AMENDED BYLAWS

EMERGENCY NURSES ASSOCIATION, CALIFORNIA STATE COUNCIL

A California Not-for-Profit Mutual Benefit Corporation

ARTICLE I

NAME

The name of this corporation shall be the EMERGENCY NURSES ASSOCIATION, CALIFORNIA STATE COUNCIL (Cal ENA), a Not-for-Profit Mutual Benefit Corporation incorporated in the state of California

ARTICLE II

PURPOSE

This corporation is affiliated with and chartered by the national Emergency Nurses Association (National Association) to implement its philosophy, objectives, and leadership on the State level as well as to coordinate the professional activities of Chapters within the State in connection with the National Association, its General Assembly and Board of Directors. The California State Council shall act in accordance with the Bylaws and Standard Procedures established by the National Association.

This corporation is not organized for the private gain of any person and is organized for public purposes. No substantial part of the activities of this corporation shall consist of carrying on propaganda, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

This corporation is organized and operated exclusively for educational purposes within the meaning of IRC Section 501(c)(3).

ARTICLE III

OBJECTIVES

The objectives of the California State Council are:

A. To promote and implement the philosophy and objectives of the National Association on the State Level.

B. To provide leadership by identifying and addressing issues affecting emergency care and emergency nursing practice on the State level.
C. To liaison with state professional organizations and agencies.
D. To monitor and participate as an expert resource in state legislative and regulatory
issues affecting emergency care, emergency nursing practice, and public healthcare
issues.
E. To develop, maintain and monitor a statewide emergency nursing network structure
to address professional issues.
F. To provide continuing education opportunities on the State level.
G. To promote injury prevention activities through the National Association Institute
for Quality, Safety, and Injury Prevention (IQSIP).
H. To implement all Bylaws and Standard Procedures on the State level.
I. To serve as a resource for Chapters within the State in accordance with Bylaws and
Standard Procedures.
J. To promote safe practice, safe care through education, networking and advocacy.

ARTICLE IV

CHARTER

As a nationally chartered State Council, failure of the California State Council to adhere to the
Bylaws and Standard Procedures established by the National Association shall be cause for
suspension or revocation of the charter issued by the National Association. Such suspension or
revocation shall be in accordance with Standard Procedures established by the National
Association.

ARTICLE V

CHAPTERS AS MEMBERS

A. Each Chapter within the State of California, chartered by the National Association,
shall be a member in good standing of this corporation.
B. Membership as a Chapter shall be issued for no consideration.
C. A Chapter’s membership in the corporation shall be suspended or terminated if its
charter issued by the National Association is suspended or revoked.
D. If grounds appear to exist for deactivation or suspension of a chapter as member the
process set forth in State Council Standard Procedures: Chapter Activation and
Deactivation shall be followed.
E. Chapters as members shall have all rights afforded members under California Not-
for-Profit Mutual Benefit Corporation Law.

ARTICLE VI

REPRESENTATIVES TO THE STATE COUNCIL
A. Each Chapter shall select one (1) representative and one (1) alternate representative.

B. Representatives or their alternate must be present at a meeting and may not act by proxy, written consent or written ballot.

C. Representatives to the State Council are responsible for the following:
   1. To act as liaison between the Chapter and State Council.
   2. To advise the Board of Directors of the corporation, as the official professional policy-determining component of the corporation.
   3. To approve amendments and/or revisions to State Council Bylaws.
   4. To implement responsibilities identified in the State Council Standard Procedures.

ARTICLE VII

OFFICERS

The Board of Directors is the official decision-making body of the organization.

A. The Officers of this corporation shall be President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect and Director-at-Large.

B. Officers shall have and maintain the following:
   1. Current National Association membership; and

C. In addition to the responsibilities delineated below, officers of this corporation shall exercise all the privileges and responsibilities as an officer of the State Council as specified in the Bylaws and Standard Procedures of the National Association.

D. Duties and Responsibilities

   1. President:
      a. Serves as Chief Executive Officer of the corporation; serves as Chairman and voting member of the Board of Directors.
      b. Coordinates all State Council administrative activities.
      c. Serves as official representative of the State Council.
      d. Appoints with the Board of Directors’ approval chairs and chairs-elect and makes such other appointments as may be required with Board of Directors’ approval.
      e. Serves as a delegate to the national General Assembly.
      f. Appoints board liaisons to committees and chapters.

