

**BYLAWS OF  
MISSOURI ENA STATE COUNCIL  
(Revised 05/2021)**

**ARTICLE I  
ARTICLE NAME, PURPOSES AND TERRITORY**

**Section 1. Name:** The name of this corporation shall be the Missouri Emergency Nurses Association (hereby referred to as “MOENA State Council”), a State of Missouri not-for-Profit corporation.

**Section 2. Purposes:** In addition to the purposes set forth in the MOENA State Council’s Articles of incorporation, the purposes for which the MOENA State Council is organized (i) Are educational, within the meaning of Section 501c(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 MOENA State Council, and other appropriate purposes.

**Section 3. Offices:** The MOENA 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 MOENA State Council Board of Directors may determine.

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

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

- 1.** A corporation exempt from federal income tax under Section 501c(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law); or

- 44                                   2.       A corporation, contributions to which are deductible under  
45                                                Section 170c(2) of the IRC (or the corresponding provision of any  
46                                                future United States Internal Revenue Law).  
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48 **ARTICLE II**  
49 **MEMBERSHIP**  
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51               **Section 1.       National ENA/MOENA State Council Dual Membership:** Each member of  
52 the National ENA in good standing that is licensed or resides within the Territory automatically  
53 shall be assigned membership in the MOENA State Council in accordance with National ENA  
54 procedures. In addition, any National ENA member in good standing outside of the Territory  
55 may elect to become a member of the MOENA State Council upon written request to the  
56 National ENA in accordance with its procedures, however, members may only belong to one  
57 State Council. National ENA members shall be placed in the MOENA State Council membership  
58 category that corresponds with their National ENA membership category. MOENA State  
59 Council members must be National ENA members in good standing.  
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61               **Section 2.       Membership Categories:** The membership of the MOENA State Council  
62 is composed of the following categories and such additional categories as may be established  
63 by National ENA from time to time: Voting members (which includes National, International,  
64 Senior and Military members) and Nonvoting members (which includes Affiliate, Student and  
65 Honorary members). The criteria for membership are the same as those established by the  
66 National ENA for each such membership category in its bylaws and policies. If any conflict  
67 between National ENA and MOENA State Council Bylaws or Policy exists, National ENA  
68 Bylaws/Policy takes precedent in determining voting eligibility of members.  
69

70               **Section 3.       Member Rights and Obligations:**  
71

- 72               **A.**       Each member has the responsibility to support the purpose, mission,  
73 vision, values and objectives of National ENA and the MOENA State  
74 Council.  
75
- 76               **B.**       Voting Members shall be entitled to hold elected office in the MOENA  
77 State Council; serve and participate in committees and task forces; vote  
78 in the MOENA State Council’s elections and on all matters presented to  
79 the MOENA State Council’s voting members; and attend the member  
80 meetings and social functions of the MOENA State Council. Each eligible  
81 Voting Member in good standing shall have one (1) vote in the MOENA  
82 State Council’s elections and on all other matters presented to the Voting  
83 Members. All MOENA State Council members must abide by these  
84 bylaws, the National ENA Bylaws, and such other rules, policies,  
85 procedures and regulations as the National ENA or the MOENA State  
86 Council may from time to time adopt.  
87

88           **C.**       Nonvoting Members shall be entitled to serve and participate in the  
89                           MOENA State Council’s committees and tasks forces and attend the  
90                           member meetings and social functions of the MOENA State Council.  
91                           Nonvoting Members do not have the right to vote on any matter.  
92

93           **Section 4.     Member Resignation:** Any member may resign by submitting notice to  
94           the National ENA administrative office in writing. Resignation will be effective upon receipt.  
95           Resignation will not relieve the member of the obligation to pay dues and other assessments  
96           accrued before the effective date of the resignation. No portion of any dues paid shall be  
97           refunded to the resigned member.  
98

