

BYLAWS OF THE



Virginia State Council

Approved:

Date: 12/15/2023

1 BYLAWS OF
2 THE VIRGINIA STATE COUNCIL OF THE
3 EMERGENCY NURSES ASSOCIATION
4

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

7 **Section 1. Name**

8 The name of this organization shall be the Virginia State Council of the Emergency Nurses
9 Association (VENA), a not-for-profit corporation incorporated in the Commonwealth of Virginia.
10 This organization will do business as the Virginia ENA State Council.

11
12 *For the purposes of this document the Virginia State Council of the Emergency Nurses*
13 *Association (VENA) shall be referred to as the Virginia State Council.*

14
15 **Definition: Virginia State Council** – the term “Virginia State Council” refers to the not- for-profit
16 corporation that represents all ENA members residing, licensed, or choosing membership in the state
17 of Virginia. Membership in the Virginia State Council is achieved through membership in National
18 ENA.

19
20 The “Virginia State Council” is not used to identify a body of comprised representatives or
21 delegates from Virginia.

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23 **Section 2. Purposes**

24 In addition to the purposes set forth in the Virginia State Council’s articles of incorporation, the
25 purposes for which the Virginia State Council is organized are educational, within the meaning of
26 Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to
27 the advancement of emergency nursing through education and public awareness; and (ii)
28 advancing and promoting the interests of the Emergency Nurses Association, an Illinois not-for-
29 profit corporation (“National ENA”) within the geographic area covered by the Virginia State
30 Council (“Territory”) other appropriate purposes. The Virginia State Council will coordinate the
31 professional activities of its regions within the Commonwealth of Virginia in liaison with the ENA.

32 **Section 3. Offices**

33 The Virginia State Council shall have and continuously maintain in the Commonwealth of Virginia
34 a registered office and a registered agent whose office is identical with that registered office and
35 may have such other offices, within or without the Commonwealth of Virginia, as the State Council
36 Board of Directors may determine.

37 **Section 4. Rules**

38 The following rules shall conclusively bind the Virginia State Council and all persons acting
39 for or on behalf of it:

- 40
- 41 A. No part of the net earnings of the Virginia State Council shall inure to the benefit of, or be
42 distributed to, its directors, officers, committee members or other private persons, except that
43 the Virginia State Council shall be authorized and empowered to pay reasonable
44 compensation for services rendered and to make payments and distributions in furtherance
45 of the purposes set forth above.
- 46
- 47 B. No substantial part of the activities of the Virginia State Council shall be the carrying on of
48 propaganda, or otherwise attempting to influence legislation, and the Virginia State Council
49 shall not participate in, or intervene in (including the publishing or distribution of
50 statements) any political campaign on behalf or in opposition to any candidate for public
51 office. Notwithstanding any provisions of these Bylaws, the Virginia State Council shall not
52 carry on any activity not permitted to be carried on by:
- 53
- 54 i. A corporation exempt from federal income tax under Section 501(c)(3) of the
55 IRC (or the corresponding provision of any future United States Internal Revenue
56 Law); or
 - 57 ii. A corporation, contributions to which are deductible under Section 107(c)(2) of
58 the Internal Revenue Commission (IRC) (or the corresponding provision of any
59 future United States Internal Revenue Law).
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62 **ARTICLE II**
63 **MEMBERSHIP**

64 **Section 1. National ENA/Virginia State Council Dual Membership**

65 Each member of the National ENA in good standing that is licensed and resides or chooses
66 membership within the Commonwealth of Virginia shall automatically be assigned membership
67 in the Virginia State Council in accordance with National ENA procedures. In addition, any
68 National ENA member in good standing that resides outside of the Commonwealth of Virginia
69 may elect to become a member of the Virginia State Council upon written request to the National
70 ENA in accordance with its procedures; however, those members may only belong to one State
71 Council. National ENA members shall be placed in the State Council membership category that
72 corresponds with their National ENA membership category. Virginia State Council members must
73 be National ENA members in good standing.

74

75 **Section 2. Membership Categories**

76 The membership of the Virginia State Council is composed of voting and non-voting members.
77 The criteria for membership are the same as those established by the National ENA for each such
78 membership type in its bylaws and policies.