   2. President-Elect:
      a. Has served as a voting Board of Directors member within the last five (5) years.
      b. Serves as a voting member of the Board of Directors of the corporation.
      c. Succeeds to the office of President and Chairman of the Board at the expiration of the President’s term.
d. Assists the President as needed in fulfilling the duties of that office.

e. In the absence or disability of the President, performs all duties of the
   President. When so acting, the President-Elect shall have all powers of and
   be subject to all restrictions of the President.

f. Serves as board liaison to committees and chapters as assigned.

3. Immediate Past President:

a. Serves as a voting member of the Board of Directors of the corporation.
b. Serves as historian for State Council activities in the absence of an appointed
   historian.
c. Serves as Board liaison to committees and chapters as assigned.

4. Secretary:

a. Serves as a voting member of the Board of Directors of the corporation.
b. Maintains adequate and proper records of the State Council and the Board of
   Directors of the corporation, including, but not limited to minutes of all
   meetings and correspondence.
c. Provides notices and agendas of all meetings to all members of the
   corporation.
d. Maintains current roster of all Board of Directors, committee chairs, chapter
   presidents, chapter representatives, and appointees.
e. Serves as Board liaison to committee and chapters as assigned.

5. Treasurer:

a. Serves as voting member of the Board of Directors of the corporation.
b. Maintains corporate financial records in accordance with generally
   accepted accounting procedures.
c. Presents a corporate budget proposal annually.
d. Maintains corporate banking accounts and disbursements.
e. Annually submits data for tax preparation.
f. Submits an audit of the financial records of the corporation at the Annual
   Business meeting.
g. Works with the Treasurer-Elect to ensure a smooth transition of office by
   the end of the elected term.
h. Serves as Board liaison to committees and chapters as assigned.

6. Treasurer-Elect:

a. Serves as a voting member of the Board of Directors of the corporation.
b. Assists the Treasurer to maintain corporate financial records in
   accordance with generally accepted accounting procedures.
c. Completes an internal audit prior to assuming responsibility for corporate
   financial records.
d. Serves as a Board liaison to committees and chapters as assigned.

7. Director-at-Large:

a. Serves as a voting member of the Board of Directors of the corporation.
b. Coordinates meeting arrangements for State Council meeting and
   functions.
c. Serves as Board liaison to committee and chapters as assigned.
E. Term of Office

1. The President and President-Elect shall serve for a term of one (1) year or until their successors are elected. The term of office shall begin January 1st and end December 31st.

2. The Secretary and the Director-at-Large shall serve a term of one (1) year or until their successors are elected. The term of office shall begin January 1st and end December 31st.

3. The Treasurer and Treasurer-Elect shall serve for a term of one (1) year or until their successors are elected. The term of office shall begin January 1st and end December 31st.

ARTICLE VIII

MEETINGS, QUORUM AND VOTING

Member meetings of the corporation shall be called State Council meetings.

A. Meetings

1. The State Council shall meet at least twice a year. The date, time and place is to be determined by the Board of Directors and will be announced to the membership not less than thirty (30) days prior to the meeting.

2. The meeting held prior to the National Association’s Annual Meeting shall be known as the Annual Business Meeting of the State Council.

3. The State Council shall conduct at least one (1) educational event per year.

4. A special meeting of the State Council may be called upon the written and/or email request of:
   a. The Board of Directors
   b. The President; or
   c. At least two (2) Chapters as members.

B. Quorum

1. A simple majority of the Chapter Representatives shall constitute a quorum at any State Council Meeting.

2. If a quorum is present, the affirmative vote of a majority of the voting power in attendance at the meeting shall be the act of the Chapters as member, unless the vote of a greater number is required by these Bylaws.

3. The Chapter Representatives present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough chapter representatives to leave less than a quorum, if any action taken is approved by at least a majority of the chapter representatives required to constitute a quorum.

