

BYLAWS OF
COLORADO EMERGENCY NURSES ASSOCIATION-ENA STATE COUNCIL
Amended and Approved – xx/xx/xxxx

(Per National ENA: Please note, all Councils located in the United States (or its territories) must follow ENA's naming convention – i.e., Illinois ENA State Council. As this template is based on US laws, it uses the term "State Council". International Councils using this Bylaws template as a directional guide must use the appropriate naming convention – i.e., Germany ENA Council – and make such other changes as necessary under the Applicable Law.)

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 ~~COENA~~-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 ~~COENA~~-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.

(Additions per National ENA recommendation, changes to council name for consistency)

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: ~~Voting Members (which includes National, International, Senior and Military members) and Nonvoting Members (which includes Affiliate, Student and Honorary members). The criteria for membership are the same as those established by the National ENA for each such membership category in its bylaws and policies.~~

- 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.

(Updates per National ENA recommendation and update to 2023 National ENA Bylaws, removes the restrictive language of military, lifetime, etc...)

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 ~~COENA~~ State Council.

(Changes to council name for consistency)

- 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 shall be entitled to serve and participate in the State Council's committees~~

154 ~~and task forces; and attend the member meetings and social functions of the State Council.~~
155 ~~Nonvoting Members do not have the right to vote on any matter.~~

- 156
157 B. Nonvoting Members (which includes any individual who shares interest in and supports the
158 purpose, mission, and objectives of ENA, but does not otherwise meet the criterial for voting
159 membership) shall be entitled to serve and participate in the State Council's committees and
160 task forces; and attend the member meetings and social functions of the State Council.
161 Nonvoting Members do not have the right to vote on any matter.

162
163 *(Updates per National ENA recommendation)*
164

165 **Section 7 ~~COENA~~ Colorado ENA State Council Member Benefits**

166
167 In order to participate in any ~~COENA~~ Colorado ENA State Council benefit, National ENA Voting
168 members must be affiliated with ~~COENA~~ Colorado ENA State Council prior to any application for said
169 benefit.
170

171 *(Changes to council name for consistency)*
172

173 **Section 8. Member Suspension/Expulsion**

174
175 ~~COENA members~~ A State Council member may be censured, suspended, expelled for cause or
176 otherwise disciplined by ENA National provided that a statement of the charges shall have been sent by
177 certified mail to the last recorded address of the member at least fifteen (15) days before final action is
178 to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at
179 which the charges shall be considered, and the member shall have the opportunity to appear in person
180 and/or to be represented by counsel and to present any defense to such charges before action is taken
181 by National ENA. Such disciplinary actions shall be conducted in accordance with such additional
182 procedures as may be established by the National ENA Board of Directors.
183

184 *(Changes to council name for consistency)*
185

186 **Section 9. Member Reinstatement**

187
188 State Council members may request reinstatement in accordance with National ENA's bylaws, policies
189 and procedures.
190

191 ~~Section 10. Dues, Fees, and Assessments~~ *(Added as separate Article per National ENA template, see*
192 *below)*
193

194 **ARTICLE V** 195 **DUES, FEES, AND ASSESSMENTS**

196
197 The initial and annual dues for State Council members, if any, and the time for paying such dues and
198 other assessments or fees, if any, shall be established by the National ENA Board of Directors, and
199 such dues shall be submitted to National ENA in accordance with National ENA's policies and
200 procedures.
201

202 **ARTICLE VI** 203 **MEMBER MEETINGS** 204

205 **Section 1. ~~COENA General Membership Meetings~~ Member and Annual Meetings**

206
207 The Colorado ~~ENA~~ State Council shall meet at least twice annually. Meetings will be held at such time
208 and place as shall be determined by the ~~COENA State Council~~ Board of Directors.

209
210 *(Per National ENA recommendation membership and board information are separated into individual*
211 *Articles/Sections; this also allows for ease of use and future review/revision; changes to council name*
212 *for consistency)*

- 213
214 A. ~~The business meeting immediately preceding the annual ENA General Assembly shall be~~
215 ~~known as the Annual Meeting.~~ **An annual business meeting of the Voting Members of the State**
216 **Council shall be held once annually. The Annual Meeting** shall be for the purpose of electing
217 officers, receiving reports ~~of~~ **from** officers and committees, and for any other business that may
218 arise.

