

BYLAWS OF THE



Tarrant County Chapter

Approved: _____

Date: _____

ARTICLE I
TITLE, PURPOSES AND TERRITORY

Section 1. Name. The name of this corporation shall be the Tarrant County Chapter of the Emergency Nurses Association Inc., a Texas not-for-profit corporation d/b/a, the Tarrant County Emergency Nurses Association.

For the purposes of this document the Tarrant County Emergency Nurses Association will be referred to as the TCENA.

Definition: TCENA – The term “TCENA” refers to the not-for-profit corporation that represents all ENA members who are assigned to the Tarrant County Chapter of the Emergency Nurses Association

The TCENA is a legal entity (e.g., the not-for-profit corporation) formed in the state to represent National ENA members who are assigned to the Tarrant County Chapter of the Texas Emergency Nurses Association.

Section 2. Purposes. In addition to the purposes set forth in the TCENA's articles of incorporation, the purposes for which the TCENA is organized are (i) educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the advancement of emergency nursing through education and public awareness; and (ii) advancing and promoting the interests of the Emergency Nurses Association, an Illinois not-for-profit corporation (“National ENA”) within the geographic area covered by the TCENA (“Territory”).

Section 3. Offices. The TCENA shall have and continuously maintain in Texas a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without Texas as the TCENA Board of Directors (**BOD**) may determine.

Section 4. Rules. The following rules shall conclusively bind the TCENA and all persons acting for or on behalf of it:

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

- a. 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
- b. 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. National ENA / Texas State Council / TCENA Membership. Each member of the National ENA in good standing that is licensed or resides within the Territory automatically shall be assigned membership in the Texas Emergency Nurses Association and TCENA in accordance with National ENA procedures. In addition, any National ENA member in good standing outside of the Territory may elect to become a member of the TCENA upon request to the National ENA in accordance with its procedures, however, members may only belong to one Texas State ENA chapter.

National ENA members shall be placed in the TCENA membership category that corresponds with their National ENA membership category. TCENA members must be National ENA members in good standing.

Section 2. Membership Categories. The membership of the TCENA is composed of the following categories and such additional categories as may be established by National 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 National ENA for each such membership category in its bylaws and policies.

Section 3. Member Rights & Obligations.

1. Each member has the responsibility to support the purpose, mission, vision, values and objectives of National ENA and the TCENA.
2. Voting Members shall be entitled to hold elected office in the TCENA; serve and participate in committees and task forces; vote on all matters presented to the TCENA 'sVoting Members; and attend the member meetings and social functions of the TCENA. Each eligible Voting Member in good standing shall have one (1) vote on all other matters presented to the Voting Members. All TCENA members must abide by these bylaws, the National ENA Bylaws, and

such other rules, policies, procedures and regulations as the National ENA or the Texas Emergency Nurses Association or TCENA may from time to time adopt.

3. Nonvoting Members shall be entitled to serve and participate in the TCENA's committees and task forces; and attend the member meetings and social functions of the TCENA. Nonvoting Members do not have the right to vote on any matter.

Section 4. Member Resignation. Any member may resign by submitting notice to the National ENA administrative office in writing. Members who resign from the National ENA will no longer be a member of the TCENA. 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 TCENA member may be censured, suspended, expelled for cause or otherwise disciplined by ENA National 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 National. Such disciplinary actions shall be conducted in accordance with such additional procedures as may be established by the ENA National Board of Directors.

Section 6. Automatic Termination. Membership in the TCENA automatically shall be terminated whenever a TCENA's member's membership in the National ENA is terminated. In addition, the membership of any TCENA member who is in default of payment of National 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 TCENA or the National ENA, shall be terminated automatically, unless such termination is delayed by the National ENA Board of Directors.

Section 7. Member Reinstatement. TCENA members may request reinstatement in accordance with National ENA's bylaws, policies and procedures.

Section 8. No Property Rights. TCENA membership is a privilege and not a property right. No member has an ownership or property right or interest in the TCENA's funds, property or other assets.

ARTICLE III

DUES, FEES AND ASSESSMENTS

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

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Meetings - TCENA. The TCENA shall conduct at least four business meetings per year and these meetings shall be held at such time and place as determined by the TCENA President or Board of Directors (BOD).

Section 2. Special Meetings. Special meetings of the TCENA may be called at the request of the President, a majority of the TCENA Board of Directors, or at the written request of a majority of the TCENA's voting members. The time and place for holding special meetings shall be determined by the TCENA Board of Directors.

Section 3. Education, Social and other Meetings and Functions. The TCENA shall hold such educational, social and other meetings and functions as may be determined by the TCENA Board of Directors.

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 less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law.

Section 5. Quorum. A quorum shall consist of a majority of the sum of the Board of Directors, 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 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 (such as Robert's Rules of Order) may instruct the TCENA in all applicable situations insofar as they are not inconsistent with these bylaws, applicable law, or any rule or regulation of National ENA, the Texas State Council, or the TCENA

Section 8. Electronic Communications. Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology

available which would permit all participants to simultaneously communicate and effectively participate.

Section 9. Voting. Voting on any matter before the voting members shall be permitted to the full extent allowed by Texas law (e.g., the not-for-profit corporation act or similar law governing the operation of not-for-profit corporations in the TCENA's state of incorporation) ("Law"). A vote may only be called by the TCENA Board of Directors.

Section 10. Minutes. The TCENA will maintain minutes of all meetings of the Voting Members and provide copies of those minutes to National ENA upon request.

ARTICLE V

TEXAS STATE COUNCIL BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the TCENA shall be managed by the TCENA Board of Directors (BOD), which shall have supervision, control, and direction of the affairs of the TCENA; 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 BOD 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 of the TCENA Board of Directors

1. President
2. President-elect
3. Secretary
4. Secretary-elect (every other year)
5. Treasurer
6. Treasurer-elect (every other year)
7. Immediate past president

Section 3. Qualifications. The Board of Directors must be Voting Members in good standing in both National ENA and the TCENA and must meet the qualification criteria as defined in the TCENA policy titled *Candidate Qualification for Tarrant County ENA Board of Directors*.

Section 4: Terms of Offices – The President, President-Elect, Immediate Past President, Secretary-Elect, and Treasurer-Elect shall serve a one (1) year term in office.

The Secretary and Treasurer shall serve two (2) year terms in office, with the second year serving as a mentor to the Secretary-Elect or Treasurer-Elect.

The President-Elect will ascend to the office of President in the year following the term of the President-Elect. The term of office for other members of the TCENA Board of Directors shall begin on January 1 and end December 31 in the year following the TCENA election.

Section 5. Elections. The TCENA shall elect the Officers and Directors for the position of President-Elect, and Secretary-Elect (even years) or Treasurer-Elect (odd years), at the last business meeting of the year in accordance with such procedures as shall be established by the BOD and National ENA.

Section 6. Regular Meetings. The TCENA Board of Directors shall take action to set the time, date, and place for a minimum of four (4) BOD Business Meetings per year.

Section 7. Special Meetings. Special meetings of the BOD may be called by, or at the request of the president or at least three (3) members of the BOD. At least five-days notice shall be given unless all board members waive notice.

A majority of the members of the BOD in office shall constitute a quorum.

Section 8. Meeting by Conference Call or other Remote Communications Technology.

1. Between the regular meetings of the TCENA Board of Directors and chapter meetings, the president may submit urgent matters to the Board. Any action to be taken at a meeting of the BOD or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of any meeting to be held by remote technology (whether regular or special) will be delivered a minimum of twenty-four (24) hours prior to the meeting.
2. 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:

- a. Each person entitled to participate in the meeting consents or does not dissent to the meeting being held by means of that system; and
- b. 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: Business organizations Code, chapter 22, section 22.002)

Section 9. Waiver of Notice. Notice of a TCENA Board of Directors meeting need not be given to a Board member who signs a waiver of notice either before or after the meeting. Meeting attendance by a Board member 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 Board member 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 TCENA Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the BOD; provided that when less than a quorum is present at said meeting, a majority of the Texas State Council Board of Directors members present may adjourn the meeting to another time without further notice.

Section 11. Manner of Acting. The act of a majority of TCENA Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the BOD, 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 TCENA Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by all of the members of the BOD entitled to vote with respect to the subject matter thereof.

Section 13. Minutes. The TCENA shall maintain minutes of meetings of the BOD and provide copies of those minutes to National ENA upon request.

Section 14. Resignation and Removal. A member of the BOD may resign in writing submitted to the TCENA 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 BOD. A resignation will be effective on the acceptance date of the resignation as determined by the BOD.

A member of the BOD may be removed at any time with or without cause; when in the judgment of the voting members of the BOD, removal is in the best interest of the TCENA or the National ENA. The removal of such member shall require a vote in favor of removal by at least 2/3 of the current members of the BOD.

Section 15: Vacancies.

1. If the office of president becomes vacant, the president-elect:
 - a. Shall succeed to the office of president for the unexpired term, and
 - b. Shall subsequently serve the one (1) year term of office of president to which elected.
2. Vacancies in any other offices will be filled by the TCENA BOD in accordance with the Vacancy Policy of the Texas Emergency Nurses Association.

Section 16. Compensation and Loans. Neither members of the Board of Directors nor Officers of the TCENA shall receive salaries or other compensation for their services on the BOD, but the TCENA Board of Directors may, by resolution, authorize the reimbursement of allowable expenses. The Texas State Council may not make loans to members of the BOD.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the TCENA shall be the President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, and Immediate Past President.

The Qualifications, Elections & Term, Vacancies, Resignation and Removal are described in Article V.

Section 2. Duties of Officers.

1. **President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the TCENA. Except as otherwise provided by the TCENA Board of Directors or the President, only the President may take official action, make public statements, or otherwise hold themselves out to the public as authorized to act on behalf of the TCENA and all such actions must be approved, in advance, by the TCENA Board of Directors. The President may sign, with the Secretary or any other proper officer of the TCENA authorized by the TCENA Board of Directors, any contracts, or other instruments which the TCENA Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the TCENA Board of Directors or by these bylaws or by the statute to some other officer or agent of the TCENA. The President shall preside at all meetings of the TCENA'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 TCENA Board of Directors. The President shall automatically succeed to the office of Immediate Past President at the end of the term in office as President.
2. **President-Elect.** The President Elect shall perform any duties assigned by the President, succeed to the office of President at the expiration of the President's term or in the event the position of President becomes vacant, the President-Elect becomes the President. In addition, the President-Elect will exercise all responsibilities and privileges as an officer of the TCENA, select Committee Chairs and Chair elects that will become vacant during their presidential year, liaison with assigned chapter members and serve as an active member of the Bylaws & Policies Committee.
 3. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the TCENA Board of Directors and TCENA chapter business meetings; 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 TCENA Board of Directors.
 4. **Secretary-Elect.** The Secretary-Elect will learn the job responsibilities of the office of Secretary and assist the Secretary with any delegated secretary tasks.
 5. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the TCENA; shall receive and give receipts for monies due and payable to the TCENA from any sources whatsoever, and shall deposit all such monies in the name of the TCENA 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 National ENA, the Texas Emergency Nurses Association Board of Directors, and the TCENA Board of Directors and TCENA members at the regularly scheduled business meetings; 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 TCENA Board of Directors.
 6. **Treasurer-Elect.** The Treasurer-Elect will learn the job responsibilities of the office of Treasurer and assist the Treasurer with any delegated treasurer tasks.
 7. **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 TCENA Board of Directors. The Immediate Past President also serves to seek out candidates for officer positions for election of officers to serve on the Board for the next year.

ARTICLE VII TEXAS GENERAL ASSEMBLY

Section 1. Composition. The Texas Emergency Nurses Association General Assembly meets quarterly and is composed of delegates from the Texas State Council's Local Chapters, the Texas State Council Board of Directors, and Past Texas State Presidents. The TCENA president may send two (2) TCENA voting delegates to each Texas Emergency Nurses Association General Assembly meeting.

ARTICLE VIII COMMITTEES

Section 1. Committees. In accordance with ENA Procedures, the TCENA must maintain at a minimum the following core committees:

- a. Membership
- b. Government Affairs
- c. Quality, Safety, and injury prevention (QSIP)
- d. Pediatric Committee
- e. Trauma Committee
- f. Fundraising Committee
- g. Bylaws, Policy & Procedures Committee

1. **Other Committees with the Authority of the TCENA Board of Directors.** The President may designate one or more additional Committees and appoint Committee Chairs as adopted by a majority of the BOD. The designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the TCENA Board of Directors or any individual member of the BOD of any responsibility imposed upon them by law.

2. **Other Committees.** The President may establish such other committees not having the authority of the TCENA Board of Directors as deemed necessary or prudent in the exercise of their authority and responsibility as set forth in these bylaws.

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 TCENA 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 TCENA Board of Directors.

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 TCENA Board of Directors. The president shall serve as a nonvoting ex-officio member of each committee.

Section 4. Quorum and Manner of Acting. At all meetings of any committee, a majority of the members present 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 TCENA, the Texas Emergency Nurses Association, or the National ENA would be served thereby.

Section 6. Policies and Procedures. The TCENA Committees will follow Texas State Council Board of Directors approved policies and procedures for the operation of all committees where applicable.

ARTICLE IX LOCAL CHAPTERS

Section 1. Local Chapters. TCENA as an established local chapter will be an integral part of the Texas State Council. The Texas 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 National ENA Board of Directors and such rules and policies as may be adopted by the National ENA Board of Directors from time to time including, without limitation, the ENA Procedures). The Texas 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.

Chapters within the State of Texas are chartered affiliates of the Emergency Nurses Association.

Section 2. Recognition as a Local Chapter. The TCENA will meet the qualifications and requirements necessary for ongoing recognition as a Local Chapter.

Section 3. Operation.

1. TCENA is a separate 501(c)3 not-for-profit corporation incorporated in the State of Texas.
2. TCENA will report to and are subject to the ultimate authority of the Texas State Council Board of Directors
3. The TCENA Board of Directors shall comply with the relevant policies and procedures approved by the Texas State Council Board of Directors.
4. The Texas State Council Board of Directors has the right to disband or dissolve Local Chapters according to due process procedures established by the Texas 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 Texas State Council and any funds held by the Texas State Council for the benefit of the Local Chapter shall be forfeited and used by the Texas State Council for its general purposes.

ARTICLE X

RELATIONSHIP WITH NATIONAL ENA

The TCENA shall abide by the terms of the 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, the Texas State Council, and the TCENA, the rights, responsibilities and obligations of the TCENA, the Texas State Council, and ENA National with respect to one another, the limitations and requirements governing the TCENA's use of ENA National's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the TCENA's affiliation with National ENA may be terminated and its charter revoked.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The TCENA Board of Directors may authorize any Officer or Officers, agent or agents of the TCENA, 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 TCENA 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 TCENA shall

be signed by such Officer or Officers, agent or agents of the TCENA and in such manner as shall from time to time be determined by resolution of the TCENA Board of Directors. In the absence of such determination by the TCENA Board of Directors, such instruments shall be signed by the President and countersigned by the Treasurer.

Section 3. Deposits. All funds of the TCENA shall be deposited from time to time to the credit of the TCENA in such banks, trust companies, or other depositories as the TCENA Board of Directors may select.

Section 4. Bonding. The TCENA Board of Directors may provide for the bonding of such Officers and employees of the TCENA as it may from time to time determine.

ARTICLE XII FINANCIAL MATTERS

Section 1. Books and Records. The TCENA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Voting Members, the TCENA Board of Directors and any committees having the authority of the TCENA Board of Directors. The TCENA shall provide National ENA and the Texas State Council with copies of such books and records upon request.

Section 2. Fiscal Year. The TCENA 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 TCENA Board of Directors.

Section 4. Financial Review. The TCENA Board of Directors may, in its discretion, provide for an annual review or audit of the TCENA's books and records by an independent accountant. Results of such review or audit, if any, will be reported by such accountant to the TCENA Board of Directors, with copies provided to National ENA and the Texas State Council Board of Directors.

ARTICLE XIII 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 TCENA, 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 XIV BYLAW AMENDMENTS

Section 1. Amendment by Voting Members. These bylaws may be altered amended or repealed and new bylaws may be adopted by a two-thirds vote of the voting members of the TCENA voting in person 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.

1. Submission.

- a. Amendments to these bylaws shall be submitted to the TCENA Board of Directors and TCENA members at any meeting of the members at which a quorum is present for approval.
- b. Amendments to these bylaws may be proposed by the TCENA Board of Directors, Texas State Council, or chapter members with the signatures of five (5) active Association TCENA members.

2. Publication. Amendments which are in accordance with SOP and the association's mission, vision and values, as well as Federal and State Laws, will be submitted to the membership at least thirty (30) days prior to the TCENA next business meeting, where the bylaw change will be considered for a vote. Any amendment shall be published by direct mail or electronic distribution to the Texas ENA members.

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 TCENA voting members; provided, however, National ENA's Board of Directors (or its designee(s)) shall provide the TCENA voting members notice of any such amendments at least thirty (30) days prior to the effective date of such amendments.

Any amendment to the National Emergency Nurse Association bylaws and procedures having application to these bylaws shall take precedence over any TCENA bylaw provisions and/or procedures and the amendment thereto shall automatically take effect.

ARTICLE XV INDEMNIFICATION

The TCENA may opt to indemnify officers, directors, committee members, and other authorized TCENA 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 TCENA 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 Texas State Council and/or the TCENA.

ARTICLE XVI 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.

The TCENA shall communicate with members on chapter updates, meetings, and announcements. The communications may be created digitally and distributed electronically.

ARTICLE XVII DISSOLUTION

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

DRAFT