funds and securities of the State Council; shall receive and give receipts for monies due and payable to the State Council from any sources whatsoever, and shall deposit all such monies in the name of the 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 the ENA, to the State Council Board of Directors at its regular meetings, and to the State Council membership at its Annual Meeting; and shall in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the State Council Board of Directors. The office of Treasurer is a two (2) year term.

(f) Directors. The State Council will have a total of two (2) directors. The directors will be elected by the membership to serve on the State Council Board of Directors for alternating two (2) year terms.

- (1) Serves as a collective representative of the council membership,
- (2) Voting member at State Council General Assembly Meetings, and
- (3) Performs any duties as assigned by the President.

(g) Immediate Past President. The Immediate Past President shall perform all duties incident to the office of Immediate Past President and such other duties as may be specified by the President or by the State Council Board of Directors, serving for one (1) year.

ARTICLE VII

STATE COUNCIL GENERAL ASSEMBLY

Section 1. Composition.

The State Council General Assembly shall be composed of delegates from the State Council's Local Chapters.

- (a) All Delegates must be voting members of both the State Council and ENA in good standing.
- (b) The State Council General Assembly shall be composed of voting delegates comprised of two chapter members from each of the six (6) chapters, State Council Board of Director Officers, and each Committee Chairperson.
- (c) Non-voting delegates shall be composed of one (1) alternate delegate from each local chapter, as well as ENA members in good standing.

Section 2. Authority.

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

Section 3. Quorum.

A quorum will be defined as a representative from the majority of each of its chapters and the presence of the President or President Elect with at least three (3) members from the State Council Board of Directors. This shall constitute a quorum for the transaction of business at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 4. Meeting.

The State Council will hold one (1) Annual meeting and three (3) State Council General Assembly meetings throughout the year, for a total of four (4) quarterly meetings per year.

ARTICLE VIII COMMITTEES

Section 1. Committees.

(a) *Committees with Authority of the State Council Board of Directors.* The State Council Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one (1) or more standing committees. The designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the State Council Board of Directors or any individual Director of any responsibility imposed upon them by Law.

(b) In accordance with ENA Procedures, the State Council shall maintain the following core committees:

- (1) Membership
- (2) Government Affairs
- (3) Institute for Quality, Safety, and Injury Prevention (IQSIP)
- (4) Pediatric
- (5) Trauma
- (6) Fundraising

(c) *Other Committees.* The State Council Board of Directors may establish such other committees not having the authority of the State Council Board of Directors as it deems necessary or prudent in the exercise of its authority and responsibility as set forth in these bylaws. All committees will be listed and defined in the State Council Standard Operating Procedures (SOP).

Section 2. Authority.

The action establishing a committee shall set forth the committee's purpose, authority, and composition, and the qualifications required for membership on the committee. All committees shall report to and be subject to the ultimate authority of the State Council Board of Directors, unless otherwise set forth in the resolution establishing such committee.

Section 3. Composition.

In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chairperson and members of all committees, subject to the approval of the State Council Board of Directors.

Section 4. 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 5. Vacancies & Removal.

Unless otherwise provided in the resolution establishing a committee, 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. Unless otherwise provided in the resolution establishing a 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 State Council or ENA would be served thereby.

Section 6. Policies and Procedures.

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

ARTICLE IX LOCAL CHAPTERS

Section 1. Local Chapters.

The State Council maintains a three-tier structure as outlined in the ENA Bylaws.

- (1) Local chapters are considered an integral component of the State Council.
- (2) Local chapter representation at the State Council Annual Meeting and State Council General Assembly Meetings and/or activities is required.
- (3) Local chapters must adhere to the State Council's bylaws and policies and provide regular reports of activities and chapter finances to the State Council.

The State Council Board of Directors may authorize the establishment of local chapters and shall determine the name, boundaries, eligibility requirements and policies and procedures governing their operations (subject to the prior written approval of the ENA Board of Directors and such rules and policies as may be adopted by the ENA Board of Directors from time to time including, without limitation, the ENA Procedures). The State Council Board of Directors is responsible for overseeing and managing the activities of its local chapters and has the right to disband or dissolve any local chapter it creates as set forth below. Each local chapter within the Commonwealth of Pennsylvania is incorporated into the State Council.