99           **Section 5.     Member Suspension/Expulsion:** A MOENA State Council member may  
100           be censured, suspended, expelled for cause or otherwise disciplined by ENA National provided  
101           that a statement of the charges shall have been sent by certified mail to the last recorded  
102           address of the member at least fifteen (15) days before final action is to be taken. This  
103           statement shall be accompanied by a notice of the time and place of the meeting at which the  
104           charges shall be considered, and the member shall have the opportunity to appear in person  
105           and/or to be represented by counsel and to present any defense to such charges before action  
106           is taken by ENA National. Such disciplinary actions shall be conducted in accordance with such  
107           additional procedures as may be established by the ENA National ENA Board of Directors.  
108

109           **Section 6.     Automatic Termination:** Membership in the MOENA State Council  
110           automatically shall be terminated whenever a MOENA State Council member’s membership is  
111           terminated by the National ENA. In addition, the membership of any MOENA State Council  
112           member who is in default of payment of National ENA dues or any other charges for a period of  
113           two (2) months from the date on which such dues or charges become payable, or otherwise  
114           becomes ineligible for membership in the MOENA State Council, or National ENA, shall be  
115           terminated automatically, unless such termination is delayed by the National ENA Board of  
116           Directors.  
117

118           **Section 7.     Member Reinstatement:** MOENA State Council members may request  
119           reinstatement in accordance with National ENA’s bylaws, policies and procedures.  
120

121           **Section 8.     No Property Rights:** MOENA State Council membership is a privilege and  
122           not a property right. No member has an ownership or property right or interest in the MOENA  
123           State Council’s funds, property or other assets.  
124

125   **ARTICLE III**  
126   **DUES, FEES AND ASSESSMENTS**  
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128           The initial and annual dues for MOENA State Council members, if any, and the time for paying  
129           such dues and other assessments of fees, if any, shall be established by the National ENA Board  
130           of Directors, and such dues shall be submitted to National ENA in accordance with National  
131           ENA’s policies and procedures.

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**ARTICLE IV**  
**MEMBERSHIP MEETINGS**

**Section 1. Annual Meeting (Strategic Planning):** An annual business meeting of the Voting Members of the MOENA State Council shall be held at such time and place as shall be determined by the MOENA State Council Board.

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

**Section 3. Education, Social and other Meetings and Functions:** The MOENA State Council shall hold such educational, social and other meetings and functions as may be determined by the MOENA State Council Board of Directors. Such meetings shall be communicated to MOENA Members in a timely and regular manner.

**Section 4. Quorum:** A quorum will be in effect when voting on State business is required. The voting body shall consist of the board members and the chapter delegates. A quorum exists when 50% plus one voting members are present.

**Section 5. Manner of Acting:** The act of a majority or more of the Chapter Delegates 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 6. Rules of Order:** The rules contained in the latest edition of *Robert’s Rules of Order Newly Revised* shall govern the MOENA State Council.

**Section 7. Electronic Communications:** Meetings may be held via telephone conference call, similar forms of communications, or any technology available which would permit all participants to communicate and participate. Minutes of such shall be recorded and posted in accordance with Section 9.

**Section 8. Voting:** Voting by ballot: , (in person, mail, e-mail or other electronic means) on any matter before the voting Chapter Delegates shall be permitted to the full extent allowed by law (e.g., the not-for-profit corporation act or similar law governing the operation of not-for-profit corporations in the MOENA State Council’s state of incorporation) (“Law”). A ballot, mail, e-mail or electronic vote may only be called by the MOENA State Council Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of voting Chapter Delegates; (ii) the number of voting Chapter

175 Delegates must be sufficient to constitute a quorum had such action been taken at a meeting;  
176 and/or (iii) such other requirements as may be required by Law and must be satisfied.  
177

178 **Section 9. Minutes:** The MOENA State Council will maintain minutes of all meetings  
179 of the Voting Members and provide copies of those minutes to National ENA upon request.  
180 Approved minutes shall be posted on the MOENA State Council website within 30 (thirty) days  
181 following approval.  
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184 **ARTICLE V**  
185 **MISSOURI STATE COUNCIL BOARD OF DIRECTORS**  
186

