

BYLAWS OF THE



Texas State Council

Approved: *M. Lueth*

Date: October 12, 2019

ARTICLE I
TITLE, PURPOSES AND TERRITORY

Section 1. Name. The name of this corporation shall be the Texas Emergency Nurses Association Inc., a Texas not-for-profit corporation d/b/a the Texas ENA State Council.

For the purposes of this document the Texas ENA State Council will be referred to as the Texas State Council.

Definition: Texas State Council – The term “Texas State Council” refers to the not-for-profit corporation that represents all ENA members residing or licensed in the state. Membership in the Texas State Council is achieved through membership in National ENA.

The “Texas State Council” is not used to identify a body comprised of representatives or delegates from each of a Texas State Council’s Local Chapters. The Texas State Council is a legal entity (e.g., the not-for-profit corporation) formed in the state to represent National ENA members residing or licensed in the state.

Section 2. Purposes. In addition to the purposes set forth in the Texas State Council’s articles of incorporation, the purposes for which the Texas 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 Texas State Council (“Territory”) other appropriate purposes.

Section 3. Offices. The Texas State Council shall have and continuously maintain in Texas a registered office and a registered agent whose office is identical with that registered office and may have such other offices, within or without Texas as the Texas State Council Board of Directors (**BOD**) may determine.

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

1. No part of the net earnings of the Texas State Council shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that National ENA 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.

2. No substantial part of the activities of Texas State Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and Texas 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, Texas State Council shall not carry on any activity not permitted to be carried on by:
 - a. 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
 - b. 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 II MEMBERSHIP

Section 1. National ENA / Texas 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 Texas State Council in accordance with National ENA procedures. In addition, any National ENA member in good standing outside of the Territory may elect to become a member of the Texas State Council upon written request to the National ENA in accordance with its procedures, however, members may only belong to one Texas State Council. National ENA members shall be placed in the Texas State Council membership category that corresponds with their National ENA membership category. Texas State Council members must be National ENA members in good standing.

Section 2. Membership Categories. The membership of the Texas 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.

Section 3. Member Rights & Obligations.

1. Each member has the responsibility to support the purpose, mission, vision, values and objectives of National ENA and the Texas State Council.
2. Voting Members shall be entitled to hold elected office in the Texas State Council; serve and participate in committees and task forces; vote on all

matters presented to the Texas State Council's Voting Members; and attend the member meetings and social functions of the Texas State Council. Each eligible Voting Member in good standing shall have one (1) vote on all other matters presented to the Voting Members. All Texas 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 Texas State Council may from time to time adopt.

3. Nonvoting Members shall be entitled to serve and participate in the Texas State Council's committees and task forces; and attend the member meetings and social functions of the Texas 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 Texas State Council member may be censured, suspended, expelled for cause or otherwise disciplined by ENA National provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be accompanied by a notice of the time and place of the meeting at which the charges shall be considered, and the member shall have the opportunity to appear in person and/or to be represented by counsel and to present any defense to such charges before action is taken by ENA National. Such disciplinary actions shall be conducted in accordance with such additional procedures as may be established by the ENA National Board of Directors.

Section 6. Automatic Termination. Membership in the Texas State Council automatically shall be terminated whenever a Texas State Council member's membership in the National ENA is terminated. In addition, the membership of any Texas 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 Texas State Council or the National ENA, shall be terminated automatically, unless such termination is delayed by the National ENA Board of Directors.

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

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

ARTICLE III

DUES, FEES AND ASSESSMENTS

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

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Meetings - Texas General Assembly. The Texas State Council shall conduct at least four business meetings per year and these meetings shall be held at such time and place as determined by the Texas State Council Board of Directors (BOD).

Definition: Texas General Assembly – A meeting composed of the Local chapter representatives that are responsible for communicating Texas State Council member needs, and providing feedback and input on issues relating to the practice of emergency nursing to the BOD. The Texas General Assembly shall also approve, revise or amend bylaws in accordance with Article XIV, and receive reports of the BOD, committees and other volunteer groups, receive reports concerning the Texas State Council's finances, and transact such other appropriate business as may properly come before the Texas General Assembly meetings

Section 2. Special Meetings. Special meetings of the Texas State Council may be called at the request of the President, a majority of the Texas State Council Board of Directors, or at the written request of a majority of the Texas State Council's voting members. The time and place for holding special meetings shall be determined by the Texas State Council Board of Directors.

