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BYLAWS
COLORADO EMERGENCY NURSES ASSOCIATION
DRAFT Version 8: Amended- 8/12/2019

ARTICLE I
NAME

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

Section 1: Offices.

The State Council shall have and continuously maintain in 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
OBJECT

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, an Illinois not-for-profit corporation ("National ENA") within the geographic area covered by the State Council 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:

- 52
53 i. a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or
54 the corresponding provision of any future United States Internal Revenue Law); or
55
56 ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the
57 IRC (or the corresponding provision of any future United States Internal Revenue
58 Law).

59
60
61 **ARTICLE III**
62 **CHARTER**
63

64 A formal charter certificate is issued by National ENA allowing the Colorado State Council to function as
65 an affiliate of ENA at the State level.
66

67 Failure of the Colorado State Council to adhere to the Bylaws and Procedures established by National
68 ENA shall be cause for suspension or revocation of charter. Such suspension or revocation shall be in
69 accord with procedures established by the National ENA.
70

71
72 **ARTICLE IV**
73 **MEMBERSHIP**
74

75 Section 1: National ENA / COENA Dual membership
76

77 Each member of the National ENA in good standing that is licensed or resides within the territory
78 automatically shall be assigned membership in COENA in accordance with National ENA procedures.
79

80 Any National ENA member in good standing outside the territory may elect to become a member of
81 COENA upon written request to the National ENA in accordance with its procedures, however,
82 members may only belong to one State Council. National ENA members shall be placed in the State
83 Council membership category that corresponds with their National ENA membership category. State
84 Council members must be National ENA members in good standing
85

86
87 Section 2: Automatic Termination.
88

89 Membership in the State Council automatically shall be terminated whenever a State Council member's
90 membership in the National ENA is terminated. In addition, the membership of any State Council
91 member who is in default of payment of National ENA dues or any other charges for a period of three
92 (3) months from the date on which such dues or charges become payable, or otherwise becomes
93 ineligible for membership in the State Council or the National ENA, shall be terminated automatically,
94 unless such termination is delayed by the National ENA Board of Directors.
95

96 Section 3: Member Resignation.
97

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

102 Section 4: No Property Rights.

103
104 State Council membership is a privilege and not a property right. No member has an ownership or
105 property right or interest in the State Council's funds, property or other assets.

106
107 Section 5. Membership Categories.

108
109 The membership of the State Council is composed of the following categories and such additional
110 categories as may be established by National ENA from time to time: Voting Members (which includes
111 National, International, Senior and Military members) and Nonvoting Members (which includes Affiliate,
112 Student and Honorary members). The criteria for membership are the same as those established by
113 the National ENA for each such membership category in its bylaws and policies.

114
115 Section 6: Member Rights & Obligations

116
117 Each member has the responsibility to support the purpose, mission, vision, values and objectives of
118 National ENA and COENA.

119
120 A. Voting Members shall be entitled to hold elected office in the State Council; serve and
121 participate in committees and task forces; vote in the State Council's elections and on all
122 matters presented to the State Council's Voting Members; and attend the member meetings and
123 social functions of the State Council.

124
125 i. Each eligible Voting Member in good standing shall have one (1) vote in the State
126 Council's elections and on all other matters presented to the Voting Members. All State
127 Council members must abide by these bylaws, the National ENA Bylaws, and such other
128 rules, policies, procedures and regulations as the National ENA or the State Council may
129 from time to time adopt.

130
131 B. Nonvoting Members shall be entitled to serve and participate in the State Council's committees
132 and ask forces; and attend the member meetings and social functions of the State Council.
133 Nonvoting Members do not have the right to vote on any matter.

134
135 Section 7: COENA Member Benefits

136
137 In order to participate in any COENA benefit, National ENA Voting members must be affiliated with
138 COENA prior to any application for said benefit.

139
140 Section 8. Member Suspension/Expulsion.