Section 2. Application for Recognition as a Local Chapter.

- (a) A local chapter may be formed by completing an ENA Petition for Charter. The Petition must have the signatures of at least 15 ENA members who reside or work in the proposed chapter.
- (b) The State Council Board of Directors, or its designee(s), shall outline procedures to facilitate the consideration of applicants seeking to be organized as a local chapter based on the criteria set forth in these bylaws, the ENA Policies and Procedures for ENA State Council Compliance and Operations and such other policies or guidelines as the State Council Board of Directors may prescribe.
- (c) The State Council Board of Directors shall review the Petition for Charter of all applicants and determine, if applicants meet the qualifications necessary for recognition as a Local Chapter.
- (d) After a local chapter is approved by the State Council General Assembly, the completed petition will be submitted to ENA by the State Council President.

Section 3. Operation.

- (a) Local chapters may not be separately incorporated (except as otherwise provided in the ENA Procedures) and shall operate and function as committees or special interest groups of the State Council.
- (b) All local chapters report to and are subject to the ultimate authority of the State Council Board of Directors.
- (c) The State Council Board of Directors shall approve policies and procedures for the operation of all local chapters.

(d) Chapters that fall below 15 ENA members will be provided a 90-day grace period to comply with the requirement.

(e) The State Council Board of Directors has the right to disband or dissolve local chapters according to due process procedures established by the State Council Board of Directors. Upon dissolution of a local chapter, the local chapter immediately shall remit any funds in its control or possession to the State Council and any funds or assets held by the State Council for the benefit of the local chapter shall be forfeited and used by the State Council for its general purposes. Chapter Dissolution shall occur according to the Standard Operating Procedures of the State Council in accordance with the Emergency Nurses Association Policies and Procedures for ENA State Council Compliance and Operations.

ARTICLE X RELATIONSHIP WITH ENA

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

ARTICLE XII CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts.

The State Council Board of Directors may authorize any Officer or Officers, agent or agents of the State Council, 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 State Council and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, Etc.

All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the State Council shall be signed by such Officer or Officers, agent or agents of the State Council and in such manner as shall from time to time be determined by resolution of the State Council Board of Directors. In the absence of such determination by the State Council Board of Directors, such instruments shall be signed by the State Council President and countersigned by the State Council Treasurer.

Section 3. Deposits.

All funds of the State Council shall be deposited from time to time to the credit of the State Council in such banks, trust companies, or other depositories as the State Council Board of Directors may select.

Section 4. Bonding.

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

ARTICLE XIII FINANCIAL MATTERS

Section 1. Books and Records.

The State Council shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its voting members, the State Council Board of Directors and any committees having the authority of the State Council Board of Directors. The State Council shall provide ENA with copies of such books and records upon request.

Section 2. Fiscal Year.

The State Council's fiscal year shall be determined by the ENA Board of Directors.

Section 3. Annual Budget.

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

Section 4. Financial Review.

The State Council Board of Directors may, in its discretion, provide for an annual review or audit of the 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 State Council Board of Directors, with copies provided to ENA.

ARTICLE XIV 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 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 XV BYLAW AMENDMENTS

Section 1. Amendment by Voting Members of General Assembly.

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

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

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 ENA's policies and procedures without the approval of the State Council's voting members; provided, however, ENA's Board of Directors (or its designee(s)) shall provide the State Council's voting members notice of any such amendments at least thirty (30) days prior to the effective date of such amendments.

ARTICLE XVI INDEMNIFICATION

The State Council shall indemnify all past and present officers, directors, committee members, and other authorized 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 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 ENA on behalf of the State Council.

ARTICLE XVII ELECTRONIC COMMUNICATIONS

Unless otherwise prohibited by Law,

- (a) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and
- (b) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

ARTICLE XVIII DISSOLUTION

In the event of the dissolution of the State Council, the State Council Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the State Council, transfer all remaining assets of the State Council to ENA (except any assets held by the 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 ENA previously has been dissolved, the State Council shall dispose of all of the remaining assets of the State Council (except any assets held by the 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 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 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 State Council (except any assets held by the 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 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 the principal office of the 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.

Date of Original: May 2002

Revision: June 2006, September 2014

Reviewed: August 2016

Revision: March 2017, August 2019, August 2021, August 2022, September 2023