187 **Section 1. Authority and Responsibility:** The affairs of the MOENA State Council  
188 shall be managed by the MOENA State Council Board of Directors which shall have  
189 supervision, control, and direction of the business and financial affairs of the MOENA State  
190 Council; shall determine the policies or changes therein within the limits of these bylaws; and  
191 shall actively promote its purposes. The MOENA State Council Board of Directors may adopt  
192 such rules and regulations for the conduct of its business as shall be deemed advisable any may,  
193 appoint such agents as it considers necessary.  
194

195 **Section 2. Composition:** The MOENA State Council Board of Directors shall be  
196 comprised of the President, President-elect, Secretary, Treasurer, Treasurer-elect, the  
197 Immediate Past President or Officer at Large (acting in place of the Immediate Past President),  
198 Parliamentarian, and two (2) Directors at Large. The Treasurer-Elect and Parliamentarian will  
199 be non-voting officers.  
200

201 **A. Qualifications:** Board Members must be Voting Members in good  
202 standing in both the National ENA and the MOENA State Council

203 **B. Eligibility Requirements:**  
204 **1.** Each Board Member of the MOENA State Council must be a  
205 current voting member of ENA.  
206 **2.** A candidate for any office of the MOENA State Council Board of  
207 Directors must have served as a chapter delegate, alternate chapter  
208 delegate or committee chairperson of the MOENA State Council within  
209 the last 2 years.

210 **C. Board Duties & Function**  
211 Duties of the MOENA State Council Board of Directors shall be  
212 outlined in MOENA Policy and reviewed annually prior to a call for  
213 nominations for elections.  
214

215 **Section 3. Term:** Board Members shall serve a two (2) year term in office. The term  
216 of office for each Board Member shall begin on January 1 following his/her election.

217 **A.** The President-Elect shall succeed to the office of the President at the  
218 conclusion of the term of the outgoing President.

- 219 **B.** The Office of Immediate Past President shall be filled by the outgoing
- 220 President at the conclusion of his/her term of office.
- 221 **C.** The Treasurer-Elect shall succeed to the office of Treasurer at the
- 222 conclusion of the term of the outgoing Treasurer.
- 223 **D.** In the event there is no Immediate Past-President, an Officer-at-Large will
- 224 be elected from the MOENA State Council Past Presidents to serve the
- 225 remainder of the outgoing Immediate Past-Presidents term of office.
- 226 **E.** Director-at-Large (2). Serve as a liaison between the chapters and Board
- 227 of Directors. Terms shall be two years with one Director elected each
- 228 year.
- 229 **F.** Committee Chairs and Co-Chairs:
- 230 **a.** Each Chair and Co-Chair of a State Committee must be a current
- 231 Voting member and participating member of ENA.
- 232 **b.** Candidates for the chair positions must have been a participating
- 233 member for the twelve (12) months prior to their appointment.
- 234 **c.** In the event a committee chair fails to fulfill their committee
- 235 duties or responsibilities the MOENA Board may intervene.
- 236 **G.** Chapter Delegates:
- 237 **a.** Each chapter delegate must be a current voting member of ENA
- 238 and must have been a participating member for the past twelve (12)
- 239 months.
- 240 **b.** Term of Office: Chapter delegates shall be appointed by the
- 241 Chapter to serve a one (1) year term, with any other limitations to be
- 242 determined by the individual chapters.
- 243 **H.** MOENA members serving on the Board of Directors are ineligible to
- 244 serve as Chapter delegates.
- 245

246 **Section 4. Nominations and Elections:** The Voting Members shall elect the Board at  
 247 or before the Annual Meeting of members in accordance with such procedures as shall be  
 248 established by the MOENA State Council Board and National ENA.

- 249 **A.** Nominations and elections shall be held in accordance with MOENA
- 250 policies.
- 251 **B.** Nominations for election to the MOENA State Council Board of Directors
- 252 will be submitted to the Compliance Committee for validation.
- 253 **C.** No member of the MOENA State Council Board of Directors shall
- 254 simultaneously serve as a Committee Chair unless the position would
- 255 otherwise remain open.
- 256

257 **Section 5. Vacancies:**

- 258 **A.** In the event of a vacancy of the Board in any position other than
- 259 President or Treasurer, the MOENA State Council Board of Directors may
- 260 conduct special balloting of the MOENA State Council to fill the vacancy
- 261 or vacancies.

262                   B.       No member shall hold two offices on the MOENA State Council Board of  
263                   Directors.  
264

265                   **Section 6. Regular Meetings.** The State Council Board of Directors may take action to  
266 set the time, date, and place for the holding of a regular annual meeting of the State Council  
267 Board of Directors and such additional regular meetings of the State Council Board of Directors  
268 as the State Council Board of Directors may determine without other notice than such action.  
269

270                   **Section 7. Special Meetings.** Special meetings of the State Council Board of Directors  
271 may be called by, or at the request of, the President or upon a written request to the Secretary of  
272 three (3) members of the State Council Board of Directors. Notice of any special meeting of the  
273 State Council Board of Directors shall state the time, date, and place of the meeting and [shall be  
274 delivered at least ten (10) days prior to the date of such meeting].

275                   **Section 8. Remote Attendance at Meetings:** Any action to be taken at a meeting of the  
276 MOENA State Council Board of Directors or any committee thereof may be taken using a  
277 conference telephone or other communications equipment by means of which all persons  
278 participating in the meeting can communicate with each other. Participation in such a meeting  
279 shall constitute presence in person at the meeting of the persons so participating.  
280 Notwithstanding anything set forth to the contrary in these bylaws, {notice of any meeting to  
281 be held by conference call (whether regular or special) may be delivered a minimum of twenty-  
282 four (24) hours prior to the meeting.}  
283

284                   **Section 9. Waiver of Notice.** Notice of a State Council Board of Directors meeting need  
285 not be given to a Director who signs a waiver of notice either before or after the meeting.  
286 Meeting attendance by a Director will constitute a waiver of notice and a waiver of objections  
287 to the meeting time and place and the manner in which it was called or convened, except when  
288 a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, an  
289 objection to transacting business because the meeting is not lawfully called or convened.  
290

291                   **Section 10. Informal Action:** Any action requiring a vote of the MOENA State Council  
292 Board of Directors may be taken without a meeting if a consent agenda, setting forth the action  
293 taken, is approved by all the members of the MOENA State Council Board of Directors entitled  
294 to vote with respect to the subject matter thereof.  
295

296                   **Section 11. Minutes:** The MOENA State Council will maintain minutes of all meetings  
297 in perpetuity of the Voting Members and provide copies of those minutes to National ENA upon  
298 request.  
299

300                   **Section 12. Resignation and Removal:** A Board Member may resign in writing  
301 submitted to the MOENA State Council's President. In the case of the resignation of the  
302 President, the resignation will be submitted to the Secretary who will refer such resignation to  
303 the MOENA State Council Board of Directors. A resignation will be effective on the acceptance  
304 date of the resignation as determined by the MOENA State Council Board of Directors. A Board

305 member who no longer meets the qualifications for office shall be automatically removed and  
306 such vacancy shall be filled by the MOENA State Council Board of Directors. Any Board member  
307 may be removed at any time with or without cause by a majority vote of the voting members  
308 present and voting, in person or by proxy, at any regular or special meeting at which a quorum  
309 of the voting members is present, when in their judgement the best interest of the MOENA  
310 State Council or the National ENA would be served by such removal.

311  
312 **Section 13. Vacancies:** The MOENA State Council Board of Directors shall take action  
313 to fill any vacancy on the MOENA State Council Board of Directors. A Board member appointed  
314 pursuant to the Section shall hold their position for the remainder of the original term for which  
315 they were elected to fill.

316  
317 **Section 14. Compensation and Loans:** Neither Directors nor Officers of the State  
318 Council shall receive salaries or other compensation for their services as directors but the State  
319 Council Board of Directors may, by resolution, authorize the reimbursement of expenses of  
320 attendance of directors for each regular and special meeting of the State Council Board of  
321 Directors, provided that nothing herein contained shall be construed to preclude any Board  
322 member from serving the State Council in any other capacity and receiving reasonable  
323 compensation therefore. The MOENA State Council may not make loans to Directors

324  
325 **ARTICLE VI**  
326 **DUTIES OF OFFICERS**

327  
328 **President:** The President shall be the chief executive officer and shall in general  
329 supervise and control the affairs of the MOENA State Council. Except as otherwise provided by  
330 the MOENA State Council Board or the President, only the President may take official action,  
331 make public statements, or otherwise hold himself or herself out to the public as authorized to  
332 act on behalf of the MOENA State Council and all such actions must be approved, in advance,  
333 by the MOENA State Council Board. The President may sign, with the Secretary or any other  
334 proper officer of the MOENA State Council authorized by the MOENA State Council Board of  
335 Directors, any contracts, or other instruments which the State Council Board of Directors has  
336 authorized to be executed, except in cases where the signing and execution thereof shall be  
337 expressly delegated by the MOENA State Council Board of Directors or by these bylaws or by  
338 the statute so some other officer or agent of the MOENA State Council. The President shall  
339 preside at all meetings of the MOENA State Council's member's and Board; except as otherwise  
340 provided in these bylaws, shall appoint the chair of all committees and in consultation with the  
341 chair, make all committee appointments; and in general shall perform all duties incident to the  
342 office of President and such other duties as may be prescribed by the MOENA State Council  
343 Board. The President shall automatically succeed to the office of Immediate Past-President at  
344 the end of his/her term in office as President.

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346 **President-Elect:** The President-Elect shall, in the absence of the President, preside at all  
347 meetings of the MOENA State Council's members and Board; shall automatically succeed to the  
348 office of President at the end of the presiding President's term; and shall perform all duties



349 incident to the office of President-Elect and such other duties as may be prescribed by the  
350 President or by the MOENA State Council Board of Directors.

351  
352 **Secretary:** The Secretary shall keep or cause to be kept the minutes of the meetings of  
353 the MOENA State Council Board and voting members; shall see that all notices are duly given in  
354 accordance with the provisions of these bylaws or as required by law; shall be custodian of the  
355 corporate records; and shall in general perform all the duties incident to the office of Secretary  
356 and such other duties as from time to time may be assigned by the President or by the MOENA  
357 State Council Board of Directors.

358  
359 **Treasurer:** The Treasurer shall be responsible for all funds and securities of the MOENA  
360 State Council; shall receive and give receipts for monies due and payable to the or by the  
361 MOENA State Council from any sources whatsoever, and shall deposit all such monies in the  
362 name of the or by the MOENA State Council in such banks, trust companies, or other  
363 depositories as shall be selected in accordance with the provisions of these bylaws; shall submit  
364 financial reports to the National ENA, to the MOENA State Council Board of Directors at its  
365 regular meetings, and to the MOENA State Council membership at its annual meetings; and  
366 shall in general perform all duties incident to the office of Treasurer and such other duties as  
367 from time to time may be assigned by the President or by the MOENA State Council Board of  
368 Directors.

369  
370 **Immediate Past-President:** The Immediate Past President shall perform all duties  
371 incident to the office of Immediate Past-President and such other duties as may be specified by  
372 the President or by the MOENA State Council Board of Directors.

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374 **Treasurer Elect:** The Treasure-Elect shall perform all duties incident to the office of  
375 Treasurer-Elect and such other duties as may be specified by the President or by the MOENA  
376 State Council Board of Directors.

377  
378 **Officer-at-Large:** The Officer-at-Large shall perform all duties incident to the office of  
379 Immediate-Past-President when this position is vacant of Directors.

380  
381 **Director-at-Large:** The Director-at-Large shall perform all duties incident to the office of  
382 Director-at-Large and such other duties as may be specified by the President or by the MOENA  
383 State Council Board of Directors.

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385 **ARTICLE VII**

386 **STATE GENERAL ASSEMBLY**

387  
388 **Section 1. Composition:**

389 **A.** The State General Assembly shall be composed of delegates from the MOENA  
390 State Council's local chapters. All delegates must be Voting Members of both the MOENA State  
391 Council and National ENA in good standing.

392           **B.**     Chapter delegates shall be the local chapter President and two (2) locally elected  
393 members from said chapter.

394           **C.**     In the instance of the local chapter President is also a member of the State Board  
395 of Directors an additional chapter delegate shall be appointed to replace them.

396           **D.**     In addition to the voting delegates, there shall be two (2) nonvoting alternate  
397 delegates from each local chapter.

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399           **Section 2.     Authority:** The MOENA State General Assembly is responsible for  
400 communicating MOENA State Council member needs, providing feedback, and input on issues  
401 relating to the practice of Emergency Nursing to the MOENA State Board of Directors.

402  
403           **Section 3.     Meeting:** The MOENA State Council General Assembly shall meet at least  
404 annually with the time and location determined by the MOENA State Board of Directors.

## 405 406 **ARTICLE VIII**

### 407 **DELEGATES TO THE GENERAL ASSEMBLY**

408  
409 The delegation to the General Assembly shall be affirmed by the President, based on the  
410 determinations of the Membership and Compliance Committee Chairs, utilizing a point system,  
411 in accordance with policies. The President and President-Elect shall be automatic delegates.  
412 The President has the prerogative to appoint one (1) MOENA member who has not served as a  
413 delegate to the General Assembly in the past.

## 414 415 **ARTICLE IX**

### 416 **COMMITTEES**

#### 417 418           **Section 1.     Committees**

419           **A.**     MOENA shall have committees appointed by the Board of Directors in sufficient  
420 numbers necessary to address mission objectives, and positions of ENA. The  
421 President or an appointed board liaison, shall serve as non-voting members of all  
422 committees.

423           **B.**     The MOENA State Council shall maintain the following core committees:

- 424           1.     Membership;
- 425           2.     Government Affairs;
- 426           3.     Institute for Quality, Safety, and Injury Prevention (IQSIP);
- 427           4.     Course Operations (Pediatric and Trauma); and
- 428           5.     Fundraising (Marketing)

429           **C.**     Other Committees: The MOENA State Council Board of Directors may establish  
430 other committees as it deems necessary.

431  
432           **Section 2.     Authority:** The action establishing a committee shall set forth the  
433 committee's purpose, authority, and composition, and the qualifications required for  
434 membership on the committee. All committees shall report to MOENA State Council Board of

435 Directors. Committees may be terminated or repurposed by a majority vote of the MOENA  
436 State Council Board of Directors.

437  
438 **Section 3. Composition:** The President shall appoint the Chairperson and members  
439 of all committees, subject to the approval of the MOENA State Council Board of Directors.  
440

441 **Section 4. Quorum:** At all meetings of any committee, a majority of the members  
442 shall constitute a quorum for the transaction of business unless otherwise set forth in these  
443 bylaws or the resolution establishing such committee. A majority vote by committee members  
444 present and voting at a meeting at which a quorum is present shall be required for any action.  
445

446 **Section 5. Vacancies and Removal:** Vacancies in the membership of a committee  
447 shall be filled by appointments made in the same manner as the original appointments to that  
448 committee. Any member of a committee may be removed by the person or persons authorized  
449 to appoint such member whenever in their judgement the best interests of the MOENA State  
450 Council or the National ENA would be served thereby.

451  
452 **Section 6. Policies and Procedures:** The MOENA State Council Board of Directors  
453 (or its designee(s)) shall develop and approve policies and procedures for the operation of all  
454 committees.

455  
456 **ARTICLE X**  
457 **LOCAL CHAPTERS**

458  
459 **Section 1. Local Chapters:** MOENA State Council voting members that are licensed  
460 or reside within the same local geographical territory may be organized as a local chapter of the  
461 MOENA State Council and each such local chapter will be an integral part of the MOENA State  
462 Council (each of which is referred to as a "Local Chapter"). The MOENA State Council Board of  
463 Directors may authorize the establishment of Local Chapters and shall determine the name,  
464 boundaries, eligibility requirements and policies and procedures governing their operations  
465 (subject to the prior written approval by the National ENA Executive Board of Directors and  
466 such rules and policies as may be adopted by the National ENA Board of Directors from time to  
467 time including, without limitations, the ENA Procedures). The MOENA State Council Board of  
468 Directors is responsible for overseeing and managing the activities of its Local Chapters and has  
469 the right to disband or dissolve any Local Chapter it creates as set forth below.

470  
471 **Section 2. Operation.**

- 472 **A.** Local Chapters may not incorporate (except as otherwise provided in the ENA  
473 procedures) and shall operate and function as committees or special interest  
474 groups of the MOENA State Council.
- 475 **B.** All Local Chapters report to and are subject to the ultimate authority of the  
476 MOENA State Council Board of Directors.
- 477 **C.** The MOENA State Council Board of Directors (or its designee(s)) shall develop  
478 and approve policies and procedures for the operation of all Local Chapters.

479           D.     The MOENA State Council Board of Directors has the right to disband or dissolve  
480           Local Chapters according to due process procedures established by the MOENA  
481           State Council Board of Directors. Upon dissolution of a Local Chapter, the Local  
482           Chapter immediately shall remit any funds in its control or possession to the  
483           MOENA State Council and any funds held by the MOENA State Council for the  
484           benefit of the Local Chapter shall be forfeited and used by the MOENA State  
485           Council for its general purposes.

- 486           E.     Responsibility:
- 487                 1.     Each chapter has the responsibility to identify delegate  
488                         representation for active participation at the MOENA State  
489                         Council General Assembly. Each chapter shall appoint three (3)  
490                         delegates and up to two (2) alternate delegates to make up their  
491                         contingent of voting members at MOENA State Council General  
492                         Assembly meetings.
  - 493                 2.     Each chapter shall present required documentation in accordance  
494                         with Policies.

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496     **ARTICLE XI**  
497     **RELATIONSHIP WITH NATIONAL ENA**

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

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508     **ARTICLE XII**  
509     **CONTRACTS, CHECKS, DEPOSITS AND BONDING**

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511           **Section 1.     Contracts:** The MOENA State Council Board of Directors may authorize  
512     any Officer or Officers, agent or agents of the State Council, in addition to the Officers so  
513     authorized by these bylaws, to enter into any contract or execute and deliver any instrument in  
514     the name of and on behalf of the MOENA State Council and such authority may be general or  
515     confined to specific instances.

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517           **Section 2.     Checks, Drafts, Etc.:** Checks, drafts, or other orders for the payment of  
518     money, notes or other evidences of indebtedness issued in the name of the MOENA State  
519     Council shall be signed by such Officer or Officers, agent or agents of the MOENA State Council  
520     and in such a manner as shall from time to time be determined by resolution of the MOENA  
521     State Council Board. In the absence of such determination by the MOENA State Council Board  
522     of Directors such instruments shall be signed by the President and/or by the Treasurer.

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**Section 3. Deposits:** Funds of the MOENA State Council shall be deposited from time to time to the credit of the MOENA State Council in such banks, trust companies, or other depositories as the MOENA State Council Board of Directors may select.

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

**ARTICLE XIII  
FINANCIAL MATTERS**

**Section 1. Books and Records:** The MOENA State Council shall keep accurate books and records of accounts and may also keep minutes of the proceedings of its Voting Members, the MOENA State Council Board of Directors and any committees having the authority of the State Council Board of Directors. The MOENA State Council shall provide National ENA with copies of such books and records upon request.

**Section 2. Fiscal Year:** The MOENA State Council’s fiscal year shall be determined by the National ENA Executive Board of Directors.