79 **Section 3. Member Rights & Obligations**

- 80 A. Each member has the responsibility to support the purpose, mission, vision, values and
- 81 objectives of National ENA and the Virginia State Council.
- 82
- 83 B. Voting Members shall be entitled to hold elected office in the Virginia State Council; serve
- 84 and participate in committees and task forces; vote in the Virginia State Council’s elections
- 85 and on all matters presented to the Virginia State Council’s Voting Members; and attend the
- 86 member meetings and social functions of the Virginia State Council. Each eligible Voting
- 87 Member in good standing shall have one (1) vote in the Virginia State Council’s elections
- 88 and on all other matters presented to the Voting Members. All Virginia State Council
- 89 Members must abide by these bylaws, the National ENA Bylaws, and such other rules,
- 90 policies, procedures and regulations as the National ENA or the Virginia State Council may
- 91 from time to time adopt.
- 92
- 93 C. Nonvoting Members shall be entitled to serve and participate in the Virginia State Council’s
- 94 committees and task forces; and attend the member meetings and social functions of the
- 95 Virginia State Council. Nonvoting Members do not have the right to vote on any matter.
- 96

97 **Section 4. Member Resignation**

98 Any member may resign by submitting notice to National ENA administrative office in writing.
99 Resignation will be effective upon receipt. Resignation will not relieve the member of the
100 obligation to pay dues and other assessments accrued before the effective date of resignation. No
101 portion of dues paid shall be refunded to the resigned member.
102

103 **Section 5. Member Suspension/Expulsion**

104 A Virginia State Council member may be censured, suspended, expelled for cause or otherwise
105 disciplined by National ENA provided that a statement of the charges shall have been sent by
106 certified mail to the last recorded address of the member at least fifteen (15) days before final
107 action is taken. This statement shall be accompanied by a notice of the time and place of the
108 meeting at which the charges shall be considered, and the member shall have the opportunity to
109 appear in person and /or to be represented by counsel and to present any defense to such charges
110 before action is taken by ENA National. Such disciplinary actions shall be conducted in accordance
111 with such additional procedures as may be established by the ENA National Board of Directors.
112

113 **Section 6. Automatic Termination**

114 Membership in the Virginia State Council shall be terminated whenever a Virginia State Council
115 member’s membership in the National ENA is terminated. In addition, the membership of any
116 Virginia State Council member who is in default of payment of National ENA dues or any other
117 charges for a period of three (3) months from the date on which such dues or charges become
118 payable, or otherwise becomes ineligible for membership in the Virginia State Council or the
119 National ENA, shall be terminated automatically, unless such termination is delayed by the
120 National ENA Board of Directors.
121

122 **Section 7. Membership Reinstatement**

123 Virginia State Council members may request reinstatement in accordance with National ENA’s
124 bylaws, policies and procedures.

125 **Section 8. No Property Rights**

126 Virginia State Council membership is a privilege and not a property right. No member has an
127 ownership or property right or interest in the Virginia State Council’s funds, property or other
128 assets.

129
130 **ARTICLE III**
131 **DUES, FEES AND ASSESSMENTS**

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

136
137 **ARTICLE IV**
138 **MEMBERSHIP MEETINGS**

139 **Section 1. Annual Business Meeting**

- 140 A. The Annual Business Meeting shall be held prior to National ENA’s Annual Meeting.
141 Attendance at this meeting shall be required by Virginia members that are selected to fulfill
142 the National ENA Delegate Role.
143 B. The President may appoint a credentialed Parliamentarian to advise the Virginia State
144 Council during the meeting.
145 C. All members of the Virginia State Council may attend the meeting which will be posted on
146 the Virginia State Council’s website.

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150 **Section 2. Membership**

[OBJ]

151 Membership meetings of the Voting Members of the Virginia State Council may be called at the
152 request of the President or at the request of majority of the State Council Board of Directors. The
153 time and place for holding meetings shall be determined by the Virginia State Council Board of
154 Directors.