219
220 *(This verbiage follows the template from National ENA and allows flexibility in the date/time the Annual*
221 *Meeting is held. Annual meeting date selection is difficult to accomplish immediately preceding GA and*
222 *there is no guidance from National that this meeting must take place at that time.)*

- 223
224 B. ~~The Colorado~~ State Council shall conduct at least one (1) educational meeting per year.

225
226 **Section 2: ~~COENA Board of Director Meetings~~ (Moved to Article VII – State Council Board of Directors)**

227
228 ~~The COENA Board of Directors may take action to set the time, date, and place for the holding of a~~
229 ~~regular annual meeting of the COENA Board of Directors. Regular meetings of the COENA Board of~~
230 ~~Directors may be determine without other notice than such action.~~

231
232 **Section 3: ~~Special meetings of the State Council Board of Directors~~**

233
234 ~~May be called by, or at the request of, the President or upon a written request to the Secretary of three~~
235 ~~(3) members of the State Council Board of Directors. Notice of any special meeting of the State~~
236 ~~Council Board of Directors shall state the time, date, and place of the meeting and shall be delivered at~~
237 ~~least ten (10) days prior to the date of such meeting~~

238
239 **Section 2. ~~Special Meetings of the COENA Voting Members~~**

- 240
241 A. Special meetings of the Voting Members of the state Council may be called at the request of the
242 President, or any three (3) members of the Board of Directors, or at the written request of fifty
243 (50) of ~~COENA~~ **Colorado ENA State Council's** Voting Members.
- 244
245 B. Notice of any special meeting of the Voting Members shall state the time, date, place, and
246 purpose of the meeting, and shall be delivered not more than sixty (60) and not less than thirty
247 (30) days prior to the date of such meeting.
- 248
249 C. Manner of acting:
- 250
251 i. The lesser of five percent (5%) of ~~COENA~~ **Colorado ENA State Council's** eligible Voting
252 Members; or fifty (50) eligible voting members shall constitute a quorum for the
253 transaction of business at any special meeting of the Voting Members, provided that if
254 less than a quorum is present, a majority of the Voting Members present may adjourn
255 the meeting to another time without further notice.

- 256
- 257 ii. The act of a majority of the Voting Members present (in person or by proxy) at a duly
- 258 called meeting at which a quorum is present shall be the act of the Voting Members,
- 259 unless the act of a greater number is required by law, the Articles of Incorporation, or
- 260 these bylaws.
- 261
- 262 iii. Voting by mail or electronic means shall be permitted to the full extent permitted by and
- 263 subject to the requirements of Colorado Revised Statutes 7-127-109, for any item of
- 264 business properly coming before the Voting Members. A mail or electronic vote of the
- 265 Voting Members may be called by the Board of Directors.
- 266

267 *(Changes to council name for consistency)*

268

269 **Section 3. Meeting by Conference Call**

270

271 Any action to be taken at a meeting of the State Council Board of Directors or any committee thereof

272 may be taken using a conference telephone or other communications equipment by means of which all

273 persons participating in the meeting can communicate with each other. Participation in such a meeting

274 shall constitute presence in person at the meeting of the persons so participating. Notwithstanding

275 anything set forth to the contrary in these bylaws.

276

277 **Section 4. Electronic Communications**

278

279 Member meetings may be held via telephone conference call, similar form of telecommunications, or

280 any technology available which would permit all participants to simultaneously hear and effectively

281 participate. A member participating in a meeting by this means is deemed to be present in person at the

282 meeting.

283

284 **Section 5. Education, Social and other Meetings and Functions**

285

286 The State Council shall hold such educational, social and other meetings and functions as may be

287 determined by the State Council Board of Directors.

288

289 ~~Section 7. General Membership Quorum~~ *(Section bullets separated per National ENA guidance, see*

290 *below)*

291

292 **Section 6. Quorum**

293

294 A quorum ~~will~~**shall** consist of the number of ~~COENA~~**Colorado ENA State Council Voting** Members

295 present, either physically or by digital means, and ~~will~~**shall** be sufficient ~~to conduct~~**for the transaction of**

296 business at any duly called ~~state~~ meeting.

297

298 *(Changes to council name for consistency; update verbiage per National ENA recommendation)*

299

300 **Section 7. ~~Notification~~**Notice****

301

- 302 A. ~~COENA~~**State Council** members ~~will~~**shall** be ~~notified~~**given notice stating the place, day, and**
- 303 **hour of state member meetings and shall be delivered** via two forms of communication not less
- 304 than sixty (60) days prior to the meeting. One of these forms of communication ~~will~~**shall** be via
- 305 the **member's** email registered with National ENA.

(Changes to council name for consistency; update verbiage per National ENA recommendation)

Section 8. Manner of Acting

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

Section 9. Voting

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

~~DELEGATES TO THE NATIONAL ENA GENERAL ASSEMBLY~~

(moved to Article XI, easier readability to document and pairs with Article X, no changes to verbiage)

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 ~~needed~~ necessary to ~~maintain~~ ensure there are five (5) voting members on the Board of Directors.

(Revised wording for clarity and readability)

- E. In the event there is a Treasurer Elect, they will fill the At-Large position, as needed.

~~Section 3: Terms~~ *(moved down to Section 4, no changes to verbiage)*

~~Section 5: Officer Responsibilities~~ *(moved down to Section 17, see proposed changes)*

~~Section 6: Director Responsibilities~~ *(moved down to Section 18, see proposed changes)*

Section 3. ~~Officer~~ Qualifications

(Repositioned to align with National ENA template; removed Officer as our state utilizes Officers and Directors)

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

(Verbiage and section leveling updated for clarity and consistency)

- i. be Voting Members in good standing in both National ENA and the State Council.
- B. ~~Each Officer/Director, Treasurer-Elect or At-Large Director~~
 - ii. ~~must~~ reside within Colorado.
- C. ~~Each Officer/Director, Treasurer-Elect or At-Large Director~~
 - iii. ~~Must review, sign, and submit a copy of the COENA~~ Colorado ENA State Council Conflict of Interest Policy and submit a completed Conflict of Interest Disclosure Statement prior to the selection process.

(New verbiage in accordance with updated COI process)

- D. ~~Each Officer/Director, Treasurer-Elect or At-Large Director~~
 - iv. ~~must be a Voting Member of COENA~~ Colorado ENA State Council and must have been a Voting Member of ~~COENA~~ Colorado ENA State Council for one year immediately prior to submitting a candidate application.

(Remove redundancy, changes to council name for consistency)

- E. Candidates must have attended at least one ENA General Assembly within the previous three

408 years.

- 409
410 F. Candidates shall have served in a verifiable elected or committee position on the local, state or
411 national level within the previous five years.

412
413 **Section 4. Terms**

414
415 The term of office shall commence January 1 each year and terminate on December 31, or until such
416 time as their successors are duly elected, qualified and take office.

- 417
418 A. The President-Elect shall succeed to the office of president at the conclusion of the term.
419
420 B. The Treasurer-Elect shall succeed to the office of Treasurer at the conclusion of the term.
421
422 C. The Treasurer may not serve for more than two (2) consecutive terms unless:
423
424 i. there is no Treasurer-Elect during their second term; **and**
425
426 ii. there is a unanimous vote of the remaining Directors.
427
428 iii. In this event, the Treasurer may serve a third term.
429

430 **Section 5. Nominations and Elections**

431
432 Elections shall be held annually during the ~~GOENA~~ Colorado ENA State Council Annual Meeting
433 ([Article VI, Section 1](#)).

434
435 *(Section moved to this position per National ENA guidance, changes to council name for consistency)*
436

437 A. Nominations

- 438
439 i. The annual call for nominations will be no less than ninety (90) days prior to the annual
440 meeting.
441
442 ii. Prior to being placed on the ballot, nominees must provide proof of membership valid
443 through the end of the office they seek.
444
445 iii. The Treasurer-Elect position will be included in the annual call for nominations.
446
447 iv. The role of At-Large Director will be included in the annual call for nominations and shall
448 be placed on the ballot.
449

450 B. Elections

- 451
452 i. All Voting Members shall have the opportunity to elect candidates by ballot. Balloting
453 may be by electronic means.
454
455 ii. The total number of ballots returned will constitute a quorum.
456
457 iii. Candidates receiving the highest number of votes for each position shall be declared
458 elected.