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

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

Section 5. Quorum. A quorum shall consist of a majority of the sum of the Board of Directors, Past State Presidents, and delegates from local chapters present at any duly

called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 6. 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 7. Rules of Order. Generally accepted parliamentary authorities (such as Robert's Rules of Order) may instruct the Texas 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 Texas State Council.

Section 8. Electronic Communications. Member meetings may be held via telephone conference call, similar form of telecommunications, or any technology available which would permit all participants to simultaneously communicate and effectively participate.

Section 9. Voting. Voting on any matter before the voting members shall be permitted to the full extent allowed by Texas law (e.g., the not-for-profit corporation act or similar law governing the operation of not-for-profit corporations in the Texas State Council's state of incorporation) ("Law"). A vote may only be called by the Texas State Council Board of Directors.

Section 10. Minutes. The Texas State Council will maintain minutes of all meetings of the Voting Members and provide copies of those minutes to National ENA upon request.

ARTICLE V

TEXAS STATE COUNCIL BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of the Texas State Council shall be managed by the Texas State Council Board of Directors (BOD), which shall have supervision, control, and direction of the affairs of the Texas 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 BOD 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 of the Texas State Council Board of Directors

1. President
2. President-elect
3. Secretary
4. Secretary-elect
5. Treasurer
6. Treasurer-elect
7. Immediate past president
8. Directors (2)

The Parliamentarian and Association Operations Manager may attend BOD meetings in an advisory position with no voting rights.

Section 3. Qualifications. The Board of Directors must be Voting Members in good standing in both National ENA and the Texas State Council and must have:

1. Current Registered Nurse (RN) licensure.
2. Attended at least two Texas General Assembly meetings within the past rolling 12 months, and meet one (1) of the following:
 - a. Attended in person at least one (1) Texas General Assembly meeting as a voting delegate or parliamentarian within the previous three years, or
 - b. Served as an officer, director, past president, or committee chair at the state level in the past two years.

Section 4: Terms of Offices – The President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-elect and Immediate Past President shall serve a one (1) year term in office, or until such time as their successors are duly elected, qualified and take office.

The term of office for the Director shall be (2) years. One director shall be elected each year in alternating years.

The term of office for each member of the Texas Board of Directors shall begin on January 1 following his or her election.

Section 5. Elections. The Texas General Assembly shall elect the Officers and Directors for the position of President-Elect, Secretary-Elect (even years) or Treasurer-Elect (odd years), and one Director at the last business meeting of the year in

accordance with such procedures as shall be established by the BOD and National ENA.

Any member of the BOD may be removed from office with cause. The removal of a member of the board must originate from the BOD, be presented to the General Assembly and approved by a majority vote of the delegates.

Section 6. Regular Meetings. The Texas State Council Board of Directors shall take action to set the time, date, and place of four (4) BOD Business Meetings per year.

Section 7. Special Meetings. Special meetings of the BOD may be called by, or at the request of the president or at least three (3) members of the BOD. At least five-day's notice shall be given unless all board members waive notice.

A majority of the members of the BOD in office shall constitute a quorum.

Section 8. Meeting by Conference Call or other Remote Communications Technology.

1. Between the regular meetings of the Texas State Council Board of Directors and General Assembly, the president may submit urgent matters to the Board. Any action to be taken at a meeting of the BOD 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 remote technology (whether regular or special) will be delivered a minimum of twenty-four (24) hours prior to the meeting.
2. Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communication system, including video conferencing technology or Internet, only if:
 - a. Each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - b. The system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant" (Ref: Business organizations Code, chapter 22, section 22.002)

Section 9. Waiver of Notice. Notice of a Texas 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 10. Quorum. A majority of the Texas State Council Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the BOD; provided that when less than a quorum is present at said meeting, a majority of the Texas State Council Board of Directors members present may adjourn the meeting to another time without further notice.

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

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

Section 13. Minutes. The Texas State Council shall maintain minutes of meetings of the BOD and provide copies of those minutes to National ENA upon request.

