

**BYLAWS OF
COLORADO ENA STATE COUNCIL
Amended and Approved – 3/27/2025**

**ARTICLE I
NAME**

Section 1. Name

The name of this corporation shall be the Emergency Nurses Association Colorado State Council, d/b/a the Colorado ENA State Council and the Colorado Emergency Nurses Association (COENA).

Section 2. Offices

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

**ARTICLE II
OBJECTIVE**

Section 1. Purpose

In addition to the purposes set forth in the State Council's articles of incorporation, the purposes for which the State Council is organized:

- A. are 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
- B. advancing and promoting the interests of the Emergency Nurses Association (ENA), an Illinois not-for-profit corporation ("National ENA") within the geographic area covered by the State Council ("Territory") and other appropriate purposes.

Section 2. Mission

To promote and to implement the philosophy and mission of ENA at the state level, advocating for patient safety and excellence in emergency nursing practice.

Section 3. 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 of 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 by:

- i. a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law); or
- ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III CHARTER

A formal charter certificate is issued by National ENA allowing the Colorado ENA State Council to function as an affiliate of ENA at the State level.

Failure of the Colorado State Council to adhere to the Bylaws and Procedures established by National ENA shall be cause for suspension or revocation of charter. Such suspension or revocation shall be in accord with procedures established by the National ENA.

ARTICLE IV MEMBERSHIP

Section 1. National ENA / State Council Dual 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 State Council in accordance with National ENA Policy and Procedures.

In addition, any National ENA member in good standing outside of the territory may elect to become a member of the State Council upon written request to the National ENA in accordance with its policies and procedures, however, members may only belong to one State Council. National ENA members shall be placed in the State Council membership category that corresponds with their National ENA membership category. State Council members must be National ENA members in good standing.

Section 2. Automatic Termination

Membership in the State Council automatically shall be terminated whenever a State Council member's membership in the National ENA is terminated. In addition, the membership of any State Council 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 State Council or the National ENA, shall be terminated automatically, unless such termination is delayed by the National ENA Board of Directors.

Section 3. Member Resignation

Any member may resign by submitting notice to the National 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 4. 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.

Section 5. Membership Categories

The membership of the State Council is composed of the following categories and such additional categories as may be established by National ENA from time to time:

- A. Voting members (which includes only licensed, or the equivalent thereto) professional registered nurses; and
- B. Nonvoting 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 6. Member Rights and Obligations

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

- A. Voting Members 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.
 - i. 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 National ENA Bylaws, and such other rules, policies, procedures and regulations as the National ENA or the State Council may from time to time adopt.
- B. Nonvoting members (which includes any individual who shares interest in and supports the purpose, mission, and objectives of ENA, but does not otherwise meet the criteria for voting membership) 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 7. Colorado ENA State Council Member Benefits

In order to participate in any Colorado ENA State Council benefit, National ENA voting members must be affiliated with Colorado ENA State Council prior to any application for said benefit.

Section 8. Member Suspension/Expulsion

A State Council 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 National ENA. Such disciplinary actions shall be conducted in accordance with such additional procedures as

may be established by the National ENA Board of Directors.

Section 9. Member Reinstatement

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

ARTICLE V 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 National ENA Board of Directors, and such dues shall be submitted to National ENA in accordance with National ENA's policies and procedures.

ARTICLE VI MEMBER MEETINGS

Section 1. Member and Annual Meetings

The Colorado ENA State Council shall meet at least twice annually. Meetings will be held at such time and place as shall be determined by the State Council Board of Directors.

- A. An annual business meeting of the voting members of the State Council shall be held once annually. The Annual Meeting shall be for the purpose of electing officers, receiving reports from officers and committees, and for any other business that may arise.
- B. The State Council shall conduct at least one (1) educational meeting per year.

