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**BYLAWS OF
MISSOURI ENA STATE COUNCIL¹**

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**ARTICLE I
NAME, PURPOSES AND TERRITORY**

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Section 1. Name. The name of this corporation shall be the **Missouri** ENA State Council, a State of Missouri not-for-profit corporation.

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Section 2. Purposes. In addition to the purposes set forth in the State Council's articles of incorporation, the purposes for which the State Council is organized (i) 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 (ii) advancing and promoting the interests of the Emergency Nurses Association, an Illinois not-for-profit corporation ("National ENA") within the geographic area covered by the State Council ("Territory") and other appropriate purposes.

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Section 3. Offices. The State Council shall have and continuously maintain in the State of Missouri 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 Missouri**, as the State Council Board of Directors may determine.

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

(a) No part of the net earnings of the State Council shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the State Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.

(b) No substantial part of the activities of the State Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the State Council shall not participate in, or intervene in (including the publishing or distribution of Statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, the State Council shall not carry on any activity not permitted to be carried on by:

(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).

¹ 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 II
MEMBERSHIP**

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Section 1. National ENA/State Council Dual Membership. Each member of the National ENA in good standing that is licensed or resides within the Territory automatically shall be assigned membership in the State Council in accordance with National ENA Policy and Procedures. In addition, any National ENA member in good standing outside of the Territory may elect to become a member of the State Council upon written request to the National ENA in accordance with its policies and procedures, however, members may only belong to one State Council. National ENA members shall be placed in the State Council membership category that corresponds with their National ENA membership category. State Council members must be National ENA members in good standing.

Section 2. 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: (i) voting members (which includes only licensed, or the equivalent thereto) professional registered nurses; and (ii) nonvoting members. The criteria for membership are the same as those established by the National ENA for each such membership category in its bylaws and policies.

Section 3. Member Rights & Obligations.

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

(b) 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. 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.

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

Section 4. 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 5. Member Suspension/Expulsion. A State Council member may be censured, suspended, expelled for cause or otherwise disciplined by ENA National provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be

81 accompanied by a notice of the time and place of the meeting at which the charges shall be
82 considered, and the member shall have the opportunity to appear in person and/or to be represented
83 by counsel and to present any defense to such charges before action is taken by ENA National. Such
84 disciplinary actions shall be conducted in accordance with such additional procedures as may be
85 established by the ENA National Board of Directors.

86 **Section 6. Automatic Termination.** Membership in the State Council automatically
87 shall be terminated whenever a State Council member's membership in the National ENA is
88 terminated. In addition, the membership of any State Council member who is in default of
89 payment of National ENA dues or any other charges for a period of three (3) months from the date
90 on which such dues or charges become payable, or otherwise becomes ineligible for membership
91 in the State Council or the National ENA, shall be terminated automatically, unless such
92 termination is delayed by the National ENA Board of Directors.

93 **Section 7. Member Reinstatement.** State Council members may request
94 reinstatement in accordance with National ENA's bylaws, policies and procedures.

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

98 **ARTICLE III**
99 **DUES, FEES AND ASSESSMENTS**

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

104 **ARTICLE IV**
105 **MEMBERSHIP MEETINGS**

106 **Section 1. Annual Meeting.** An annual business meeting of the voting members of
107 the State Council shall be held at such time and place as shall be determined by the State Council
108 Board of Directors.

109 **Section 2. Special Meetings.** Special meetings of the voting members of the State
110 Council may be called at the request of the President, a majority of the State Council Board of
111 Directors, or at the written request of two-thirds (2/3) of the State Council's voting members. The
112 time and place for holding special meetings shall be determined by the State Council Board of
113 Directors.

114 **Section 3. Education, Social and other Meetings and Functions.** The State Council
115 shall hold such educational, social and other meetings and functions as may be determined by the
116 State Council Board of Directors.