Section 14. Resignation and Removal. A member of the BOD may resign in writing submitted to the Texas State Council 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 BOD. A resignation will be effective on the acceptance date of the resignation as determined by the BOD. A member of the BOD who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the BOD. Any member of the BOD may be removed at any time with or without cause by a majority vote of the voting members present and voting, at any regular or special meeting at which a quorum of the voting members is present, when in their judgment the best interest of the Texas State Council or the National ENA would be served by such removal.

In addition, any member of the BOD may be removed from office after two absences from the Texas State Council meetings or two absences from the quarterly BOD meetings within a rolling twelve-month period. The removal of such member requires a 2/3 vote by the BOD.

Section 15: Vacancies. The Texas State Council Board of Directors shall take action to fill any vacancy on the BOD.

1. If the office of president becomes vacant, the president-elect:
 - a. Shall succeed to the office of president for the unexpired term, and
 - b. Shall subsequently serve the one (1) year term of office of president to which elected.
2. If the office of president-elect becomes vacant, until such time as a special election is held, the office may be temporarily filled by a current member of the BOD as approved by a majority vote of the BOD, or the office may remain vacant.
3. In the event that the office of president and president-elect are vacated during the same year:
 - a. The BOD shall appoint an acting president to serve until the next election.
 - b. The election of both president and president-elect will be held at the next scheduled election.
4. If the office of secretary becomes vacant, the secretary-elect:
 - a. Shall succeed to the office of secretary for the unexpired term, and
 - b. Shall subsequently serve the one (1) year term of office of secretary to which elected.
5. If the office of treasurer becomes vacant, the treasurer-elect:
 - a. Shall succeed to the office of treasurer for the unexpired term, and
 - b. Shall subsequently serve the one (1) year term of office of treasurer to which elected.
6. A vacancy in the position of director may be filled by the individual who received the next-highest number of votes in the previous election, remain vacant, or may be filled by a special election as approved by a majority vote of the BOD.
7. In the event that the office of president is vacated, the immediate past president may remain as immediate past president for a second term or the office may remain vacant as approved by a majority vote of BOD

Section 16. Compensation and Loans. Neither members of the Board of Directors nor Officers of the Texas State Council shall receive salaries or other compensation for their services as Directors, but the Texas 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 BOD; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the Texas State Council in any other capacity and receiving reasonable compensation therefore. The Texas State Council may not make loans to members of the BOD.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Texas State Council are the same as Texas State Council Board of Directors and shall be the President, President-Elect, Secretary, Secretary-Elect, Treasurer, Treasurer-Elect, Two (2) Directors, and Immediate Past President.

The Qualifications, Elections & Term, Vacancies, Resignation and Removal are described in Article V.

Section 2. Duties of Officers.

- 1. President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the Texas State Council. Except as otherwise provide by the Texas 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 Texas State Council and all such actions must be approved, in advance, by the Texas State Council Board of Directors. The President may sign, with the Secretary or any other proper officer of the Texas State Council authorized by the Texas State Council Board of Directors, any contracts, or other instruments which the Texas 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 Texas State Council Board of Directors or by these bylaws or by the statute to some other officer or agent of the Texas State Council. The President shall preside at all meetings of the Texas 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 Texas State Council Board of Directors. The President shall automatically succeed to the office of Immediate Past President at the end of his or her term in office as President.
- 2. President-Elect.** The President Elect shall perform any duties assigned by the President, succeed to the office of President at the expiration of the President's term or in the event the position of President becomes vacant, the President-Elect becomes the President. In addition, the President-Elect will exercise all responsibilities and privileges as an officer of the Texas State Council, select Committee Chairs and Chair elects that will become vacant during their presidential year, liaison with assigned chapter and serve as an active member of the Bylaws & SOP Committee.

3. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the Texas State Council Board of Directors and voting members; shall see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; shall be custodian of the corporate records; and shall in general perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Texas State Council Board of Directors.
4. **Secretary-Elect.** The Secretary-Elect will learn the job responsibilities of the office of Secretary and assist the Secretary with any delegated secretary tasks.
5. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the Texas State Council; shall receive and give receipts for monies due and payable to the Texas State Council from any sources whatsoever, and shall deposit all such monies in the name of the Texas State Council in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports to the National ENA, to the Texas State Council Board of Directors at its regular meetings, and to the Texas State Council membership at its Annual Meeting; and shall in general 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 Texas State Council Board of Directors.
6. **Treasurer-Elect.** The Treasurer-Elect will learn the job responsibilities of the office of Treasurer and assist the Treasurer with any delegated treasurer tasks.
7. **Immediate Past President.** The Immediate Past President shall perform all duties incident to the office of Immediate Past President and such other duties as may be specified by the President or by the Texas State Council Board of Directors.
8. **Directors.** The Directors will assist with the management of the Texas State Council, liaison with assigned chapters, and perform duties as assigned by the President.