155
156 **Section 3. Education, Social, other Meetings and Functions**

157 The Virginia State Council shall hold such education, social and other functions as may be
158 determined by the Virginia State Council Board of Directors.

159
160 **Section 4. Notice**

161 Notice stating the place, day, and hour of the meetings and, in the case of a special meeting, the
162 purpose or purposes for which the meeting is called, shall be delivered via email or posted on the
163 Virginia State Council’s website.

164
165 **Section 5. Quorum**

166 A quorum at the Annual Business Meeting shall consist of the majority of the sum of Board of
167 Directors and members chosen to sit as Delegates for National ENA’s General Assembly; A
168 quorum at the Virginia Membership Meeting shall consist of the Board of Directors and members
169 present.

170
171 **Section 6. Manner of Acting**

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

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Section 7. Rules of Order

The rules contained in the current edition of Robert’s Rules of Order Newly Revised shall govern the Virginia State Council in all cases insofar as they are not inconsistent with these bylaws, applicable law, or any rule or regulation of National ENA or the Virginia State Council.

Section 8. Electronic Communication

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 by ballot, proxy, mail, e-mail or other electronic means on any matter before the voting members shall be permitted to the full extent allowed by Virginia law (e.g., the not-for-profit corporation act or similar law governing the operation of not-for-profit corporations in the Virginia State Council’s state of incorporations) (“Law”). A ballot, mail, e-mail or electronic vote may only be called by the Virginia State Council Board of Directors. In order for a mail, email or electronic vote to be valid (i) the action must be approved by a majority of voting members casting votes; (ii) the number of voting members casting votes must be sufficient to constitute a quorum had such action been taken at a meeting; and/or (iii) such other requirements as may be required by law must be satisfied.

Section 10. Minutes

The Virginia 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
VIRGINIA STATE COUNCIL BOARD OF DIRECTORS**

Section 1. Authority and Responsibility

The affairs of the Virginia State Council shall be managed by the Virginia State Council Board of Directors (BOD), which shall have supervision, control, and direction of the affairs of the Virginia State Council; shall determine 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 Virginia State Council Board of Directors may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary.

Section 2. Composition

The Virginia State Council Board of Directors shall be comprised of the Officers: President, President-Elect, Secretary, Treasurer, Treasurer-Elect (if applicable), Immediate Past President, as well as two (2) elected Directors from within the membership in the Commonwealth of Virginia.

Section 3. Qualifications

Directors must be Voting Members in good standing in both National ENA and the Virginia State Council and must have attended at least two (2) Virginia State Council meetings in the past twelve (12) months or served as an officer, director or executive board member within the past two (2) years.

225 **Section 4. Term**

226 Directors shall serve a one (1) year term in office, or until such time as their successors are duly
227 elected, qualified and take office. The term of office for each Director shall begin on the January
228 1 following his or her election. In order to provide for a smooth transition and orderly phase-in
229 of the January 1 term for Directors and the Executive Board, the Board of Directors shall adopt
230 a transition schedule delaying the election cycle (and thereby extending the terms of certain
231 Directors and Executive Board) as necessary to complete the transition no later than February 1
232 following his or her election.
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234 **Section 5. Elections**

235 Elections will be held annually prior to October 31st. In accordance with Procedures, the Board
236 of Directors shall solicit, verify and present a slate of candidates for the Board of Directors
237 positions to the voting members of the Virginia State Council. The Virginia State Council Board
238 of Directors will be elected by a majority of the votes received from its voting members through
239 paper or electronic ballots. In the event of a tie, there shall be a second balloting of the voting
240 members.
241

242 **Section 6. Regular Meetings**

243 The Virginia State Council Board of Directors may take action to set the time, date, and place
244 for the holding of at least two (2) meetings of the Board of Directors and such additional regular
245 meetings of the Virginia State Council Board of Directors as the Board of Directors may
246 determine without other notice than such action.
247

248 **Section 7. Special Meetings**

249 Special meetings of the Virginia State Council Board of Directors may be called by, or at the
250 request of, the President or upon a written request to the Secretary of three (3) members of the
251 Virginia State Council Board of Directors. Notice of any special meetings of the Virginia State
252 Council Board of Directors shall state the time, date and place of the meeting.
253

254 **Section 8. Meeting by Conference Call**

255 Any action to be taken at a meeting of the Virginia State Council Board of Directors or any
256 committee thereof may be taken through the use of a conference telephone per Virginia Code §
257 2.2-3708.2 or other communication equipment by means of which all persons participating in
258 the meeting can communicate with each other. Participation in such a meeting shall constitute
259 presence in person at the meeting of the person(s) participating, unless otherwise stated in
260 procedures. Notwithstanding anything set forth to the contrary in these bylaws, notice of any
261 meeting to be held by conference call may be delivered a minimum of twenty-four (24) hours
262 prior to the meeting.

- 263 A. Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a
264 meeting of the members of a corporation, the board of directors of a corporation, or any committee
265 designated by the board of directors of a corporation may be held by means of a remote electronic
266 communication system, including video conferencing technology or Internet, only if: Each person
267 entitled to participate in the meeting consents to the meeting being held of that system; and
268 i. The system provides access to the meeting in a manner or using a method by which
269 each person participating in the meeting can communicate concurrently with each
270 other participant (Ref: Electronic Meetings and under the Freedom of Information
271 Act Virginia Code § 2.2-3708.1)
272

273 **Section 9. Waiver of Notice**

274 Notice of a Virginia State Council Board of Directors meeting need not to be given to a Director
275 who signs a waiver of notice either before or after the meeting. Meeting attendance by a Director

276 will constitute a waiver of notice and a waiver of objections to the meeting time and place and
277 manner in which it was called, or convened, except when a Director states, at the beginning of the
278 meeting or promptly upon arrival at the meeting, an objection to transacting because the meeting
279 is not lawfully called or convened.
280

281 **Section 10. Quorum**

282 A majority of the Virginia State Council Board of Directors shall constitute a quorum for the
283 transaction of business at any duly called meeting of the Virginia State Council Board of
284 Directors; provided that when less than a quorum is present at said meeting, a majority of the
285 Virginia State Council Board of Directors members present may adjourn the meeting to another
286 time frame without further notice.
287

288 **Section 11. Manner of Acting**

289 The act of a majority of Directors present at a duly called meeting at which a quorum is present
290 shall be the act of the Virginia State Council Board of Directors, unless the act of a greater number
291 is required by law, the Articles of Incorporation, or these bylaws.
292

293 **Section 12. Informal Action**

294 Any action requiring a vote of the Virginia State Council Board of Directors may be taken
295 without a meeting if a consent, setting forth the action taken, is approved by majority of the
296 members of the State Council Board of Directors entitled to vote with respect to the subject
297 matter thereof.
298

299 **Section 13. Minutes**

300 The Virginia State Council shall maintain minutes of meetings of the Virginia State Council
301 Board of Directors and provide copies of those minutes to National ENA upon request.
302

303 **Section 14. Resignation and Removal**

304 A Director may resign in writing submitted to the Virginia State Council's President. In the case
305 of the resignation of the President, the resignation will be submitted to the Secretary who will
306 refer such resignation to the Virginia State Council Board of Directors. A resignation will be
307 effective on the acceptance date of the resignation as determined by the Virginia State Council
308 Board of Directors. A Director who no longer meets the qualifications for office shall be
309 automatically removed and such vacancy shall be filled by the Virginia State Council Board of
310 Directors. Any Director may be removed at any time with or without cause by a majority vote
311 of the voting members present and voting, in person or by proxy, at any regular or special
312 meeting at which a quorum of the voting member is present when their judgement the best

313 interest of the Virginia State Council or the National ENA would be served by such removal.

314
315 **Section 15. Vacancies**

316 The Virginia State Council Board of Directors shall take action to fill any vacancy on the
317 Virginia State Council Board of Directors. A Director appointed pursuant to this Section shall
318 hold their position for the remainder of the original term for which he or she was elected to fill.

319
320 **Section 16. Compensation and Loans**

321 Neither Directors nor Executive Board of the Virginia State Council shall receive salaries or
322 other compensation for their services as Directors, but the Virginia State Council Board of
323 Directors may, by resolution, authorize the reimbursement of expenses of attendance for
324 Directors for each regular and special meeting of the Virginia State Council Board of
325 Directors; provided that nothing herein contained shall be construed to preclude any Director
326 or Executive Board Officer from serving the Virginia State Council in any other capacity and
327 receiving reasonable compensation therefor. The Virginia State Council may not make loans
328 to Directors.

329
330 **ARTICLE VI**
331 **OFFICERS**

332 **Section 1. Officers**

333 The Officers of the Virginia State Council shall also be known as the Executive Board
334 (President, President-Elect, Secretary, Treasurer, Treasurer-Elect [if applicable], Immediate
335 Past President); such other officers as may be determined by the Virginia State Council Board
336 of Directors.

337
338 **Section 2. Qualifications**

339 Officers must be Voting Members in good standing in both National ENA and the Virginia State
340 Council and have held an elected or appointed office in ENA at the state level.

341
342 **Section 3. Elections & Term**

343 The Officers shall serve a one (1) year term in office, or until such time as their successors are
344 duly elected, qualified and take office. The term of office for each Officer shall begin on the
345 January 1 following his or her election. In order to provide for a smooth transition and orderly
346 phase-in of the January 1 term for Directors and Officers, the Virginia State Council Board of
347 Directors shall adopt a transition schedule delaying the election cycle (and thereby extending the
348 terms of certain Directors and Officers) as necessary to complete the transition no later than
349 February 1 following his or her election.

350
351 **Section 4. Vacancies**

352 Vacancies may be filled for the unexpired term of office or may remain vacant, by a majority
353 vote of the State Council Board of Directors, with the following conditions:

- 354 A. If the office of President becomes vacant, the President-Elect shall succeed to the office of
355 President for the unexpired term and shall subsequently serve the one-year term of office of
356 President to which elected. In such case, the Immediate Past President may remain as
357 Immediate Past President for a second year if they so choose or the office may remain
358 vacant.
- 359 B. A vacancy in the office of President-Elect may be filled by a current member of the Virginia
360 State Council Board of Directors or remain vacant as approved by a majority vote of the
361 Virginia State Council Board of Directors. If the vacancy is filled with more than four
362 months remaining in the term, then the President-Elect shall not automatically assume the
363 office of the President for the subsequent term. If the vacancy is filled with fewer than four

- 364 months remaining in the term, the President-Elect shall not automatically assume the office
365 of President for the subsequent term.
- 366 C. In the event that the office of President and President-Elect are vacated during the same
367 year, the Virginia State Council Board of Directors shall appoint an acting President to serve
368 until the next scheduled election, at which time an election will be held for both the President
369 and President-Elect.
- 370 D. If the office of Treasurer becomes vacant, the office of Treasurer may be filled by a current
371 member of the Virginia State Council Board of Directors or remain vacant as approved by
372 a majority vote by the entire State Council Board of Directors.
- 373 E. A vacancy in the office of Secretary may be filled by a current member of the Virginia State
374 Council Board of Directors

375
376 **Section 5. Resignation and Removal**

377 An Officer may resign in writing submitted to the Virginia State Council's President. In the case
378 of the resignation of the President, the resignation will be submitted to the Secretary who will
379 refer such resignation to the Virginia State Council Board of Directors. A resignation will be
380 effective on the acceptance date of the resignation as determined by the Virginia State Council
381 Board of Directors. An Officer who no longer meets the qualifications for office shall be
382 automatically removed and such vacancy shall be filled by the Virginia State Council Board of
383 Directors. Any Officer may be removed at any time with or without cause by a majority vote of
384 the voting members present and voting, in person or by proxy, at any regular or special meeting
385 at which a quorum of the voting members is present, when in their judgement the best interest of
386 the Virginia State Council or the National ENA would be served by such removal.

387
388 **Section 6. Duties of Officers**

- 389 A. **President.** The President shall be the chief executive officer and shall in general supervise
390 and control the affairs of the Virginia State Council. Except as otherwise provided by the
391 Virginia State Council Board of Directors or the President, only the President may take
392 official action, make public statements, or otherwise hold himself or herself out to the public
393 as authorized to act on behalf of the Virginia State Council and all such actions must be
394 approved, in advance, by the Virginia State Council Board of Directors. The President may
395 sign, with the Secretary or any other proper officer of the Virginia State Council authorized
396 by the Virginia State Council Board of Directors, any contracts, or other instruments which
397 the Virginia State Council Board of Directors has authorized to be executed, except in cases
398 where the signing and execution thereof shall be expressly delegated by the Virginia State
399 Council Board of Directors or by these bylaws or by the statute to some other officer or
400 agent of the Board of Directors; except as otherwise provided in these bylaws, shall appoint
401 the chair of all committees and, in consultation with the chair, make all committee
402 appointments as well as serve as a non-voting ex-officio member of all committees; and in
403 general shall perform all duties incident to the office of President as delineated in the Virginia
404 State Council Procedures, and such other duties as may be prescribed by the Virginia State Council
405 Board of Directors.
- 406
- 407 B. **President-Elect.** The President-Elect shall, in the absence of the President, preside at all
408 meetings of the Virginia State Council's members and Board of Directors; and shall
409 perform all duties incident to the office of President-Elect as delineated in the Virginia
410 State Council Procedures; and shall serve as a non-voting ex-officio member of the
411 Virginia State Council committees.
- 412
- 413 C. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the
414 Virginia State Council Board of Directors and voting members; shall see that all notices

415 are duly given in accordance with the provisions of these bylaws or as required by law;
416 shall be custodian of the corporate records; and shall in general perform all the duties
417 incident to the office of Secretary as delineated in the Virginia State Procedures and other
418 such other duties as from time to time may be assigned by the President or by the Virginia
419 State Council Board of Directors.
420

421 **D. Treasurer.** The Treasurer shall be responsible for all funds and securities of the
422 Virginia State Council; shall receive and give receipts for monies due and payable to the
423 Virginia State Council from any sources whatsoever, and shall deposit all such monies in
424 the name of the Virginia State Council in such banks, trust companies, or other
425 depositories as shall be selected in accordance with the provisions of these bylaws; shall
426 submit financial reports to National ENA, to the Virginia State Council Board of Directors
427 at its regular meetings, and to the Virginia State Council membership at its meetings; and
428 shall in general perform all the duties incident to the office of Treasurer as delineated in the
429 Virginia State Council Procedures and such other duties as from time to time may be
430 assigned by the President or by the Virginia State Council Board of Directors.
431

432 **E. Treasurer-Elect (Optional Role).** The Treasurer-Elect shall be responsible for learning
433 the roles and responsibilities of the Treasurer as delineated by the Virginia State Council
434 Procedures.
435

436 **F. Immediate Past President.** The President shall automatically succeed to the office of
437 Immediate Past President at the end of his or her term in office as President. The
438 Immediate Past President shall perform all duties as delineated in the Virginia State
439 Council Procedures and such other duties as may be specified by the President or by the
440 Virginia State Council Board of Directors.
441

442 **ARTICLE VII**

443 **DELEGATES TO THE NATIONAL ENA GENERAL ASSEMBLY**

444 **Section 1. Delegate Ratios**

445 The number and qualifications for delegates to the ENA's General Assembly shall be
446 determined by the Bylaws of National ENA. All Delegates and Alternates must be Voting
447 Members of VENA in good standing.
448

449 **Section 2. Delegate Selection**

450 The Virginia State Council Board of Directors shall use the point system for delegate selection
451 to the ENA General Assembly. In the event of ties in points, ballots shall be drawn.
452

453 A. The criteria for the delegate selection process are set by the Virginia State Council Board of
454 Directors.
455

456 **ARTICLE VIII**

457 **COMMITTEES**

458 **Section 1. Committees**

459 Committees shall be created by the Virginia State Council Board of Directors in sufficient
460 numbers necessary to address the Virginia State Council objectives, professional practice,
461 special interests, and programs. In accordance with ENA Procedures, the Virginia State Council
462 must maintain the following core committees: (i) Membership; (ii) Government Affairs; (iii)
463 Institute for Quality, Safety and Injury Prevention (IQSIP); (iv) Pediatric; (v) Trauma; (vi)
464 Fundraising. Committee Chairs shall be appointed by the Virginia State Council President.
465 Committee chairs must maintain active membership in the Virginia State Council for the

466 duration of their appointment by the President.