- 459
- 460 iv. In the event of a tie for Secretary or At-Large Director, lots shall be drawn.
- 461
- 462 v. Although elected, the At-Large Director will only succeed to a Director position in the
- 463 event of a vacancy.
- 464
- 465 vi. In the event of a tie vote for the positions of President-Elect, Treasurer or Treasurer-
- 466 Elect, there shall be a second balloting of ENA membership. In the event of a second tie,
- 467 lots shall be drawn.
- 468

469 **Section 6. Vacancies**

470

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

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

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

474

475 *(Added per National ENA recommendation)*

476

- 477 A. If the office of President becomes vacant, the President-Elect shall succeed to the office of
- 478 President for the unexpired term and shall subsequently serve the one-year term of office of
- 479 President to which elected.
- 480
- 481 B. In the event of a vacancy of the Immediate Past President, the Treasurer-Elect / Member At-
- 482 Large will oversee the election process.
- 483
- 484 C. In the event of a vacancy in the role of President-Elect, this position will be filled by a current
- 485 member of the Board of Directors. This Director shall not automatically assume the role of
- 486 President for the subsequent term and the position of President and President-Elect will be
- 487 included on the next call for nominations.
- 488
- 489 D. In the event the office of President and President-Elect are vacated during the same year, the
- 490 Board of Directors shall appoint an acting president to serve until the next scheduled election. At
- 491 that time, the office of President and President-Elect will be included on the call for nominations.
- 492
- 493 E. A vacancy in the office of Secretary and/or Treasurer shall be filled by a current member of the
- 494 Board of Directors.
- 495

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

497

498 Regular meetings of the ~~board~~ **State Council Board of Directors** shall be held at least quarterly as

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

500

501 *(Changes to council name for consistency)*

502

503 ~~WAIVER OF NOTICE~~

504 ~~QUORUM~~

505 ~~MANNER OF ACTING~~

506 ~~MINUTES~~

507 ~~INFORMAL ACTION~~

508

509 *(Separated into separate sections as recommended by National ENA guidance; see proposed changes*

below)

Section 8. Special Meetings

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

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.

(Updated verbiage per National ENA guidance, provides more clarity on requirements for call of Special 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 NA 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.

Section 15. Resignation and Removal

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

Section 16. Compensation and Loans

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

~~Section 13. Indemnification~~ (moved to Article XIII per National ENA guidance)

Section 17. Officer Responsibilities

- A. President
 - i. The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the State Council. Except as otherwise provide by the State Council Board of Directors or the President, only the President may take official action, make public Statements, or otherwise hold himself or herself out to the public as authorized to act on behalf of the State Council and all such actions must be approved, in advance, by the State Council Board of Directors.

- ii. The President may sign, with the Secretary or any other proper officer of the State Council authorized by the State Council Board of Directors, any contracts, or other instruments which the State Council Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the State Council Board of Directors or by these bylaws or by the statute to some other officer or agent of the State Council.
- iii. The President shall preside at all meetings of the State Council's members and Board of Directors; except as otherwise provided in these bylaws, shall appoint the chair of all committees and, in consultation with the chair, make all committee appointments; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the State Council Board of Directors.
- iv. The President shall automatically succeed to the office of Immediate Past President at the end of his or her term in office as President.

B. President-Elect

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

C. Treasurer

- i. The Treasurer shall be responsible for all funds and securities of the State Council; shall receive and give receipts for monies due and payable to the State Council from any sources whatsoever, and shall deposit all such monies in the name of the State Council in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws.
- ii. The Treasurer shall submit financial reports to the National ENA, to the State Council Board of Directors at its regular meetings, and to the State Council membership at its Annual Meeting.
- iii. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the State Council Board of Directors.
- iv. The Treasurer will also be required to maintain ~~COENA~~ Colorado ENA State Council financial records in accord with generally accepted accounting procedures.