117 **Section 4. Notice.** Notice stating the place, day, and hour of the meeting and, in the
118 case of a special meeting, the purpose or purposes for which the meeting is called, shall be not
119 more than sixty (60) days and not less than five (5) days prior to the date of such meeting, unless
120 otherwise required by applicable law.

162 a. A candidate for any office of the State Council Board of Directors must have
163 demonstrated active participation in council activities by attending sixty percent (60%) of the State
164 Council meetings in the previous 2 years (including strategic planning).

165 **Section 4. Term.** Directors shall serve a two (2) year term in office, or until such time
166 as their successors are duly elected, qualified and take office. The term of office for each director
167 shall begin on the January 1 following his or her election.

168 (a) For the Officer positions voted into office during the 2025 election cycle
169 (President-elect; Secretary; Director at Large) the term of office shall be extended by one (1) year
170 to meet the two (2) year requirement.

171 **Section 5. Elections.** The voting members shall elect the officers and directors at or
172 before the Annual Meeting of members in accordance with such procedures as shall be established
173 by the State Council Board of Directors and National ENA.

174 **Section 6. Regular Meetings.** The State Council Board of Directors will take action
175 to set the time, date, and place for the holding of a regular annual meeting of the State Council
176 Board of Directors and such additional regular meetings of the State Council Board of Directors
177 as the State Council Board of Directors will determine without other notice than such action.

178 **Section 7. Special Meetings.** Special meetings of the State Council Board of
179 Directors may be called by, or at the request of, the President or upon a written request to the
180 Secretary of three (3) members of the State Council Board of Directors. Notice of any special
181 meeting of the State Council Board of Directors shall state the time, date, and place of the meeting
182 and shall be delivered at least two (2) days prior to the date of such meeting.

183 **Section 8. Meeting by Conference Call.** Any action to be taken at a meeting of the
184 State Council Board of Directors or any committee thereof may be taken through the use of a
185 conference telephone or other communications equipment by means of which all persons
186 participating in the meeting can communicate with each other. Participation in such a meeting
187 shall constitute presence in person at the meeting of the persons so participating. Notwithstanding
188 anything set forth to the contrary in these bylaws, notice of any meeting to be held by conference
189 call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to
190 the meeting.

191 **Section 9. Waiver of Notice.** Notice of a State Council Board of Directors meeting
192 need not be given to a director who signs a waiver of notice either before or after the meeting.
193 Meeting attendance by a director will constitute a waiver of notice and a waiver of objections to
194 the meeting time and place and the manner in which it was called or convened, except when a
195 director states, at the beginning of the meeting or promptly upon arrival at the meeting, an objection
196 to transacting business because the meeting is not lawfully called or convened.

197 **Section 10. Quorum.** A majority of the State Council Board of Directors shall
198 constitute a quorum for the transaction of business at any duly called meeting of the State Council
199 Board of Directors; provided that when less than a quorum is present at said meeting, a majority
200 of the State Council Board of Directors members present may adjourn the meeting to another time
201 without further notice.

202 **Section 11. Manner of Acting.** The act of a majority of Directors present at a duly
203 called meeting at which a quorum is present shall be the act of the State Council Board of Directors,
204 unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

205 **Section 12. Informal Action.** Any action requiring a vote of the State Council Board
206 of Directors may be taken without a meeting if a consent agenda, setting forth the action taken, is
207 approved by all of the members of the State Council Board of Directors entitled to vote with respect
208 to the subject matter thereof.

209 **Section 13. Minutes.** The State Council shall maintain minutes of meetings of the State
210 Council Board of Directors and provide copies of those minutes to National ENA upon request.

211 **Section 14. Resignation and Removal.** A director may resign in writing submitted to
212 the State Council's President. In the case of the resignation of the President, the resignation will
213 be submitted to the secretary who will refer such resignation to the State Council Board of
214 Directors. A resignation will be effective on the acceptance date of the resignation as determined
215 by the State Council Board of Directors. A director who no longer meets the qualifications for
216 office shall be automatically removed and such vacancy shall be filled by the State Council Board
217 of Directors. Any director may be removed at any time with or without cause by a majority vote
218 of the voting members present and voting, in person or by proxy, at any regular or special meeting
219 at which a quorum of the voting members is present, when in their judgment the best interest of
220 the State Council or the National ENA would be served by such removal.

221 **Section 15. Vacancies.** The State Council Board of Directors shall take action to fill
222 any vacancy on the State Council Board of Directors. A director appointed pursuant to this Section
223 shall hold their position for the remainder of the original term for which he or she was elected to
224 fill.

225 **Section 16. Compensation and Loans.** Neither directors nor officers of the State
226 Council shall receive salaries or other compensation for their services as directors, but the State
227 Council Board of Directors may, by resolution, authorize the reimbursement of expenses of
228 attendance of directors for each regular and special meeting of the State Council Board of
229 Directors; provided that nothing herein contained shall be construed to preclude any director or
230 officer from serving the State Council in any other capacity and receiving reasonable compensation
231 therefore. The State Council may not make loans to directors.

232 **ARTICLE VI** 233 **OFFICERS**

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235 **Section 1. Officers.** The Officers of the State Council shall be a President, President-
236 Elect, Secretary, Treasurer, Immediate Past President Immediate Past President or Officer at Large
237 (acting in place of the Immediate Past President) and (2) Members-at-Large (collectively, the
238 "Officers").

239 (a) The office of treasurer-elect is filled in the mid point of the current treasurer's
240 term to allow for one (1) year of training and hand off from the current treasurer. This role does
241 not serve in an official officer capacity and does not have decision making or voting authority on
242 the State Council Board of Directors.

243 **Section 2. Qualifications.** Officers must be voting members in good standing in both
244 National ENA and the State Council.

245 **Section 3. Elections & Term.**

246 (a) The voting members shall elect the officers at or before the Annual Meeting of
247 voting members in accordance with such procedures as shall be established by the State Council
248 Board of Directors.

249 (b) **AUTOMATIC SUCCESSION OPTIONS**

250 (i) The President Elect shall succeed to the office of the President at the
251 conclusion of the term of his/her term of office.

252 (ii) The Office of Immediate Past President shall be filled by the
253 outgoing President at the conclusion of his/her term of office.

254 (iii) The Treasurer Elect shall succeed to the office of Treasurer at the
255 conclusion of his/her term of office.

256 (iv) In the event that there is no Immediate Past President, an Officer at
257 Large will be elected from the State Council Past Presidents to serve the remainder of the outgoing
258 Immediate Past Presidents term of office.

259 (v) Director at Large (2). Serve as a liaison between the members and
260 the Board of Directors. Terms shall be two (2) years with one director elected each year.

261 (vi) Committee Chairs and Co-Chairs:

262 • Each Chair and Co-Chair of a state committee must be a
263 current voting member and participating member of the State Council.

264 • Candidates for the chair positions must have been a
265 participating member for the twelve (12) months prior to their appointment.

266 • In the event a committee chair fails to fulfill their committee
267 duties or responsibilities the State Council Board of Directors may intervene.

268 (c) Officers shall serve a two (2) year term in office, or until such time as their
269 successors have been duly elected and qualified. The term of office for each officer shall begin on
270 the January 1 following his or her election.

271 **Section 4. Vacancies.** If the office of President becomes vacant, the President-Elect
272 automatically will succeed to the office of President. Vacancies in any other office shall be filled
273 by the State Council Board of Directors.

274 **Section 5. Resignation and Removal.** An officer may resign by submitting a written
275 request to the President. In the case of the resignation of the president, the resignation will be
276 submitted to the secretary who will refer such resignation to the State Council Board of Directors.
277 A resignation will be effective on the acceptance date as determined by the State Council Board of
278 Directors. An officer who no longer meets the qualifications for office shall automatically be
279 removed and such vacancy shall be filled by the State Council Board of Directors. Any officer may
280 be removed at any time with or without cause by a majority vote of the voting members present
281 and voting, in person or by proxy, at any regular or special meeting at which a quorum of the voting

282 members is present, when in their judgment the best interest of the State Council or National ENA
283 would be served by such removal.

284 **Duties of Officers.**

285 (a) **President.** The President shall be the chief executive officer, and shall in general
286 supervise and control the affairs, of the State Council. Except as otherwise provided by the State
287 Council Board of Directors or the President, only the President may take official action, make
288 public Statements, or otherwise hold himself or herself out to the public as authorized to act on
289 behalf of the State Council and all such actions must be approved, in advance, by the State Council
290 Board of Directors. The President may sign, with the Secretary or any other proper officer of the
291 State Council authorized by the State Council Board of Directors, any contracts, or other
292 instruments which the State Council Board of Directors has authorized to be executed, except in
293 cases where the signing and execution thereof shall be expressly delegated by the State Council
294 Board of Directors or by these bylaws or by the statute to some other officer or agent of the State
295 Council. The President shall preside at all meetings of the State Council's members and Board of
296 Directors; except as otherwise provided in these bylaws, shall appoint the chair of all committees
297 and, in consultation with the chair, make all committee appointments; and in general shall perform
298 all duties incident to the office of President and such other duties as may be prescribed by the State
299 Council Board of Directors.

300 (b) **President-Elect.** The President-Elect shall, in the absence of the President, preside
301 at all meetings of the State Council's members and Board of Directors; and shall perform all duties
302 incident to the office of President-Elect and such other duties as may be prescribed by the President
303 or by the State Council Board of Directors.

304 (c) **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings
305 of the State Council Board of Directors and voting members; shall see that all notices are duly
306 given in accordance with the provisions of these bylaws or as required by law; shall be custodian
307 of the corporate records; and shall in general perform all the duties incident to the office of
308 Secretary and such other duties as from time to time may be assigned by the President or by the
309 State Council Board of Directors.

310 (d) **Treasurer.** The Treasurer shall be responsible for all funds and securities of the
311 State Council; shall receive and give receipts for monies due and payable to the State Council from
312 any sources whatsoever, and shall deposit all such monies in the name of the State Council in such
313 banks, trust companies, or other depositories as shall be selected in accordance with the provisions
314 of these bylaws; shall submit financial reports to the National ENA, to the State Council Board of
315 Directors at its regular meetings, and to the State Council membership at its Annual Meeting; and
316 shall in general perform all the duties incident to the office of Treasurer and such other duties as
317 from time to time may be assigned by the President or by the State Council Board of Directors.

318 (e) **Immediate Past President.** The Immediate Past President shall perform all duties
319 incident to the office of Immediate Past President and such other duties as may be specified by
320 the President or by the State Council Board of Directors.

321 (f) **Treasurer Elect:** The Treasurer-Elect shall perform all duties incident to the office
322 of Treasurer-Elect and such other duties as may be specified by the President of by the State
323 Council Board of Directors.

324 **ARTICLE VII**

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GENERAL ASSEMBLY

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Section 1. Composition.

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(a) The State Council’s General Assembly (“General Assembly”) must be composed

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of delegates that are voting members of both the State Council and National ENA in good standing.

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Section 2. Authority. The General Assembly is responsible for communicating State

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Council member needs, providing feedback, and input on issues relating to the practice of

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emergency nursing to the State Council Board of Directors. The General Assembly shall also

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approve, revise, or amend these bylaws in accordance with Article XIII, and receive reports of the

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State Council Board of Directors, committees and other volunteer groups, receive reports

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concerning the State Council’s finances, and transact such other appropriate business as may

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properly come before the General Assembly.

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ARTICLE VIII

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COMMITTEES

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Section 1. Committees.