C. Voting

1. Each Chapter as a member shall be entitled to one (1) vote on each matter submitted to a vote of the members.
2. When called upon to vote on (a) the dissolution or merger of the corporation, or (b) the disposition of all or substantially all of the corporate assets, each Chapter as a member shall be entitled to one vote.

3. Except for the election of Directors as described in Article IX, Section B, voting may only be in person and may not occur by proxy, written consent, or written ballot.

ARTICLE IX

BOARD OF DIRECTORS

A. The Board of Directors of this corporation shall consist of seven (7) voting members. This shall include the: President, President-Elect, Immediate Past President, Secretary, Treasurer, Treasurer-Elect, and Director-at-Large.

B. The Executive Committee shall be composed of the President, President-Elect, Treasurer and Secretary as voting members and shall assist the Board of Directors in managing time-sensitive issues between official Board of Directors meetings and may exercise the full power and authority of the full Board of Directors in the oversight and the management of the business and affairs of the corporation.

C. Election

All Directors shall be elected in accordance with Standard Procedures. Each such Director, including a Director elected or appointed to fill a vacancy, shall hold office until expiration of the term for which elected and/or until a successor has been elected.

D. Subject to the provisions and limitations of California Not-for-Profit Mutual Benefit Corporation Law and any other applicable laws, and subject to any limitations in the Articles of Incorporation and Bylaws regarding actions that require approval of the members, the corporation's activities and affairs shall be managed and all corporate powers shall be exercised by or under the Board's direction.

E. Meetings

1. Meetings of the Board of Directors may be called by the President of the corporation who serves as Chairman of the Board, or by any two (2) Directors of the corporation.

2. Regular meetings of the Board may be held without notice if the time and place of such meeting are fixed by the Board.

3. Special meetings of the Board shall be held upon four (4) days' notice by First Class mail or forty-eight (48) hours' notice if delivered personally or by telephone, facsimile or electronic mail.

4. Members of the Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meeting as described in this section constitutes presence in person.

F. Quorum
1. A majority of the number of Directors authorized in the Article constitutes a quorum for the transaction of business, except to adjourn.

2. Every action taken or decision made by the majority of the Directors present at a duly held meeting at which a quorum is present shall be the act of the Board, subject to the more stringent provisions of California Not-for-Profit Mutual Benefit Corporation Law.

3. A meeting at which a quorum is initially present may continue to transact business notwithstanding the withdrawal of Directors, if any action taken or decisions made is approved by at least a majority of the required quorum for that meeting.

G. Vacancy on the Board

1. A vacancy or vacancies on the Board shall exist on the occurrence of the following:
   a. The death or resignation of any Director.
   b. A Director declared of unsound mind by a final court order or convicted of a felony or has been found by a final order of judgment of any court to have breached a duty arising under Section 7238 of the California Corporation Code.
   c. The increase of the authorized number of Directors.
   d. The failure of the membership to elect the number of Directors required to be elected.

2. Removing a Director from Office
   a. Shall consist of a vote of the membership.
   b. Prior to such vote, the President shall be advised of any issues or concerns leading to the removal of a Director.
   c. A letter addressing these concerns will be communicated to the Director in question by the President either by First Class Mail and/or electronic mail. If the said Director is the President, the letter will be sent by the Immediate Past President.
   d. If said Director does not comply with a written or verbal response to correct the issues or concerns voiced, the next action will be a member vote.

3. Any Director may resign by giving written notice to the Chairperson or the Secretary of the Board. The resignation shall be effective when given unless the notice specifies a later date. The resignation shall be effective regardless of whether it is accepted by the corporation.

4. In case of vacancy in the office of the President, the President-Elect shall succeed to the office of President for the remainder of the unexpired term.

5. In case of vacancy in the office of President-Elect, the Board of Directors shall fill the unexpired term by appointment with approval of the State Council. That person so appointed shall not automatically succeed to the office of President. The office of President for the ensuing term shall be filled at the next regular election.
6. In case of vacancy in the office of Treasurer, the Treasurer-Elect shall succeed to the office of Treasurer for the remainder of the unexpired term as Treasurer.

7. In the case of vacancy in the office of Treasurer-Elect the Board of Directors shall fill the unexpired term by appointment with approval of the State Council. That person so appointed shall not automatically succeed to the office of Treasurer. The office of Treasurer for the ensuing term shall be filled at the next regular election.

8. Vacancies on the Board may be filled by a vote of the majority of the Directors in office, whether or not less than a quorum, or by a sole remaining Director. Such action shall be subject to the approval of a majority of the Chapters as members.

9. The Chapters as members with a majority vote may fill any vacancy or vacancies not filled by the Directors.

10. A reduction of the authorized number of Directors shall not affect the removal of any Director before that Directors term of office expires.

ARTICLE X

DELEGATES TO THE NATIONAL ASSOCIATION GENERAL ASSEMBLY

A. The method for selecting delegates from California shall be designated as defined in State Council *Standard Procedures*.

B. The term of office of a delegate to the General Assembly shall be for the duration of the General Assembly and/or until all obligations as a delegate have been met.

C. Delegates must be present at the meeting of the General Assembly and may not act by proxy, written consent or written ballot.

ARTICLE XI

COMMITTEES

A. Standing and special committees may be appointed by the Board, as circumstances warrant.

B. The President or another Board member shall serve as an ex-officio member of each committee.

C. All committees shall assume duties and shall have such powers as assigned by the Board.

D. The size of each committee may be determined by the Board and in accordance with *Standard Procedures*.

E. The President shall, with Board approval, appoint committee chairs and chairs-elect.

ARTICLE XII

CHAPTERS
A. Chapters within the State of California are chartered affiliates of the National Association to advance the profession of emergency nursing.

B. Each Chapter is composed of individual National Association members. Each Chapter shall consist of no less than five (5) National Association members.

C. Chapter representation on the State Council shall be determined in such manner as provided in these Bylaws and Standard Procedures and the Bylaws and Procedures of the National Association.

D. The structure, functions, and powers of the Chapters shall be consistent with the Bylaws and Procedures of the National Association.

ARTICLE XIII
OFFICIAL PUBLICATION

A. This corporation shall have an official publication. The Board of Directors shall ensure compliance with the National Association’s requirement for an official publication.

ARTICLE XIV
IMEMNFICATION

A. This corporation shall indemnify all Directors, Officers, agents and employees for expenses incurred with the defense or settlement of any claim against such person by adjudication shall establish that such claim arose or resulted from any dishonest, fraudulent, criminal malicious or knowingly wrongful act, error or omission of such person, as described in Section 7237 of the California Corporation Code.

ARTICLE XV
PARLIAMENTARY AUTHORITY

A. These Bylaws, the current edition of Robert’s Rules of Order, Standing Rules and any Special Rules of Order adopted by the corporation shall govern all meetings of the State Council provided they are not in conflict with the Bylaws and Procedures established by the National Association.

ARTICLE XVI
DISSOLUTION

A. In the event of dissolution of the State Council, the net assets of the Corporation shall revert to the National Association after all liabilities and obligations shall be paid, satisfied and discharged or adequate provisions shall be made therefore. The process of dissolution shall conform with California Not-for-Profit Mutual Benefit Corporation Law.

ARTICLE XVII
AMENDMENTS

A. The Board of Directors of this corporation may amend the Articles or Bylaws with the approval of the Chapter Representatives, according to Standard Procedures. Proposed amendments will be submitted to the Chapters as members sixty (60) days prior to the Annual Business meeting. Amendments will be voted on at the Annual Business meeting requiring a two-thirds vote by the Chapter Representatives.

B. Any amendment to the National Association Bylaws and Procedures having direct application to these Bylaws shall take precedence over any State Council Bylaw provision and/or procedure and amendment thereto shall automatically take effect as long as the amendment is not in conflict with California Not-for-Profit Mutual Benefit Corporation Law.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify,

That I am the duly elected and qualified Secretary of the EMERGENCY NURSES ASSOCIATION, CALIFORNINA STATE COUNCIL, a California Not-for-Profit Mutual Benefit Corporation, and that the foregoing Bylaws, consisting of eleven (11) pages, including signature page, constitute the amended Bylaws of said corporation as adopted August 14, 2015.

Signed:

[Signature]

Date: 12-7-2015