662 (Changes to council name for consistency)

- 663
- 664 v. The Treasurer shall submit an Annual Report to the Colorado Department of Revenue
- 665 prior to the due date, maintain Articles of Incorporation, and 501c3 paperwork.
- 666

667 **Section 18. Director Responsibilities**

668

669 A. Immediate Past President

670

- 671 i. The Immediate Past President shall perform any duties assigned by the President.
- 672
- 673 ii. The Immediate Past President shall oversee the elections process.
- 674

675 B. Secretary

676

- 677 i. The Secretary shall keep or cause to be kept the minutes of the meetings of the State
- 678 Council Board of Directors and voting members; shall see that all notices are duly given
- 679 in accordance with the provisions of these bylaws or as required by law.
- 680
- 681 ii. The Secretary shall be custodian of the corporate records; and shall in general perform
- 682 all the duties incident to the office of Secretary and such other duties as from time to
- 683 time may be assigned by the President or by the State Council Board of Directors.
- 684
- 685 iii. The Secretary shall ensure that ~~COENA~~ Colorado ENA State Council meeting minutes,
- 686 policies, procedures, strategic plan and bylaws will be made accessible for all ~~COENA~~
- 687 Colorado ENA State Council members.
- 688

689 (Changes to council name for consistency)

690

691 C. Treasurer-Elect.

692

- 693 i. The Treasurer-Elect shall learn the role of the Treasurer and the processes involved with
- 694 maintaining ~~COENA~~ Colorado ENA State Council finances.
- 695

696 (Changes to council name for consistency)

697

- 698 ii. The Treasurer-Elect shall succeed to the office of Treasurer at the expiration of the
- 699 Treasurer's term.
- 700
- 701 iii. The Treasurer-Elect shall serve for the unexpired term and the term for which they were
- 702 elected in the event the position of Treasurer becomes vacant.
- 703
- 704 iv. Unless filling the At-Large position, the Treasurer-Elect is a non-voting position.
- 705

706 D. Member At-Large.

707

- 708 i. The Member At-Large shall, as needed, fulfill the role of a Director and such other duties
- 709 as may be assigned by the President or the Board of Directors. These duties may
- 710 include:
- 711 a. attending the general membership meetings.
- 712

- b. participating in at least one state committee.
- c. assisting with implementation of the annual strategic plan.

ARTICLE VIII CONSTITUENT DIVISIONS-

(moved to Article IX, easier readability to document, see proposed changes)

ARTICLE VIII COMMITTEES

Section 1. Standing Committees

~~COENA~~ **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.

(Changes to council name for consistency, statement moved under Section heading)

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

- a. Membership
- b. Government Affairs
- c. ~~Institute for~~ Quality, Safety, and Injury Prevention (QSIP)

(Per National ENA Policy and Procedure name does not include "Institute for")

- d. Pediatric
- 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.

764 **Section 4. Authority**

765
766 The action establishing a committee shall set forth the committee's purpose, authority, and
767 composition, and the qualifications required for membership on the committee. All committees shall
768 report to and be subject to the ultimate authority of the State Council Board of Directors, unless
769 otherwise set forth in the resolution establishing such committee. Committees may be terminated or
770 repurposed by a majority vote of the State Council Board of Directors.

771
772 **Section 5. Composition**

773
774 In the absence of any direction to the contrary in the authorizing action, the President-Elect shall
775 appoint the Chairperson of all committees, subject to the approval of the State Council Board of
776 Directors.

777
778 All Committee chairpersons must review, sign, and submit a copy of the ~~COENA~~ **Colorado ENA State**
779 **Council Conflict of Interest Policy** and submit a completed **Conflict of Interest Disclosure Statement**
780 prior to accepting the position.

781
782 *(New verbiage in accordance with updated COI process)*

783
784 **Section 6. Quorum and Manner of Acting**

785
786 At all meetings of any committee, a majority of the members shall constitute a quorum for the
787 transaction of business unless otherwise set forth in these bylaws or the resolution establishing such
788 committee. A majority vote by committee members present and voting at a meeting at which a quorum
789 is present shall be required for any action.

790
791 **Section 7. Vacancies and Removal**

792
793 Unless otherwise provided in the resolution establishing a committee, vacancies in the membership of a
794 committee shall be filled by appointments made in the same manner as the original appointments to
795 that committee. Unless otherwise provided in the resolution establishing a committee, any member of a
796 committee may be removed by the person or persons authorized to appoint such member whenever in
797 their judgment the best interests of the State Council or the National ENA would be served thereby.

798
799 **Section 8. Policies and Procedures**

800
801 The State Council Board of Directors (or its designee(s)) shall approve policies and procedures for the
802 operation of all committees.

803
804 **ARTICLE IX**
805 **CONSTITUENT DIVISIONS**

806
807 **Section 1. ~~COENA~~ **Colorado ENA State Council** Structure**

808
809 ~~COENA~~ **Colorado ENA State Council** is structured as a two-tiered state.

810
811 *(Changes to council name for consistency)*

812
813 **Under the two-tier structure, the state council shall be governed by two levels of organization: ENA and**
814 **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.

(Added to align with National ENA Policy and Procedure)

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 ~~COENA~~ **Colorado ENA State Council** and the SIG will advance the general and specific purpose of ~~COENA~~ **Colorado ENA State Council** within its local area.

(Changes to council name for consistency)

- 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 due process procedures established by the State Council Board of Directors. Upon dissolution of a SIG, the SIG immediately shall remit (after satisfying any existing debts or obligations) any funds in its control or possession to the State Council and any funds held by the State Council for the benefit of the SIG shall be forfeited and used by the State Council for its general purposes.
- H. The Board of Directors, or its designee(s) shall adopt an application form and procedures to facilitate the consideration of applicants seeking to be organized as a SIG.
- I. The Board of Directors or its designee(s), shall review the application of all applicants and determine, based on the criteria set forth in these bylaws and such other guidelines as the Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as a SIG.

ARTICLE X RELATIONSHIP WITH NATIONAL ENA

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

ARTICLE XI DELEGATES TO THE NATIONAL ENA GENERAL ASSEMBLY

Section 1. Delegate Ratios

The number and qualifications for delegates to the ENA's General Assembly shall be determined by the bylaws of National ENA. All Delegates and Alternates must be Voting Members of ~~COENA~~ **Colorado ENA State Council** in good standing.

(Changes to council name for consistency)

Section 2. Delegate Selection

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

(Changes to council name for consistency)

ARTICLE XII CONTRACTS

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

ARTICLE XIII FINANCIAL MATTERS

Section 1. Checks, Drafts, Etc.

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

Section 2. Deposits

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

Section 3. Bonding

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

Section 4. Books and Records

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

Section 5. Fiscal Year

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

Section 6. Annual Budget

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

Section 7. Financial Review

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

Section 8. Gifts

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

(Changes to council name for consistency)

**ARTICLE XIV
WAIVER OF NOTICE AND ELECTRONIC COMMUNICATION**

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 ~~COENA~~ **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 ~~COENA~~ **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** ~~Colorado nonprofit attorney~~, and National ENA to assure that proposed amendments:

(Restrictive language; many attorneys can council on nonprofit law, nonprofit firms are difficult to schedule with and COENA does not have one on retainer)

- i. are consistent with ~~COENA~~ **Colorado ENA State Council**'s purposes, mission, values and objectives.

(Changes to council name for consistency)

- 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 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 ninety (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 sixty (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~~ **Colorado ENA State Council** website.

(Changes to council name for consistency)

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.

ARTICLE XVII 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 XVIII DISSOLUTION

In the event of the dissolution of the State Council, the State Council Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the State Council, transfer all remaining assets of the State Council to 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

1069 return, transfer or other conveyance in the event of dissolution, which assets shall be returned,
1070 transferred or conveyed in accordance with such requirements) exclusively for the purposes of the
1071 State Council in such manner, or to such organization or organizations as shall at the time qualify as a
1072 tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue
1073 Code of 1986, as amended (the "Code") or the corresponding provision of any future United States
1074 Internal Revenue statute, as the State Council Board of Directors shall determine. Any such assets not
1075 so disposed of shall be disposed of by the court of general jurisdiction of the county in which the
1076 principal office of the State Council is then located, exclusively for such purposes in such manner, or to
1077 such organization or organizations that are organized and operated exclusively for such purposes, as
1078 said court shall determine.