467
468 **Section 2. Other Committees**

469 Additional special committees may be appointed by the Virginia State Council Board of
470 Directors, as circumstances warrant.

471
472 **Section 3. Authority**

473 All committees shall report to and be subject to the ultimate authority of the Virginia State
474 Council Board of Directors, unless otherwise set forth in the resolution establishing such
475 committee. Committees may be terminated or repurposed by a majority vote of the Virginia State
476 Council Board of Directors. All committees shall have responsibilities assigned by the Virginia
477 State Council Board of Directors as delineated in the Virginia State Council Procedures.

478
479 **Section 4. Composition**

480 The President shall appoint the Chairperson of all committees, subject to the approval of the
481 Virginia State Council Board of Directors. The size of each committee shall be determined by
482 the Virginia State Council Board of Directors. All Committee chair’s must review, sign and
483 submit a copy of the Virginia State Council Conflict of Interest Policy prior to accepting the
484 position.

485
486 **Section 5. Quorum and Manner of Acting**

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

491
492 **Section 6. Vacancies & Removal**

493 Vacancies in the membership of a committee shall be filled by appointments made in the same
494 manner as the original appointments to that standing committee. Any member of a committee
495 may be removed by the person or persons authorized to appoint such member whenever in their
496 judgment the best interests of the Virginia State Council or the National ENA would be served
497 thereby.

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499 **Section 7. Policies and Procedures**

500 The Virginia State Council Board of Directors (or its designee(s) shall develop and approve
501 policies and procedures for the operation of all committees).

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504 **ARTICLE IX**
505 **RELATIONSHIP WITH NATIONAL ENA**

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

514
515 **ARTICLE X**
516 **BONDING**

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

519

520

ARTICLE XI FINANCIAL MATTERS

521

Section 1. Books and Records

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

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529 **Section 2. Fiscal Year**
530 The Virginia State Councils fiscal year shall be determined by the National ENA Board of
531 Directors.

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Section 3. Annual Budget

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

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Section 4. Financial Review

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

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ARTICLE XII WAIVER OF NOTICE

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

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ARTICLE XI BYLAW AMENDMENTS

Section 1. Amendment by Voting Members

554 These bylaws may be altered, amended or repealed and new bylaws may be adopted by a
555 majority ~~vote~~ at vote at any meeting of the members at which a quorum is present.
556 Notwithstanding the foregoing, all proposed bylaw amendments shall be first submitted to
557 National ENA and are subject to the prior written approval of ENA. Amendments not receiving
558 the approval of National ENA shall be of no force or effect.

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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 Virginia State Council's voting members; provided, however, National ENA's Board of Directors (or its designee(s)) shall provide the Virginia State Council's voting members notice of any such amendments at least thirty (30)

567 days prior to the effective date of such amendments.
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569 **ARTICLE XIV**
570 **INDEMNIFICATION**

571 The Virginia Council shall indemnify all past and present officers, directors, committee
572 members, and other authorized Virginia State Council representatives to the full extent permitted
573 by applicable Law and shall be entitled to purchase insurance for such indemnification of
574 officers and directors to the full extent as determined by the Virginia State Council Board of
575 Directors. Notwithstanding the foregoing, such indemnification shall be limited to the extent of
576 the insurance (i.e., Directors and Officers insurance and other further coverages as may be
577 applicable) maintained by National ENA on behalf of the Virginia State Council.
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579 **ARTICLE XV**
580 **ELECTRONIC COMMUNICATIONS**

581 Unless otherwise prohibited by Law, (i) any action to be taken or notice delivered under these
582 bylaws may be taken or transmitted by electronic mail or other electronic means; and (ii) any
583 action or approval required to be written or in writing may be transmitted or received by
584 electronic mail or other electronic means.
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586 **ARTICLE XVI**
587 **DISSOLUTION**

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