ARTICLE VII

TEXAS GENERAL ASSEMBLY

Section 1. Composition. The Texas General Assembly shall be composed of delegates from the Texas State Council's Local Chapters, the Texas State Council Board of Directors, and Past Texas State Presidents.

1. All Delegates must be Voting Members of both the Texas State Council and National ENA in good standing.
2. The Texas General Assembly shall be composed of two (2) voting delegates from each of the local chapters. Board of Directors and Past Texas State Presidents will have one vote each.

Section 2. Authority. The Texas General Assembly is responsible for communicating Texas State Council member needs, providing feedback, and input on issues relating to the practice of emergency nursing to the Texas State Council Board of Directors. The Texas General Assembly shall also approve, revise, or amend these bylaws in accordance with Article XIV, and receive reports of the Texas State Council Board of Directors, committees and other volunteer groups, receive reports concerning the Texas State Council's finances, and transact such other appropriate business as may properly come before the State General Assembly meeting.

Section 3. Quorum. The presence of a majority of the total voting delegates who have completed credentialing procedures shall constitute a quorum for the transaction of business at any duly called session of the Texas General Assembly.

Section 4. Meeting. The Texas General Assembly shall meet as described in Article IV, Section 1.

ARTICLE VIII COMMITTEES

Section 1. Committees. In accordance with ENA Procedures, the Texas State Council must maintain at a minimum the following core committees:

- a. Membership
 - b. Government Affairs
 - c. Institute for Quality, Safety and injury prevention (IQSIP)
 - d. Pediatric Committee
 - e. Trauma Committee
 - f. Fundraising Committee
1. **Other Committees with the Authority of the State Council Board of Directors.** The President may designate one or more additional Committees and appoint Committee Chairs as adopted by a majority of the BOD. The designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the Texas State Council Board of Directors or any individual member of the BOD of any responsibility imposed upon them by law.

2. Other Committees. The President may establish such other committees not having the authority of the Texas State Council Board of Directors as he or she deems necessary or prudent in the exercise of their authority and responsibility as set forth in these bylaws.

Section 2. Authority. The action establishing a committee shall set forth the committee's purpose, authority, and composition, and the qualifications required for membership on the committee. All committees shall report to and be subject to the ultimate authority of the Texas State Council Board of Directors, unless otherwise set forth in the resolution establishing such committee. Committees may be terminated or repurposed by a majority vote of the Texas State Council Board of Directors.

Section 3. Composition. In the absence of any direction to the contrary in the authorizing action, the President shall appoint the Chairperson and members of all committees, subject to the approval of the Texas State Council Board of Directors. The president shall serve as a nonvoting ex-officio member of each committee, except the Elections Process Committee.

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

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

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

ARTICLE IX LOCAL CHAPTERS

Section 1. Local Chapters. Texas State Council Voting Members that are licensed or reside within the same local geographical territory may be organized as a local chapter of the Texas State Council and each such local chapter will be an integral part of the Texas State Council (each of which is referred to as a "Local Chapter"). The Texas

State Council Board of Directors may authorize the establishment of Local Chapters 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). The Texas State Council Board of Directors is responsible for overseeing and managing the activities of its Local Chapters and has the right to disband or dissolve any Local Chapter it creates as set forth below.

Chapters within the State of Texas are chartered affiliates of the Emergency Nurses Association.

Section 2. Application for Recognition as a Local Chapter. The Texas State Council 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 Local Chapter. All applicants must complete the application form and submit the application to the Texas State Council President. The Texas State Council 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, the ENA Procedures and such other policies or guidelines as the Texas State Council Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Local Chapter.

Section 3. Operation.