141
142 COENA members may be censured, suspended, expelled for cause or otherwise disciplined by ENA
143 National provided that a statement of the charges shall have been sent by certified mail to the last
144 recorded address of the member at least fifteen (15) days before final action is to be taken. This
145 statement shall be accompanied by a notice of the time and place of the meeting at which the charges
146 shall be considered, and the member shall have the opportunity to appear in person and/or to be
147 represented by counsel and to present any defense to such charges before action is taken by National
148 ENA. Such disciplinary actions shall be conducted in accordance with procedures as may be
149 established by the National ENA Board of Directors.

150
151
152

153 Section 9. Member Reinstatement.

154

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

157

158 Section 10. Dues, Fees, and Assessments

159

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

164

165

166

**ARTICLE V
MEETINGS**

167

168

169 Section 1: COENA General Membership Meetings

170

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

173

174 A. The business meeting immediately preceding the annual ENA General Assembly shall be
175 known as the Annual Meeting, and shall be for the purpose of electing officers, receiving reports
176 of officers and committees, and for any other business that may arise.

177

178 B. The Colorado State Council shall conduct at least one (1) educational meeting per year.

179

180 Section 2: COENA Board of Director Meetings

181

182 The COENA Board of Directors may take action to set the time, date, and place for the holding of a
183 regular annual meeting of the COENA Board of Directors. Regular meetings of the COENA Board of
184 Directors may be determine without other notice than such action.

185

186 Section 3: Special meetings of the State Council Board of Directors

187

188 May be called by, or at the request of, the President or upon a written request to the Secretary of three
189 (3) members of the State Council Board of Directors. Notice of any special meeting of the State
190 Council Board of Directors shall state the time, date, and place of the meeting and shall be delivered at
191 least ten (10) days prior to the date of such meeting

192

193 Section 4: Special Meetings of the COENA Voting Members

194

195 A. Special meetings of COENA's Voting Members may be called; At the request of the President,
196 three (3) members of the Board of Directors, or at the written request of fifty (50) of COENA's
197 Voting Members

198

199 B. Notice of any special meeting of the Voting Members shall state the time, date, place, and
200 purpose of the meeting, and shall be delivered not more than sixty (60) and not less than thirty
201 (30) days prior to the date of such meeting

202

203

- 204 C. MANNER OF ACTING: The lesser of five percent (5%) of COENA's eligible Voting Members; or
205 fifty (50) eligible voting members shall constitute a quorum for the transaction of business at any
206 special meeting of the Voting Members, provided that if less than a quorum is present, a
207 majority of the Voting Members present may adjourn the meeting to another time without further
208 notice.
- 209
- 210 i. The act of a majority of the Voting Members present (in person or by proxy) at a duly
211 called meeting at which a quorum is present shall be the act of the Voting Members,
212 unless the act of a greater number is required by law, the Articles of Incorporation, or
213 these bylaws.
- 214
- 215 ii. Voting by mail or electronic means shall be permitted to the full extent permitted by and
216 subject to the requirements of Colorado Revised Statutes 7-127-109, for any item of
217 business properly coming before the Voting Members. A mail or electronic vote of the
218 Voting Members may be called by the Board of Directors.
- 219
- 220

221 Section 5: Meeting by Conference Call.

222

223 Any action to be taken at a meeting of the State Council Board of Directors or any committee thereof
224 may be taken through the use of a conference telephone or other communications equipment by
225 means of which all persons participating in the meeting can communicate with each other. Participation
226 in such a meeting shall constitute presence in person at the meeting of the persons so participating.
227 Notwithstanding anything set forth to the contrary in these bylaws

228

- 229 A. Electronic Communications. Member meetings may be held via telephone conference call,
230 similar form of telecommunications, or any technology available which would permit all
231 participants to simultaneously hear and effectively participate. A member participating in a
232 meeting by this means is deemed to be present in person at the meeting.
- 233