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

**Section 4. Financial Review:** The MOENA State Council Board of Directors may, in its discretion, provide for an annual review or audit of the MOENA 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 MOENA State Council Board of Directors with copies provided to National ENA.

**ARTICLE XIV  
WAIVER OF NOTICE**

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

**ARTICLE XV  
BYLAW AMENDMENTS**

**Section 1. Amendment by Voting Members:** These bylaws may be altered, amended, or repealed and new bylaws may be adopted by a two thirds (2/3) vote of the voting

567 Chapter Delegates voting in person or by proxy at any meeting of the members at which a  
568 quorum is present. Notwithstanding the foregoing, all proposed bylaw amendments shall first  
569 be submitted to National ENA and are subject to the prior written approval of National ENA.  
570 Amendments not receiving the approval of National ENA shall be of no force or effect.  
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572 Amendment and Bylaw changes must be posted at least thirty (30) days prior to the  
573 proposed voting date of such amendments.  
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575 **Section 2. Amendment of National ENA’s Board of Directors:** National ENA’s Board  
576 of Directors (or its designee(s)) also shall have the authority to amend these bylaws from time  
577 to time in order to bring them into compliance with National ENA’s policies and procedures  
578 without the approval of the MOENA State Council’s voting members; provided, however,  
579 National ENA’s Board of Directors (or its designee(s)) shall provide the MOENA State Council’s  
580 voting members notice of any such amendments at least thirty (30) days prior to the effective  
581 date of such amendments.  
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583 **ARTICLE XVI**  
584 **INDEMNIFICATION**  
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586 The MOENA State Council shall indemnify all past and present officers, Board of Directors  
587 Members, committee members, and other authorized MOENA State Council representatives to  
588 the full extent permitted by applicable Law and shall be entitled to purchase insurance for such  
589 indemnification of officers and directors to the full extent as determined by the MOENA State  
590 Council Board of Directors. Notwithstanding the foregoing, such indemnification shall be  
591 limited to the extent of the insurance (i.e. Board of Directors and Officers insurance and other  
592 further coverages as may be applicable) maintained by National ENA on behalf of the MOENA  
593 State Council.  
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597 **ARTICLE XVII**  
598 **ELECTRONIC COMMUNICATIONS**  
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600 Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these  
601 bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any  
602 action or approval required to be written or in writing may be transmitted or received by  
603 electronic mail or other electronic means.  
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605 **ARTICLE XVIII**  
606 **DISSOLUTION**  
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608 In the event of the dissolution of the MOENA State Council, the MOENA State Council Board of  
609 Directors shall, after paying or making provision for the payment of all of the liabilities of the  
610 MOENA State Council, transfer all remaining assets of the MOENA State Council to National

611 ENA (except any assets held by the MOENA State Council upon condition requiring return,  
612 transfer or other conveyance in the event of dissolution, which assets shall be returned,  
613 transferred or conveyed in accordance with such requirements) or, in the event National ENA  
614 previously has been dissolved, the MOENA State Council shall dispose of all of the remaining  
615 assets of the MOENA State Council (except any assets held by the MOENA State Council upon  
616 condition requiring return, transfer or other conveyance in the event of dissolution, which  
617 assets shall be returned, transferred or conveyed in accordance with such requirements)  
618 exclusively for the purposes of the MOENA State Council in such manner, or to such  
619 organization or organizations as shall at the time qualify as a tax-exempt organization or  
620 organizations recognized under Section 501c(3) of the Internal Revenue Code of 1986, as  
621 amended (the "Code") or the corresponding provision of any future United States Internal  
622 Revenue statute, as the MOENA State Council Board of Directors shall determine. Any such  
623 assets not so disposed of shall be disposed of by the court of general jurisdiction of the county  
624 in which the principal office of the MOENA State Council is then located, exclusively for the  
625 such purposes in such manner, or to such organizations that are organized and operated  
626 exclusively for such purposes, as said court shall determine.