1. Each Texas Local Chapter is a separate 501(c)3 not-for-profit corporation incorporated in the State of Texas.
2. All Local Chapters report to and are subject to the ultimate authority of the Texas State Council Board of Directors
3. The Texas State Council Board of Directors (or its designee(s)) shall develop and approve policies and procedures for the operation of all Local Chapters.
4. The Texas State Council Board of Directors has the right to disband or dissolve Local Chapters according to due process procedures established by the Texas State Council Board of Directors. Upon dissolution of a Local Chapter, the Local Chapter immediately shall remit any funds in its control or possession to the Texas State Council and any funds held by the Texas State Council for the benefit of the Local Chapter shall be forfeited and used by the Texas State Council for its general purposes.

ARTICLE X

RELATIONSHIP WITH NATIONAL ENA

The Texas 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 Texas State Council, the rights, responsibilities and obligations of the Texas State Council and ENA National with respect to one another, the limitations and requirements governing the Texas State Council's use of ENA National's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the Texas State Council's affiliation with National ENA may be terminated and its charter revoked.

ARTICLE XI

CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The Texas State Council Board of Directors may authorize any Officer or Officers, agent or agents of the Texas 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 Texas State Council and such authority may be general or confined to specific instances.

Section 2. 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 Texas State Council shall be signed by such Officer or Officers, agent or agents of the Texas State Council and in such manner as shall from time to time be determined by resolution of the Texas State Council Board of Directors. In the absence of such determination by the Texas State Council Board of Directors, such instruments shall be signed by the President and countersigned by the Treasurer.

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

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

ARTICLE XII FINANCIAL MATTERS

Section 1. Books and Records. The Texas 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 Texas State Council Board of Directors and any committees having the authority of the Texas State Council Board of Directors. The Texas State Council shall provide National ENA with copies of such books and records upon request.

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

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

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

ARTICLE XIII 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 Texas 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 XIV BYLAW AMENDMENTS

Section 1. Amendment by Voting Members. These bylaws may be altered amended or repealed and new bylaws may be adopted by a majority vote of the voting members of the Texas General Assembly voting in person at any meeting of the members at which a quorum is present. Notwithstanding the foregoing, all proposed bylaw amendments shall be first submitted to National ENA and are subject to the prior written approval of ENA. Amendments not receiving the approval of National ENA shall be of no force or effect.

1. **Submission.**
 - a. Amendments to these bylaws shall be submitted to the Bylaws Committee for review before being submitted to the Texas State Council Board of Directors and Texas General Assembly for approval.
 - b. Amendments to these bylaws may be proposed by the board of directors, Texas State Council General Assembly or chapters with the signatures of five (5) active Association Texas State Council ENA members.
2. **Publication.** Amendments which are in accordance with SOP and the association's mission, vision and values, as well as Federal and State Laws, will be submitted to the membership at least thirty (30) days prior to the Texas State General Assembly next business meeting, where the bylaw change will be considered. Any amendment shall be published by direct mail or electronic distribution to the Texas ENA members.
3. **Vote.** In order to be ratified, any amendment must be approved by a two-thirds vote of the Texas General Assembly, where a quorum is present.

Section 2. 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 Texas State Council's voting members; provided, however, National ENA's Board of Directors (or its designee(s)) shall provide the Texas State Council's voting members notice of any such amendments at least thirty (30) days prior to the effective date of such amendments.

Any amendment to the National Emergency Nurse Association bylaws and procedures having application to these bylaws shall take precedence over any Texas State Council bylaw provisions and/or procedures and the amendment thereto shall automatically take effect.

ARTICLE XV INDEMNIFICATION

The Texas State Council shall indemnify all past and present officers, directors, committee members, and other authorized Texas 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 Texas 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 Texas State Council.

ARTICLE XVI ELECTRONIC COMMUNICATIONS

Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any action or approval required to be written or in writing may be transmitted or received by electronic mail or other electronic means.

Texas State Council shall publish a quarterly newsletter as its official publication. This communication may be created digitally and distributed electronically.

ARTICLE XVII DISSOLUTION

In the event of the dissolution of the Texas State Council, the Texas State Council Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Texas State Council, transfer all remaining assets of the Texas State Council to National ENA (except any assets held by the Texas 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 Texas State Council shall dispose of all of the remaining assets of the Texas State Council (except any assets held by the Texas State Council upon condition requiring return, transfer or other conveyance in the event of dissolution, which assets shall be returned, transferred or conveyed in accordance with such requirements) exclusively for the purposes of the Texas State Council in such manner, or to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Texas State Council Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Texas State Council is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine