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(a) Committees with Authority of the State Council Board of Directors. The

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State Council Board of Directors, by resolution adopted by a majority of the Directors in office,

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may designate one or more standing committees, each of which shall consist of a majority of

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Directors and no fewer than two directors, which to the extent provided in said resolution shall

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have and exercise the authority of the State Council Board of Directors in the management of the

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State Council; but the designation of such committee(s) and the delegation thereto of authority

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shall not operate to relieve the State Council Board of Directors or any individual director of any

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responsibility imposed upon them by Law.

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(b) Other Committees. In accordance with the ENA Policy and Procedures, the

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State Council must maintain the following core committees: (i) Membership; (ii) Government

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Affairs; (iii) Institute for Quality, Safety, and Injury Prevention (IQSIP); (iv) Pediatric; (v) Trauma;

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and (vi) Fundraising(Marketing).

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The State Council Board of Directors may establish such other committees not having

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the authority of the State Council Board of Directors as it deems necessary or prudent

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in the exercise of its authority and responsibility as set forth in these bylaws.

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Section 2. Authority. The action establishing a committee shall set forth the

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committee’s purpose, authority, and composition, and the qualifications required for membership

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on the committee. All committees shall report to and be subject to the ultimate authority of the

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State Council Board of Directors, unless otherwise set forth in the resolution establishing such

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committee. Committees may be terminated or repurposed by a majority vote of the State Council

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Board of Directors.

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Section 3. Composition. In the absence of any direction to the contrary in the

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authorizing action, the president shall appoint the chairperson and members of all committees,

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subject to the approval of the State Council Board of Directors.

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Section 4. Quorum and Manner of Acting. At all meetings of any committee, a

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majority of the members shall constitute a quorum for the transaction of business unless otherwise

365 set forth in these bylaws or the resolution establishing such committee. A majority vote by
366 committee members present and voting at a meeting at which a quorum is present shall be required
367 for any action.

368 **Section 5. Vacancies & Removal.** Unless otherwise provided in the resolution
369 establishing a committee, vacancies in the membership of a committee shall be filled by
370 appointments made in the same manner as the original appointments to that standing committee.
371 Unless otherwise provided in the resolution establishing a committee, any member of a committee
372 may be removed by the person or persons authorized to appoint such member whenever in their
373 judgment the best interests of the State Council or the National ENA would be served thereby.

374 **Section 6. Policies and Procedures.** The State Council Board of Directors (or its
375 designee(s)) shall develop and approve policies and procedures for the operation of all committees.

376 **ARTICLE IX**
377 **RELATIONSHIP WITH NATIONAL ENA**

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

386 **ARTICLE X**
387 **CONTRACTS, CHECKS, DEPOSITS AND BONDING**

388 **Section 1. Contracts.** The State Council Board of Directors may authorize any officer
389 or officers, agent or agents of the State Council, in addition to the officers so authorized by these
390 bylaws, to enter into any contract or execute and deliver any instrument in the name of and on
391 behalf of the State Council and such authority may be general or confined to specific instances.

392 **Section 2. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payment of
393 money, notes, or other evidences of indebtedness issued in the name of the State Council shall be
394 signed by such officer or officers, agent or agents of the State Council and in such manner as shall
395 from time to time be determined by resolution of the State Council Board of Directors. In the
396 absence of such determination by the State Council Board of Directors, such instruments shall be
397 signed by the President and countersigned by the Treasurer.

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

401 **Section 4. Bonding.** The State Council Board of Directors may provide for the
402 bonding of such officers and employees of the State Council as it may from time to time determine.

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404 **ARTICLE XI**
405 **FINANCIAL MATTERS**

406 **Section 1. Books and Records.** The State Council shall keep correct and complete
407 books and records of account and shall also keep minutes of the proceedings of its voting members,
408 the State Council Board of Directors and any committees having the authority of the State Council
409 Board of Directors. The State Council shall provide National ENA with copies of such books and
410 records upon request.

411 **Section 2. Fiscal Year.** The State Council's fiscal year shall be determined by the
412 National ENA Board of Directors.

413 **Section 3. Annual Budget.** A budget showing anticipated revenue and expenses will
414 be adopted annually by the State Council Board of Directors.

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

419 **ARTICLE XII**
420 **WAIVER OF NOTICE**

421 Whenever any notice whatsoever is required to be given under the provisions of the applicable
422 law, or under the provisions of the Articles of Incorporation or bylaws of the State Council, a
423 waiver thereof in writing signed by the person or persons entitled to such notice, whether before
424 or after the time stated herein, shall be deemed equivalent to the giving of such notice.

425 **ARTICLE XIII**
426 **BYLAW AMENDMENTS**

427
428 **Section 1. Amendment by Voting Members.** These bylaws may be altered, amended
429 or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the voting members
430 voting in person or by proxy at any meeting of the members at which a quorum is present.
431 Notwithstanding the foregoing, all proposed bylaw amendments shall be first submitted to
432 National ENA and are subject to the prior written approval of ENA.

433 Amendments not receiving the approval of National ENA shall be of no force or effect.

434 Amendment and bylaw changes must be posted at least thirty (30) days prior to the
435 proposed voting date on such amendments.

436 **Section 2. Amendment by National ENA's Board of Directors.** National ENA's
437 Board of Directors (or its designee(s)) also shall have the authority to amend these bylaws from
438 time to time in order to bring them into compliance with National ENA's policies and procedures
439 without the approval of the State Council's voting members; provided, however, National ENA's
440 Board of Directors (or its designee(s)) shall provide the State Council's voting members notice of
441 any such amendments at least thirty (30) days prior to the effective date of such amendments.

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443 **ARTICLE XIV**
444 **INDEMNIFICATION**
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446 The State Council shall indemnify all past and present officers, directors, committee members,
447 and other authorized State Council representatives to the full extent permitted by applicable Law,
448 and shall be entitled to purchase insurance for such indemnification of officers and directors to the
449 full extent as determined by the State Council Board of Directors. Notwithstanding the foregoing,
450 such indemnification shall be limited to the extent of the insurance (i.e., Directors and Officers
451 insurance and other further coverages as may be applicable) maintained by National ENA on behalf
452 of the State Council.

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454 **ARTICLE XV**
455 **ELECTRONIC COMMUNICATIONS**
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457 Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these
458 bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action
459 or approval required to be written or in writing may be transmitted or received by electronic mail
460 or other electronic means.

461 **ARTICLE XVI**
462 **DISSOLUTION**
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464 In the event of the dissolution of the State Council, the State Council Board of Directors shall,
465 after paying or making provision for the payment of all of the liabilities of the State Council,
466 transfer all remaining assets of the State Council to National ENA (except any assets held by the
467 State Council upon condition requiring return, transfer or other conveyance in the event of
468 dissolution, which assets shall be returned, transferred or conveyed in accordance with such
469 requirements) or, in the event National ENA previously has been dissolved, the State Council shall
470 dispose of all of the remaining assets of the State Council (except any assets held by the State
471 Council upon condition requiring return, transfer or other conveyance in the event of dissolution,
472 which assets shall be returned, transferred or conveyed in accordance with such requirements)
473 exclusively for the purposes of the State Council in such manner, or to such organization or
474 organizations as shall at the time qualify as a tax-exempt organization or organizations recognized
475 under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the
476 corresponding provision of any future United States Internal Revenue statute, as the State Council
477 Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the
478 court of general jurisdiction of the county in which the principal office of the State Council is then
479 located, exclusively for such purposes in such manner, or to such organization or organizations
480 that are organized and operated exclusively for such purposes, as said court shall determine.

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486 Approvals:

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	Date:	Approver:
ENA Approval:	December 16, 2025	Paulina Torres
	Date Posted:	Date Approved:
MOENA Membership:	December 30, 2025	February 13, 2026

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