234 Section 6: Education, Social and other Meetings and Functions.

235

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

238

239 Section 7. General Membership Quorum

240

- 241 A. Quorum; A quorum will consist of the number of COENA members present, either physically or
242 by digital means, and will be sufficient to conduct business at any duly called state meeting.
- 243
- 244 B. Notification: COENA members will be notified of state meetings via two forms of communication
245 not less than 60 days prior to the meeting. One of these forms of communication will be via the
246 email registered with National ENA.
- 247
- 248 C. Manner of Acting. The act of a majority or more of the voting members present at a duly called
249 meeting at which a quorum is present shall be the act of the members, unless the act of a
250 greater number is required by law, the Articles of Incorporation, or these bylaws.
- 251
- 252 D. Voting: Voting by ballot, proxy, mail, e-mail or other electronic means on any matter before the
253 voting members shall be permitted to the full extent allowed by law. A ballot, mail, e-mail or
254 electronic vote may only be called by the State Council Board of Directors.

255
256 i. In order for a mail, e-mail or electronic vote to be valid the action must be approved by a
257 majority of voting members casting votes; the number of voting members casting votes must
258 be sufficient to constitute a quorum had such action been taken at a meeting; and/or such
259 other requirements as may be required by Law must be satisfied.
260

261 Section 7: Minutes.

262
263 The State Council will maintain minutes of all Board, General membership and Special meetings and
264 provide copies of those minutes to National ENA upon request.
265

266 Section 8: Rules of Order.

267 Generally accepted parliamentary authorities (such as Robert's Rules of Order) may instruct the State
268 Council in all applicable situations insofar as they are not inconsistent with these bylaws, applicable
269 law, or any rule or regulation of National ENA or the State Council.
270

271
272 **ARTICLE VI**
273 **DELEGATES TO THE NATIONAL ENA GENERAL ASSEMBLY**
274

275 Section 1: Delegate Ratios

276
277 The number and qualifications for delegates to the ENA's General Assembly shall be determined by the
278 Bylaws of National ENA. All Delegates and Alternates must be Voting Members of COENA in good
279 standing.
280

281 Section 2: Delegate Selection

282
283 COENA shall use the point system for delegate selection to the ENA General Assembly.
284 In the event of ties in points, lots shall be drawn.
285

- 286 A. The criteria for this process are set by the Board of Directors.
287
288

289 **ARTICLE VI**
290 **STATE COUNCIL BOARD OF DIRECTORS**
291

292 Section 1: Authority and Responsibility

293
294 The affairs of the State Council shall be managed by the State Council Board of Directors, which shall
295 have supervision, control, and direction of the affairs of the State Council; shall determine the policies or
296 changes therein within the limits of these bylaws; and shall actively promote its purposes and have
297 discretion in the disbursement of its funds. The State Council Board of Directors may adopt such rules
298 and regulations for the conduct of its business as shall be deemed advisable and may, in the execution
299 of the powers granted, appoint such agents as it may consider necessary.

300 Section 2: Composition

- 301
302 The Board of Directors shall be composed of three (3) Officers and two (2) Directors:
303 A. Officers: President, President Elect, and Treasurer
304 B. Directors: Immediate Past President and Secretary.

- 305 C. The offices of Secretary and Treasurer may be combined into one (Officer) position
- 306 D. At-Large Directors may be elected as needed to maintain (5) five Directors.
- 307 E. In the event there is a Treasurer Elect, they will fill the At-Large position as needed.

308
309 Section 3: Terms

310
311 The term of office shall commence January 1 each year and terminate on December 31, or until such
312 time as their successors are duly elected, qualified and take office.

- 313
- 314 A. The President-Elect shall succeed to the office of president at the conclusion of the term.
- 315
- 316 B. The Treasurer Elect shall succeed to the office of Treasurer at the conclusion of the term.
- 317
- 318 C. The Treasurer may not serve for more than 2 consecutive terms unless:
- 319
 - 320 i. There is no Treasurer Elect during their second term; and
 - 321 ii. There is unanimous vote of the remaining Directors.
 - 322 iii. In this event, the Treasurer may serve a third term.
- 323

324 Section 5: Officer Responsibilities

325
326 A. President.

- 327
- 328 i. The President shall be the chief executive officer, and shall in general supervise and
- 329 control the affairs, of the State Council. Except as otherwise provide by the State
- 330 Council Board of Directors or the President, only the President may take official action,
- 331 make public statements, or otherwise hold himself or herself out to the public as
- 332 authorized to act on behalf of the State Council and all such actions must be approved,
- 333 in advance, by the State Council Board of Directors
- 334
- 335 ii. The President may sign, with the Secretary or any other proper officer of the State
- 336 Council authorized by the State Council Board of Directors, any contracts, or other
- 337 instruments which the State Council Board of Directors has authorized to be executed,
- 338 except in cases where the signing and execution thereof shall be expressly delegated by
- 339 the State Council Board of Directors or by these bylaws or by the statute to some other
- 340 officer or agent of the State Council.
- 341
- 342 iii. The President shall preside at all meetings of the State Council's members and Board of
- 343 Directors; except as otherwise provided in these bylaws,
- 344
- 345
- 346 iv. In general shall perform all duties incident to the office of President and such other
- 347 duties as may be prescribed by the State Council Board of Directors.
- 348

349 B. President-Elect.

350
351 The President-Elect shall assist the President and shall substitute for the President when required.
352 The President Elect shall:

- 353
- 354 i. Appoint chairs of committees, and a Board of Directors liaison to each committee for the
- 355 year following his/her term in office as President-Elect subject to Board approval.

- 356 ii. In general, perform all duties customarily incident to the office of President-Elect and such
357 other duties as may be prescribed by the Board of Directors.
- 358 iii. Succeed to the office of President upon expiration of the President's term of office, or in the
359 event of the death, resignation, removal, or incapacity of the President.

360

361 C. Treasurer.

362

363 The Treasurer shall be responsible for all funds and securities of the State Council; shall receive and
364 give receipts for monies due and payable to the State Council from any sources whatsoever, and shall
365

366

366 i. deposit all such monies in the name of the State Council in such banks, trust companies, or
367 other depositories as shall be selected in accordance with the provisions of these bylaws;

368

368 ii. shall submit financial reports to the National ENA, to the State Council Board of Directors at
369 its regular meetings, and to the State Council membership at its Annual Meeting; and shall

370

370 iii. in general perform all the duties incident to the office of Treasurer and such other duties as
371 from time to time may be assigned by the President or by the State Council Board of
372 Directors.

373

373 iv. The Treasurer will also be required to maintain COENA financial records in accord with
374 generally accepted accounting procedures,

375

375 v. submit an Annual Report to the Colorado Department of Revenue prior to the due date,
376 maintain Articles of Incorporation, and 501c3 paperwork.

376

377

378 Section 6: Director Responsibilities

379

380 The Board of Directors shall; Perform all duties entrusted to Directors of a corporation, abide by the
381 Bylaws and Procedures of the COENA and ENA, and supervise and manage the business and financial
382 affairs of the State Council.

383

384 A. Immediate Past President shall

385

386 i. perform any duties assigned by the President and

387

387 ii. oversee the elections process.

388

389 B. Secretary shall;

390

391 i. keep or cause to be kept the minutes of the meetings of the State Council Board of Directors
392 and voting members; shall see that all notices are duly given in accordance with the
393 provisions of these bylaws or as required by law; shall

394

394 ii. be custodian of the corporate records; and shall in general perform all the duties incident to
395 the office of Secretary and such other duties as from time to time may be assigned by the
396 President or by the State Council Board of Directors.

397

397 iii. The Secretary will ensure that COENA meeting minutes, policies, procedures, strategic plan
398 and bylaws will be made accessible for all COENA members.

398

399

400 C. Treasurer Elect:

401

402 The role of the Treasurer Elect is to learn the role of the Treasurer and the processes involved with
403 maintaining COENA finances. The Treasurer Elect shall;

404

405 i. Succeed to the office of Treasurer at the expiration of the Treasurer's term.

406

406 ii. In the event the position of Treasurer becomes vacant, the Treasurer-Elect shall serve for

407 the unexpired term and the term for which s/he was elected.
408 iii. Unless filling the At Large position, the treasurer elect is a non-voting position.
409

410 D. At Large Director –

411
412 As needed, the At-Large Director will fulfill the role of a Director and such other duties as may be
413 assigned by the President or the Board of Directors. These duties include;

- 414 i. To attend the general membership meetings.
- 415 ii. To participate in at least one state committee.
- 416 iii. To assist with implementation of the annual strategic plan.

417
418 Section 6. Officer Qualifications
419

- 420 A. Qualifications. Directors must be Voting Members in good standing in both National ENA and
421 the State Council.
- 422 B. Each Officer/Director, Treasurer Elect or At-Large Director must reside within Colorado.
- 423 C. Each Officer/Director, Treasurer Elect or At-Large Director must review, sign, and submit a copy
424 of the COENA Conflict of Interest Policy prior to the selection process.
- 425 D. Each Officer/Director, Treasurer Elect or At-Large Director must be a Voting Member of COENA
426 and must have been a Voting Member of COENA during each of the previous three years
427 immediately prior to submitting a candidate application.
- 428 E. Candidates must have attended at least one ENA General Assembly within the previous three
429 years.
- 430 F. Candidates shall have served in a verifiable elected or committee position on the local, state or
431 national level within the previous five years.

432
433 Section 7. Nominations and Elections
434

435 Elections shall be held annually during the COENA Annual Meeting (Article V, Section 1).
436

- 437 A. Nominations:
 - 438 i. The annual call for nominations will be no less than ninety (90) days prior to the annual
439 meeting.
 - 440 ii. Prior to being placed on the ballot, nominees must provide proof of membership valid
441 through the end of the office they seek.
 - 442 iii. The Treasurer Elect position will be included in the annual call for nominations.
 - 443 iv. The role of At-Large Director will be included in the annual call for nominations and shall
444 be placed on the ballot.
- 445
446 B. Elections:
 - 447 i. All Voting Members shall have the opportunity to elect candidates by ballot. Balloting
448 may be by electronic means.
 - 449 ii. The total number of ballots returned will constitute a quorum.
 - 450 iii. Candidates receiving the highest number of votes for each position shall be declared
451 elected.
 - 452 iv. In the event of a tie for Secretary or At-Large Director, lots shall be drawn.
 - 453 v. Although Elected, the At-Large Director will only succeed to a Director position in the
454 event of a vacancy
 - 455 vi. In the event of a tie vote for the positions of President-Elect, Treasurer or Treasurer
456 Elect, there shall be a second balloting of ENA membership. In the event of a second tie,
457 lots shall be drawn.

458 Section 8. Vacancies

- 459
- 460 A. If the office of President becomes vacant, the President-Elect shall succeed to the office of
- 461 President for the unexpired term and shall subsequently serve the one-year term of office of
- 462 President to which elected.
- 463
- 464 B. In the event of a vacancy of the immediate past president, the Treasurer Elect / member at large
- 465 will oversee the election process.
- 466
- 467 C. In the event of a vacancy in the role of President-Elect, this position will be filled by a current
- 468 member of the Board of Directors. This Director shall not automatically assume the role of
- 469 President for the subsequent term and the position of President and President -Elect will be
- 470 included on the next call for nominations.
- 471
- 472 D. In the event the office of President and President-Elect are vacated during the same year, the
- 473 Board of Directors shall appoint an acting president to serve until the next scheduled election. At
- 474 that time, the office of President and President-Elect will be included on the call for nominations.
- 475
- 476 E. A vacancy in the office of Secretary and/or Treasurer shall be filled by a current member of the
- 477 Board of Directors.
- 478

479 Section 9. Meetings of the Board of Directors

480

481 Regular meetings of the board shall be held at least quarterly as determined by the board. At least ten

482 days' notice shall be given to all members of the board.

483

- 484 A. Waiver of Notice. Notice of a State Council Board of Directors meeting need not be given to a
- 485 Director who signs a waiver of notice either before or after the meeting. Meeting attendance by
- 486 a Director will constitute a waiver of notice and a waiver of objections to the meeting time and
- 487 place and the manner in which it was called or convened, except when a Director states, at the
- 488 beginning of the meeting or promptly upon arrival at the meeting, an objection to transacting
- 489 business because the meeting is not lawfully called or convened.
- 490
- 491 B. Quorum. A majority of the State Council Board of Directors shall constitute a quorum for the
- 492 transaction of business at any duly called meeting of the State Council Board of Directors;
- 493 provided that when less than a quorum is present at said meeting, a majority of the State
- 494 Council Board of Directors members present may adjourn the meeting to another time without
- 495 further notice.
- 496
- 497 C. Manner of Acting. The act of a majority of Directors present at a duly called meeting at which a
- 498 quorum is present shall be the act of the State Council Board of Directors, unless the act of a
- 499 greater number is required by law, the Articles of Incorporation, or these bylaws.
- 500
- 501 D. Minutes. The State Council shall maintain minutes of meetings of the State Council Board of
- 502 Directors and provide copies of those minutes to National ENA upon request.
- 503
- 504 E. Informal Action. Any action requiring a vote of the State Council Board of Directors may be
- 505 taken without a meeting if a consent, setting forth the action taken, is approved by all of the
- 506 members of the State Council Board of Directors entitled to vote with respect to the subject
- 507 matter thereof. IE: email votes must be unanimous. This action must be documented into
- 508 meeting minutes

509 Section 10: Special meetings

510
511 May be called by the President or any three members of the board. At least ten days' notice shall be
512 given to all members of the board.

513
514 Section 11. Resignation and Removal.

- 515
516 A. A Director may resign in writing submitted to the State Council's President. In the case of the
517 resignation of the President, the resignation will be submitted to the Secretary who will refer
518 such resignation to the State Council Board of Directors. A resignation will be effective on the
519 acceptance date of the resignation as determined by the State Council Board of Directors. A
520 Director who no longer meets the qualifications for office shall be automatically removed and
521 such vacancy shall be filled in accordance with these bylaws.
522
523 B. Any Officer/Director may be removed in accordance with the provisions of law and the Colorado
524 Revised Statutes 7-128-303, with or without cause, by the persons entitled to elect such
525 Officer/Director, whenever, in their judgment, the best interests of ENA would be served by such
526 removal.
527
528 C. Removal of an Officer/ Director will require a majority vote of the voting members present and
529 voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting
530 members is present,

531
532 Section 12. Compensation and Loans.

533
534 Neither Officers or Directors of the State Council shall receive salaries or other compensation for their
535 services as Directors, but the State Council Board of Directors may, by resolution, authorize the
536 reimbursement of expenses of attendance of Directors for each regular and special meeting of the
537 State Council Board of Directors; provided that nothing herein contained shall be construed to preclude
538 any Director or Officer from serving the State Council in any other capacity and receiving reasonable
539 compensation therefor. The State Council may not make loans to Directors.

540
541 Section 13. . Indemnification

542
543 The State Council shall indemnify all past and present officers, directors, committee members, and
544 other authorized State Council representatives to the full extent permitted by applicable Law, and shall
545 be entitled to purchase insurance for such indemnification of officers and directors to the full extent as
546 determined by the State Council Board of Directors. Notwithstanding the foregoing, such
547 indemnification shall be limited to the extent of the insurance (i.e., Directors and Officers insurance and
548 other further coverages as may be applicable) maintained by National ENA on behalf of the State
549 Council

550
551
552 **ARTICLE VIII**
553 **CONSTITUENT DIVISIONS**

554
555 Section 1. COENA Structure

556
557 COENA is structured as a two-tiered state (National and State Charter)

558
559

560 Section 2: Special Interest Groups [Sig(s)]

561

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

565

566 A. The State Council Board of Directors may authorize the establishment of SIG(s) and shall
567 determine the name, boundaries, eligibility requirements and policies and procedures governing
568 their operations (subject to the prior written approval of the National ENA Board of Directors and
569 such rules and policies as may be adopted by the National ENA Board of Directors from time to
570 time including, without limitation, the ENA Procedures).

571 B. The State Council Board of Directors is responsible for overseeing and managing the activities
572 of its SIG(s) and has the right to disband or dissolve any SIG it creates as set forth below.

573 C. A SIG's general purposes and objectives shall be complementary and consistent, on a local
574 basis, with those of COENA and the SIG will advance the general and specific purpose of
575 COENA within its local area.

576 D. SIG(s) may not incorporate (except as otherwise provided in the ENA Procedures) and shall
577 operate and function as committees or special interest groups of the State Council.

578 E. All SIG(s) report to and are subject to the ultimate authority of the State Council Board of
579 Directors.

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

582 G. The State Council Board of Directors has the right to disband or dissolve SIG(s) according to
583 due process procedures established by the State Council Board of Directors. Upon dissolution
584 of a SIG, the SIG immediately shall remit (after satisfying any existing debts or obligations) any
585 funds in its control or possession to the State Council and any funds held by the State Council
586 for the benefit of the SIG shall be forfeited and used by the State Council for its general
587 purposes.

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

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

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**ARTICLE IX
COMMITTEES**

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

602

603 Section 1: Standing Committees.

604

605 In accordance with ENA Procedures, the State Council must maintain the following core committees:
606 (i) Membership; (ii) Government Affairs; (iii) Institute for Quality, Safety, and Injury Prevention (IQSIP);
607 (iv) Pediatric; (v) Trauma; and (vi) Fundraising.

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610

611 Section 2: Other Committees.

612

613 The State Council Board of Directors may establish such other committees not having the authority of
614 the State Council Board of Directors as it deems necessary or prudent in the exercise of its authority
615 and responsibility as set forth in these bylaws.

616

617 Section 3: Committees with Authority of the State Council Board of Directors.

618

619 The State Council Board of Directors, by resolution adopted by a majority of the Directors in office, may
620 designate one or more standing committees, each of which shall consist of no fewer than two Directors,
621 which to the extent provided in said resolution shall have and exercise the authority of the State Council
622 Board of Directors in the management of the State Council; but the designation of such committee(s)
623 and the delegation thereto of authority shall not operate to relieve the State Council Board of Directors
624 or any individual Director of any responsibility imposed upon them by Law.

625

626 Section 4. Authority.

627

628 The action establishing a committee shall set forth the committee's purpose, authority, and
629 composition, and the qualifications required for membership on the committee. All committees shall
630 report to and be subject to the ultimate authority of the State Council Board of Directors, unless
631 otherwise set forth in the resolution establishing such committee. Committees may be terminated or
632 repurposed by a majority vote of the State Council Board of Directors.

633

634 Section 5. Composition.

635

636 In the absence of any direction to the contrary in the authorizing action, the President Elect shall
637 appoint the Chairperson of all committees, subject to the approval of the State Council Board of
638 Directors. All Committee chair's must review, sign, and submit a copy of the COENA Conflict of
639 Interest Policy prior to accepting the position

640

641 Section 6. Quorum and Manner of Acting.

642

643 At all meetings of any committee, a majority of the members shall constitute a quorum for the
644 transaction of business unless otherwise set forth in these bylaws or the resolution establishing such
645 committee. A majority vote by committee members present and voting at a meeting at which a quorum
646 is present shall be required for any action.

647

648 Section 7. Vacancies & Removal.

649

650 Unless otherwise provided in the resolution establishing a committee, vacancies in the membership of a
651 committee shall be filled by appointments made in the same manner as the original appointments to
652 that committee. Unless otherwise provided in the resolution establishing a committee, any member of a
653 committee may be removed by the person or persons authorized to appoint such member whenever in
654 their judgment the best interests of the State Council or the National ENA would be served thereby.