Section 2. Special Meetings

- A. Special meetings of the voting members of the State Council may be called at the request of the President, or any three (3) members of the Board of Directors, or at the written request of fifty (50) of Colorado ENA State Council's voting members.
- B. Notice of any special meeting of the voting members shall state the time, date, place, and purpose of the meeting, and shall be delivered not more than sixty (60) and not less than thirty (30) days prior to the date of such meeting.
- C. Manner of acting:
 - i. The lesser of five percent (5%) of Colorado ENA State Council's eligible voting members; or fifty (50) eligible voting members shall constitute a quorum for the transaction of business at any special 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.
 - ii. The act of a majority of the voting members present (in person or by proxy) at a duly called meeting at which a quorum is present shall be the act of the voting members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

- 205
206 iii. Voting by mail or electronic means shall be permitted to the full extent permitted by and
207 subject to the requirements of Colorado Revised Statutes 7-127-109, for any item of
208 business properly coming before the voting members. A mail or electronic vote of the
209 voting members may be called by the Board of Directors.
210

211 **Section 3. Meeting by Conference Call**
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213 Any action to be taken at a meeting of the members may be taken using a conference telephone or
214 other communications equipment by means of which all persons participating in the meeting can
215 communicate with each other. Participation in such a meeting shall constitute presence in person at the
216 meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these
217 bylaws.
218

219 **Section 4. Electronic Communications**
220

221 Member meetings may be held via telephone conference call, similar form of telecommunications, or
222 any technology available which would permit all participants to simultaneously hear and effectively
223 participate. A member participating in a meeting by this means is deemed to be present in person at the
224 meeting.
225

226 **Section 5. Education, Social and other Meetings and Functions**
227

228 The State Council shall hold such educational, social and other meetings and functions as may be
229 determined by the State Council Board of Directors.
230

231 **Section 6. Quorum**
232

233 A quorum shall consist of the number of Colorado ENA State Council voting members present, either
234 physically or by digital means, and shall be sufficient for the transaction of business at any duly called
235 meeting.
236

237 **Section 7. Notice**
238

239 State Council members shall be given notice stating the place, day, and hour of state member meetings
240 and shall be delivered via two forms of communication not less than sixty (60) days prior to the
241 meeting. One of these forms of communication shall be via the member's email registered with National
242 ENA.
243

244 **Section 8. Manner of Acting**
245

246 The act of a majority or more of the voting members present at a duly called meeting at which a quorum
247 is present shall be the act of the members, unless the act of a greater number is required by law, the
248 Articles of Incorporation, or these bylaws.
249

250 **Section 9. Voting**
251

- 252 A. Voting by ballot, proxy, mail, e-mail or other electronic means on any matter before the voting
253 members shall be permitted to the full extent allowed by law. A ballot, mail, e-mail or electronic
254 vote may only be called by the State Council Board of Directors.

B. In order for a mail, e-mail or electronic vote to be valid:

- i. the action must be approved by a majority of voting members casting votes;
- ii. the number of voting members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and/or such other requirements as may be required by Law must be satisfied.

Section 10. Minutes

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

Section 11. Rules of Order

Generally accepted parliamentary authorities (such as 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 National ENA or the State Council.

ARTICLE VII 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 Board of Directors shall be composed of three (3) Officers and two (2) Directors:

- A. Officers: President, President-Elect, and Treasurer
- B. Directors: Immediate Past President and Secretary
- C. The offices of Secretary and Treasurer may be combined into one (Officer) position.
- D. At-Large Directors may be elected as necessary to ensure there are five (5) voting members on the Board of Directors.
- E. In the event there is a Treasurer Elect, they will fill the At-Large position, as needed.

Section 3. Qualifications

- A. All members of the Board of Directors must:

- i. be voting members in good standing in both National ENA and the State Council.
 - ii. reside within Colorado.
 - iii. review the Colorado ENA State Council Conflict of Interest Policy and submit a completed *Conflict of Interest Disclosure Statement* prior to the selection process.
 - iv. have been a voting member of Colorado ENA State Council for **one (1) year** immediately prior to submitting a candidate application.
- B. Candidates must have attended at least one ENA General Assembly within the previous **three (3) years**.
- C. Candidates shall have served in a verifiable elected or committee position on the local, state or national level within the previous **five (5) years**.

Section 4. Terms

The term of office shall commence January 1 each year and terminate on December 31, or until such time as their successors are duly elected, qualified and take office.

- A. The President-Elect shall succeed to the office of President at the conclusion of the term.
- B. The Treasurer-Elect shall succeed to the office of Treasurer at the conclusion of the term.
- C. The Treasurer may not serve for more than two (2) consecutive terms unless:
 - i. there is no Treasurer-Elect during their second term; **and**
 - ii. there is a unanimous vote of the remaining Directors.
 - iii. In this event, the Treasurer may serve a third term.

Section 5. Nominations and Elections

Elections shall be held annually during the Colorado ENA State Council Annual Meeting (Article VI, Section 1).

A. Nominations

- i. The annual call for nominations will be no less than ninety (90) days prior to the annual meeting.
- ii. Prior to being placed on the ballot, nominees must provide proof of membership valid through the end of the office they seek.
- iii. The Treasurer-Elect position will be included in the annual call for nominations.
- iv. The role of At-Large Director will be included in the annual call for nominations and shall be placed on the ballot.

357 B. Elections

- 358
- 359 i. All voting members shall have the opportunity to elect candidates by ballot. Balloting
- 360 may be by electronic means.
- 361
- 362 ii. The total number of ballots returned will constitute a quorum.
- 363
- 364 iii. Candidates receiving the highest number of votes for each position shall be declared
- 365 elected.
- 366
- 367 iv. In the event of a tie for Secretary or At-Large Director, lots shall be drawn.
- 368
- 369 v. Although elected, the At-Large Director will only succeed to a Director position in the
- 370 event of a vacancy.
- 371
- 372 vi. In the event of a tie vote for the positions of President-Elect, Treasurer or Treasurer-
- 373 Elect, there shall be a second balloting of ENA membership. In the event of a second tie,
- 374 lots shall be drawn.
- 375

376 **Section 6. Vacancies**

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378 The State Council Board of Directors shall take action to fill any vacancy on the State Council Board of

379 Directors. A Director appointed pursuant to this Section shall hold their position for the remainder of the

380 original term for which he or she was elected to fill.

381

- 382 A. If the office of President becomes vacant, the President-Elect shall succeed to the office of
- 383 President for the unexpired term and shall subsequently serve the one-year term of office of
- 384 President to which elected.
- 385
- 386 B. In the event of a vacancy of the Immediate Past President, the Treasurer-Elect / Member At-
- 387 Large will oversee the election process.
- 388
- 389 C. In the event of a vacancy in the role of President-Elect, this position will be filled by a current
- 390 member of the Board of Directors. This Director shall not automatically assume the role of
- 391 President for the subsequent term and the position of President and President-Elect will be
- 392 included on the next call for nominations.
- 393
- 394 D. In the event the office of President and President-Elect are vacated during the same year, the
- 395 Board of Directors shall appoint an acting President to serve until the next scheduled election.
- 396 At that time, the office of President and President-Elect will be included on the call for
- 397 nominations.
- 398
- 399 E. A vacancy in the office of Secretary and/or Treasurer shall be filled by a current member of the
- 400 Board of Directors.
- 401

402 **Section 7. Meetings of the Board of Directors**

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404 Regular meetings of the State Council Board of Directors shall be held at least quarterly as determined

405 by the Board. At least ten (10) days' notice shall be given to all members of the Board.

406

407 **Section 8. Special Meetings**

Special meetings of the State Council Board of Directors may be called by, or at the request of, the President or any three (3) members of the State Council Board of Directors. Notice of any special meeting of the State Council Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least ten (10) days prior to the date of such meeting.

Section 9. 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, notice of any meeting to be held by conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.

Section 10. 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 11. Quorum

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

Section 12. 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 13. Minutes

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

Section 14. Informal Action

- A. Any action requiring a vote of the State Council Board of Directors may be taken without a meeting if a consent, setting forth the action taken, is approved by all members of the State Council Board of Directors entitled to vote with respect to the subject matter thereof.
- B. Email votes must be unanimous. This action must be documented in the meeting minutes.

459
460 **Section 15. Resignation and Removal**
461

- 462 A. A Director may resign in writing submitted to the State Council's President. In the case of the
463 resignation of the President, the resignation will be submitted to the Secretary who will refer
464 such resignation to the State Council Board of Directors. A resignation will be effective on the
465 acceptance date of the resignation as determined by the State Council Board of Directors. A
466 Director who no longer meets the qualifications for office shall be automatically removed and
467 such vacancies shall be filled in accordance with these bylaws.
468
469 B. Any Officer/Director may be removed in accordance with the provisions of law and the Colorado
470 Revised Statutes 7-128-303, with or without cause, by the persons entitled to elect such
471 Officer/Director, whenever, in their judgment, the best interests of ENA would be served by such
472 removal.
473
474 C. Removal of an Officer/Director will require a majority vote of the voting members present and
475 voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting
476 members is present
477

478 **Section 16. Compensation and Loans**
479

480 Neither Officers or Directors of the State Council shall receive salaries or other compensation for their
481 services as Directors, but the State Council Board of Directors may, by resolution, authorize the
482 reimbursement of expenses of attendance of Directors for each regular and special meeting of the
483 State Council Board of Directors; provided that nothing herein contained shall be construed to preclude
484 any Director or Officer from serving the State Council in any other capacity and receiving reasonable
485 compensation therefor. The State Council may not make loans to Directors.
486

487 **Section 17. Officer Responsibilities**
488

489 A. President
490

- 491 i. The President shall be the chief executive officer, and shall in general supervise and
492 control the affairs, of the State Council. Except as otherwise provide by the State
493 Council Board of Directors or the President, only the President may take official action,
494 make public Statements, or otherwise hold himself or herself out to the public as
495 authorized to act on behalf of the State Council and all such actions must be approved,
496 in advance, by the State Council Board of Directors.
497
498 ii. The President may sign, with the Secretary or any other proper officer of the State
499 Council authorized by the State Council Board of Directors, any contracts, or other
500 instruments which the State Council Board of Directors has authorized to be executed,
501 except in cases where the signing and execution thereof shall be expressly delegated by
502 the State Council Board of Directors or by these bylaws or by the statute to some other
503 officer or agent of the State Council.
504
505 iii. The President shall preside at all meetings of the State Council's members and Board of
506 Directors; except as otherwise provided in these bylaws, shall appoint the chair of all
507 committees and, in consultation with the chair, make all committee appointments; and in
508 general, shall perform all duties incident to the office of President and such other duties
509 as may be prescribed by the State Council Board of Directors.

- 510
511 iv. The President shall automatically succeed to the office of Immediate Past President at
512 the end of his or her term in office as President.

513
514 **B. President-Elect**

- 515 i. The President-Elect shall assist the President and shall substitute for the President when
516 required.
517
518 ii. The President-Elect shall appoint chairs of committees, and a Board of Directors liaison
519 to each committee for the year following his/her term in office as President-Elect subject
520 to Board approval.
521
522 iii. The President-Elect shall perform all duties customarily incident to the office of
523 President-Elect and such other duties as may be prescribed by the Board of Directors.
524
525 iv. The President-Elect shall automatically succeed to the office of President upon
526 expiration of the President's term of office, or in the event of the death, resignation,
527 removal, or incapacity of the President.
528
529

530 **C. Treasurer**

- 531 i. The Treasurer shall be responsible for all funds and securities of the State Council; shall
532 receive and give receipts for monies due and payable to the State Council from any
533 sources whatsoever, and shall deposit all such monies in the name of the State Council
534 in such banks, trust companies, or other depositories as shall be selected in accordance
535 with the provisions of these bylaws.
536
537 ii. The Treasurer shall submit financial reports to the National ENA, to the State Council
538 Board of Directors at its regular meetings, and to the State Council membership at its
539 Annual Meeting.
540
541 iii. The Treasurer shall perform all the duties incident to the office of Treasurer and such
542 other duties as from time to time may be assigned by the President or by the State
543 Council Board of Directors.
544
545 iv. The Treasurer will also be required to maintain Colorado ENA State Council financial
546 records in accord with generally accepted accounting procedures.
547
548 v. The Treasurer shall submit an Annual Report to the Colorado Department of Revenue
549 prior to the due date, maintain Articles of Incorporation, and 501(c)(3) paperwork.
550
551

552 **Section 18. Director Responsibilities**

553
554 **A. Immediate Past President**

- 555 i. The Immediate Past President shall perform any duties assigned by the President.
556
557 ii. The Immediate Past President shall oversee the elections process.
558
559

560 **B. Secretary**

- i. 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.
- ii. The Secretary 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.
- iii. The Secretary shall ensure that Colorado ENA State Council meeting minutes, policies, procedures, strategic plan and bylaws will be made accessible for all Colorado ENA State Council members.

C. Treasurer-Elect

- i. The Treasurer-Elect shall learn the role of the Treasurer and the processes involved with maintaining Colorado ENA State Council finances.
- ii. The Treasurer-Elect shall succeed to the office of Treasurer at the expiration of the Treasurer's term.
- iii. The Treasurer-Elect shall serve for the unexpired term and the term for which they were elected in the event the position of Treasurer becomes vacant.
- iv. Unless filling the At-Large position, the Treasurer-Elect is a non-voting position.

D. Member At-Large

- i. The Member At-Large shall, as needed, fulfill the role of a Director and such other duties as may be assigned by the President or the Board of Directors. These duties may include:
 - a. attending the general membership meetings.
 - b. participating in at least one state committee.
 - c. assisting with implementation of the annual strategic plan.

ARTICLE VIII COMMITTEES

Section 1. Standing Committees

Colorado ENA State Council shall have committees appointed by the Board of Directors in sufficient numbers necessary to address mission objectives, and positions of ENA. The President or an appointed board liaison, shall serve as non-voting members of all committees.

In accordance with ENA Procedures, the State Council must maintain the following core committees:

A. Membership

- B. Government Affairs
- C. Quality, Safety, and Injury Prevention (QSIP)
- D. Pediatrics
- E. Trauma
- F. Fundraising

Section 2. 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.

Section 3. 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 or more standing committees, each of which shall consist of no fewer than two (2) Directors, which to the extent provided in said resolution shall have and exercise the authority of the State Council Board of Directors in the management of the State Council; but 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.

Section 4. 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. Committees may be terminated or repurposed by a majority vote of the State Council Board of Directors.

Section 5. Composition

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

All Committee chairpersons must review Colorado ENA State Council *Conflict of Interest Policy* and submit a completed *Conflict of Interest Disclosure Statement* prior to accepting the position.

Section 6. 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 7. Vacancies and 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 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 the National ENA would be served thereby.

Section 8. Policies and Procedures

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

ARTICLE IX CONSTITUENT DIVISIONS

Section 1. Colorado ENA State Council Structure

Colorado ENA State Council is structured as a two-tiered state.

Under the two-tier structure, the state council shall be governed by two levels of organization: ENA and state level governance with an opportunity for local engagement without forming chapters. The state level is the only mandatory membership level in addition to ENA.

Section 2. Special Interest Groups [SIG(s)]

State Council voting members that are licensed or reside within the same local geographical territory may be organized as a SIG of the State Council and each such SIG will be an integral part of the State Council.

- A. The State Council Board of Directors may authorize the establishment of SIG(s) 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).
- B. The State Council Board of Directors is responsible for overseeing and managing the activities of its SIG(s) and has the right to disband or dissolve any SIG it creates as set forth below.
- C. A SIG's general purposes and objectives shall be complementary and consistent, on a local basis, with those of Colorado ENA State Council and the SIG will advance the general and specific purpose of Colorado ENA State Council within its local area.
- D. SIG(s) may not incorporate (except as otherwise provided in the ENA Procedures) and shall operate and function as committees or special interest groups of the State Council.
- E. All SIG(s) report to and are subject to the ultimate authority of the State Council Board of Directors.
- F. The State Council Board of Directors (or its designee(s)) shall develop and approve policies and procedures for the operation of all SIG(s).
- G. The State Council Board of Directors has the right to disband or dissolve SIG(s) according to

714 due process procedures established by the State Council Board of Directors. Upon dissolution
715 of a SIG, the SIG immediately shall remit (after satisfying any existing debts or obligations) any
716 funds in its control or possession to the State Council and any funds held by the State Council
717 for the benefit of the SIG shall be forfeited and used by the State Council for its general
718 purposes.
719

720 H. The Board of Directors, or its designee(s) shall adopt an application form and procedures to
721 facilitate the consideration of applicants seeking to be organized as a SIG.
722

723 I. The Board of Directors or its designee(s), shall review the application of all applicants and
724 determine, based on the criteria set forth in these bylaws and such other guidelines as the
725 Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition
726 as a SIG.
727

728 **ARTICLE X**

729 **RELATIONSHIP WITH NATIONAL ENA**

730

731 The State Council shall abide by the terms of its National ENA's bylaws, rules, regulations, and policies
732 as may be adopted by the ENA National Board of Directors from time to time, which, among other
733 things, set forth the relationship between ENA National and the State Council, the rights,
734 responsibilities and obligations of the State Council and ENA National with respect to one another, the
735 limitations and requirements governing the State Council's use of ENA National's name, trademarks,
736 service marks, logos and other intellectual property, and the grounds upon which the State Council's
737 affiliation with National ENA may be terminated and its charter revoked.
738

739 **ARTICLE XI**

740 **DELEGATES TO THE NATIONAL ENA GENERAL ASSEMBLY**

741

742 **Section 1. Delegate Ratios**

743

744 The number and qualifications for delegates to the ENA's General Assembly shall be determined by the
745 bylaws of National ENA. All Delegates and Alternates must be voting members of Colorado ENA State
746 Council in good standing.
747

748 **Section 2. Delegate Selection**

749

750 Colorado ENA State Council shall use the point system for delegate selection to the ENA General
751 Assembly. In the event of ties in points, lots shall be drawn. The criteria for this process are set by the
752 Board of Directors.
753

754 **ARTICLE XII**

755 **CONTRACTS**

756

757 The State Council Board of Directors may authorize any Officer or Officers, agent or agents of the State
758 Council, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute
759 and deliver any instrument in the name of and on behalf of the State Council and such authority may be
760 general or confined to specific instances.
761

762 **ARTICLE XIII**

763 **FINANCIAL MATTERS**

764

765 **Section 1. Checks, Drafts, Etc.**

766
767 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness
768 issued in the name of the State Council shall be signed by such Officer or Officers, agent or agents of
769 the State Council and in such manner as shall from time to time be determined by resolution of the
770 State Council Board of Directors. In the absence of such determination by the State Council Board of
771 Directors, such instruments shall be signed by the President and countersigned by the Treasurer.

772
773 **Section 2. Deposits**

774
775 All funds of the State Council shall be deposited from time to time to the credit of the State Council in
776 such banks, trust companies, or other depositories as the State Council Board of Directors may select.

777
778 **Section 3. Bonding**

779
780 The State Council Board of Directors may provide for the bonding of such Officers and employees of
781 the State Council as it may from time to time determine.

782
783 **Section 4. Books and Records**

784
785 The State Council shall keep correct and complete books and records of account and shall also keep
786 minutes of the proceedings of its voting members, the State Council Board of Directors and any
787 committees having the authority of the State Council Board of Directors. The State Council shall
788 provide National ENA with copies of such books and records upon request.

789
790 **Section 5. Fiscal Year**

791
792 The State Council's fiscal year shall be determined by the National ENA Board of Directors.

793
794 **Section 6. Annual Budget**

795
796 A budget showing anticipated revenue and expenses will be adopted annually by the State Council
797 Board of Directors.

798
799 **Section 7. Financial Review**

800
801 The State Council Board of Directors may, in its discretion, provide for an annual review or audit of the
802 State Council's books and records by an independent accountant. Results of such review or audit, if
803 any, will be reported by such accountant to the State Council Board of Directors, with copies provided
804 to National ENA.

805
806 **Section 8. Gifts**

807
808 The Board of Directors may accept on behalf of Colorado ENA State Council any contribution, gift,
809 bequest or devise for Colorado ENA State Council's general purposes or for any special purpose.

810
811 **ARTICLE XIV**
812 **WAIVER OF NOTICE AND ELECTRONIC COMMUNICATION**

813
814 **Section 1. Waiver of Notice**

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

Section 2. Electronic Communication

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

Communication to members of deadlines set forth in the annual strategic plan, delegate applications, general membership meetings, Nominations and Elections shall be communicated in at least two forms. One of which shall be the registered member email associated with their National ENA Membership. This communication must be no less than thirty (30) days prior to the deadline.

ARTICLE XV PARLIAMENTARY AUTHORITY

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

ARTICLE XVI BYLAW AMENDMENTS

Section 1. Proposals

Amendments to the bylaws may be proposed by the Board of Directors, or under the signature of five (5) voting members of the State Council.

- A. Proposed amendments are subject to the prior review and approval of the Board of Directors, a Colorado attorney who can council on non-profit 501(c)(3) law and National ENA to assure that proposed amendments:
 - i. are consistent with Colorado ENA State Council's purposes, mission, values and objectives.
 - ii. have no adverse financial impact on National ENA or the State Council.
 - iii. do not create inconsistencies or conflicts with other provisions of the National ENA or State Council bylaws.
 - iv. do not conflict with the requirements of the State Council Articles of Incorporation or federal or state law.
 - v. proposed amendments approved or introduced by the Board of Directors (collectively, "Approved Proposals") will be presented in accordance with the provisions set forth below.
- B. All proposed bylaw amendments shall be first submitted to National ENA and are subject to the prior written approval of National ENA. Amendments not receiving the approval of National

867 ENA shall be of no force or effect.

868
869 **Section 2. Submission Deadline**

870
871 Proposed amendments must be submitted to the State Council Board of Directors at least ninety (90)
872 days prior to consideration at a State Council Meeting.

873
874 **Section 3. Notice**

875
876 A. Notice of all approved proposals will be submitted to the membership at least sixty (60) days
877 prior to consideration at a meeting.

878
879 B. Notification of the approved proposals will be communicated to the membership via the email
880 registered with National ENA and posted to the Colorado ENA State Council website.

881
882 **Section 4. Vote**

883
884 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a majority
885 vote of the voting members voting in person or by proxy at any meeting of the members at which a
886 quorum is present.

887
888 **Section 5. Amendment by National ENA's Board of Directors**

889
890 National ENA's Board of Directors (or its designee(s)) also shall have the authority to amend these
891 bylaws from time to time in order to bring them into compliance with National ENA's policies and
892 procedures without the approval of the State Council's voting members; provided, however, National
893 ENA's Board of Directors (or its designee(s)) shall provide the State Council's voting members notice of
894 any such amendments at least thirty (30) days prior to the effective date of such amendments.

895
896 **ARTICLE XVII**
897 **INDEMNIFICATION**

898
899 The State Council shall indemnify all past and present Officers, Directors, committee members, and
900 other authorized State Council representatives to the full extent permitted by applicable Law and shall
901 be entitled to purchase insurance for such indemnification of officers and directors to the full extent as
902 determined by the State Council Board of Directors.

903
904 Notwithstanding the foregoing, such indemnification shall be limited to the extent of the insurance (i.e.,
905 Directors and Officers insurance and other further coverages as may be applicable) maintained by
906 National ENA on behalf of the State Council.

907
908 **ARTICLE XVIII**
909 **DISSOLUTION**

910
911 In the event of the dissolution of the State Council, the State Council Board of Directors shall, after
912 paying or making provision for the payment of all of the liabilities of the State Council, transfer all
913 remaining assets of the State Council to National ENA (except any assets held by the State Council
914 upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets
915 shall be returned, transferred or conveyed in accordance with such requirements) or, in the event
916 National ENA previously has been dissolved, the State Council shall dispose of all of the remaining

917 assets of the State Council (except any assets held by the State Council upon condition requiring
918 return, transfer or other conveyance in the event of dissolution, which assets shall be returned,
919 transferred or conveyed in accordance with such requirements) exclusively for the purposes of the
920 State Council in such manner, or to such organization or organizations as shall at the time qualify as a
921 tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue
922 Code of 1986, as amended (the "Code") or the corresponding provision of any future United States
923 Internal Revenue statute, as the State Council Board of Directors shall determine. Any such assets not
924 so disposed of shall be disposed of by the court of general jurisdiction of the county in which the
925 principal office of the State Council is then located, exclusively for such purposes in such manner, or to
926 such organization or organizations that are organized and operated exclusively for such purposes, as
927 said court shall determine.