655

656 Section 8. Policies and Procedures.

657

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

660

661

662 **ARTICLE X**
663 **RELATIONSHIP WITH NATIONAL ENA**

664
665 The State Council shall abide by the terms of its National ENA's bylaws, rules, regulations, and policies
666 as may be adopted by the ENA National Board of Directors from time to time, which, among other
667 things, set forth the relationship between ENA National and the State Council, the rights,
668 responsibilities and obligations of the State Council and ENA National with respect to one another, the
669 limitations and requirements governing the State Council's use of ENA National's name, trademarks,
670 service marks, logos and other intellectual property, and the grounds upon which the State Council's
671 affiliation with National ENA may be terminated and its charter revoked
672

673
674 **ARTICLE XII**
675 **CONTRACTS**

676
677 The State Council Board of Directors may authorize any Officer or Officers, agent or agents of the State
678 Council, in addition to the Officers so authorized by these bylaws, to enter into any contract or execute
679 and deliver any instrument in the name of and on behalf of the State Council and such authority may be
680 general or confined to specific instances.
681

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683 **ARTICLE XII**
684 **FINANCIAL MATTERS**

685
686 Section 1. Checks, Drafts, Etc.
687

688 All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness
689 issued in the name of the State Council shall be signed by such Officer or Officers, agent or agents of
690 the State Council and in such manner as shall from time to time be determined by resolution of the
691 State Council Board of Directors. In the absence of such determination by the State Council Board of
692 Directors, such instruments shall be signed by the President and countersigned by the Treasurer.
693

694 Section 2. Deposits.
695

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

698 Section 3. Bonding.
699

700 The State Council Board of Directors may provide for the bonding of such Officers and employees of
701 the State Council as it may from time to time determine.
702

703 Section 4. Books and Records.
704

705 The State Council shall keep correct and complete books and records of account and shall also keep
706 minutes of the proceedings of its Voting Members, the State Council Board of Directors and any
707 committees having the authority of the State Council Board of Directors. The State Council shall
708 provide National ENA with copies of such books and records upon request.
709

710 Section 5. Fiscal Year.
711

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

713 Section 6. Annual Budget.
714 A budget showing anticipated revenue and expenses will be adopted annually by the State Council
715 Board of Directors.

716
717 Section 7. Financial Review.
718

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

723
724 A. The books and accounts of COENA shall be audited annually by accountants selected by the
725 Board of Directors.
726

727 Section 8. Gifts
728

729 The Board of Directors may accept on behalf of COENA any contribution, gift, bequest or devise for
730 COENA's general purposes or for any special purpose.
731

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733 **ARTICLE XIII**
734 **WAIVER OF NOTICE AND ELECTRONIC COMMUNICATION**
735

736 Section 1. Waiver of Notice
737

738 Whenever any notice is required to be given under applicable law, the Articles of Incorporation or these
739 bylaws, waiver thereof in writing signed by the person or persons entitled to such notice, whether
740 before or after the time stated therein, shall be deemed equivalent to the giving of such notice.
741

742 Section 2. Electronic Communication
743

744 Unless otherwise prohibited by law, any action to be taken or notice delivered under these bylaws may
745 be taken or transmitted by e-mail or other electronic means; and any action or approval required to be
746 written or in writing may be transmitted or received by e-mail or other electronic means.
747

748 A. Communication to members of deadlines set forth in the annual strategic plan, delegate
749 applications, general membership meetings, Nominations and Elections shall be communicated
750 in at least two forms. One of which shall be the registered member email associated with their
751 National Membership. This communication must be no less than 30 days prior to the deadline.
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754 **ARTICLE XIV**
755 **PARLIAMENTARY AUTHORITY**
756

757
758 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern
759 COENA in all cases to which they are applicable and in which they are not inconsistent with these
760 bylaws and any special rules of order COENA may adopt.
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**ARTICLE XV
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 CO nonprofit attorney, and National ENA to assure that proposed amendments;
 - i. Are consistent with COENA’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 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 ENA shall be of no force or effect.

Section 2. Submission Deadline

Proposed amendments must be submitted to the State Council Board of Directors at least 90 days prior to consideration at a State Council Meeting.

Section 3. Notice

- A. Notice of all approved proposals will be submitted to the membership at least 60 days prior to consideration at a meeting.

- B. Notification of the approved proposals will be communicated to the membership via the email registered with National ENA and posted to the COENA website.

Section 4. Vote

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

Section 5. 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 State Council’s voting members; provided, however, National 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.

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**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 National ENA on behalf of the State Council.

**ARTICLE XVII
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 National 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 National 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 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.