Minnesota Emergency Nursing Association (ENA) State Council Bylaws

DEFINITIONS

COUNCIL =The term "Council" refers to ENA's State and International Councils, each of which represents the ENA members residing or licensed in the specified state, province, country, territory, or other geographical location, as applicable.

In order to avoid confusion, the term "Council" or "State Council" should not be used to identify a body comprised of representatives or delegates from each of a Council's Local Chapters (the proper term for such body is a "General Assembly").A "State Council" or "Council" is a legal entity (e.g., the not-for-profit corporation) formed in the applicable state, province, country, territory (or other applicable geographic location) to represent National ENA members that reside or are licensed in such location.

STATE COUNCIL =The term "State Council" refers to an ENA Council incorporated in the specified US state or territory that represents all ENA members residing or licensed in such specified US state or territory. Membership in a State Council is achieved through membership in National ENA.

INTERNATIONAL COUNCIL =The term "International Council" refers to the not-for-profit corporation (or similar entity) that represents all ENA members residing or licensed in the specified non-US state, province, country, territory, or other geographical location, as applicable. Membership in an International Council is achieved through membership in National ENA.

GENERAL ASSEMBLY =Council's that maintain Local Chapters (i.e., three tiered structures) and have a "Council"/"State Council" comprised of Local Chapter representatives or delegates must take all necessary action to rename such body in order to obviate confusion. Such representative body should be called the "General Assembly." In addition, if a Council's General Assembly is acting as its Board of Directors (or has been delegated the authority of the Board of Directors) it must take all action necessary to change this practice.

[1] Please note, all Councils located in the United States (or its territories) must follow ENA's naming convention – i.e., Illinois ENA State Council. As this template is based on US laws, it uses the term "State Council". International Councils using this Bylaws template as a directional guide must use the appropriate naming convention – i.e., Germany ENA Council – and make such other changes as necessary under the Applicable Law.

BYLAWS OFMINNESOTAENA STATE COUNCIL

ARTICLE I
NAME, PURPOSES AND TERRITORY

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

Section 2. Purposes. In addition to the purposes set forth in the State Council's articles of incorporation, the purposes for which the State Council is organized (i) are educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, including but not limited to the advancement of emergency nursing through education and public awareness; and (ii) advancing and promoting the interests of the Emergency Nurses Association, an Illinois not-for-profit corporation ("National ENA") within the geographic area covered by the State Council("Territory")and other appropriate purposes.

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

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

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

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

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

ii. a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II
MEMBERSHIP

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

may only belong to one State Council. National ENA members shall be placed in the State Council membership category that corresponds with their National ENA membership category. State Council members must be National ENA members in good standing.

Section 2. Membership Categories. The membership of the State Council is composed of the following categories and such additional categories as may be established by National ENA from time to time: (i) Voting Members (which includes only licensed, or the equivalent thereto) professional registered nurses; and (ii) Nonvoting Members. The criteria for membership are the same as those established by the National ENA for each such membership category in its bylaws and policies.

Section 3. Member Rights & Obligations.

(a) Each member has the responsibility to support the purpose, mission, vision, values and objectives of National ENA and the State Council.
   i. Voting Members shall be entitled to hold elected office in the State Council;
   ii. Serve and participate in committees and task forces;
   iii. Vote on all matters presented to the State Council's Voting Members; and
   iv. Attend the member meetings and social functions of the State Council.

(b) Each eligible Voting Member in good standing shall have one (1) vote on all other matters presented to the Voting Members. All State Council members must abide by these bylaws, National ENA Bylaws, and such other rules, policies, procedures and regulations as the National ENA or the State Council may from time to time adopt.

(c.) The State Council Officers (President, President-elect/Immediate Past –President, Secretary, Treasurer, Treasurer-elect), AKA Executive Officers, are elected by the Minnesota State Council General Assembly.

(d) The Minnesota State Council General Assembly consists of up to 4 representatives from each chapter who are elected to the State Council General Assembly by members of their chapter.

(e) The three (3) "at large Board of Director members" who are elected by the Members of the Minnesota State Council General Assembly, plus the Executive Officers constitute the MN ENA State Council Board of Directors. (see article V)

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

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

Section 5. Member Suspension/Expulsion. A State Council member may be censured, suspended, expelled for cause or otherwise disciplined by ENA National provided that a statement of the charges shall have been sent by certified mail to the last recorded address of the member at least fifteen (15) days before final action is to be taken. This statement shall be 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 State Council automatically shall be terminated whenever a State Council member's membership in the National ENA is terminated. In addition, the membership of any 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 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. State Council members may request reinstatement in accordance with National ENA's bylaws, policies and procedures.

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

ARTICLE III
DUES, FEES AND ASSESSMENTS

The initial and annual dues for 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. Annual Meeting. An annual business meeting of the Voting Members of the State Council shall be held at such time and place as shall be determined by the State Council Board of Directors.

Section 2. Special Meetings. Special meetings of the Voting Members of the State Council may be called at the request of the President, a majority of the State Council Board of Directors, or at the written request of 10%, or 50 members (whichever is less)of the State Council's voting members. The time and place for holding special meetings shall be determined by the State Council Board of Directors.

Section 3. Education, Social and other Meetings and Functions. The State Council shall hold such educational, social and other meetings and functions as may be determined by the 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 more than ninety (90) and not less than five (5) days prior to the date of such meeting, unless otherwise required by applicable law. **(MN Law defines meeting notice.)**

Section 5. Quorum. The lesser of ten percent (10%)eligible Voting Members of the State Council present (in person or by proxy)shall constitute a quorum for the transaction of business 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 **(in person or by proxy)** 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 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 State Council.

Section 8. Electronic Communications. 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 law (MN Statutes Chapters 317A Non-Profit Corporations). A ballot, mail, e-mail or electronic vote may only be called by the State Council Board of Directors. In order for a mail, e-mail or electronic vote to be valid (i) the action must be approved by a majority of voting 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 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
STATE COUNCIL BOARD of DIRECTORS

Section 1. Authority and Responsibility. The affairs of the State Council shall be managed by the State Council Board of Directors, which shall have supervision, control, and direction of the affairs of the 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 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 State Council Board of Directors shall be comprised of the President, President-Elect/Immediate Past-President, Secretary, Treasurer, and three (3) State Council Board of Director "Members-at-Large".

Section 3. Qualifications. Directors must be Voting Members in good standing in both National ENA and the State Council.

Section 4. Term. Directors filling the "member at large" positions shall serve a two (2) year term in office, or until such time as their successors are duly elected, qualified and take office. The term of office for each Director shall begin on the January 1 following their election. To provide for a smooth transition and on-boarding of Directors and Officers; the Board will develop a rotation in election cycles that lead to retention of at least one experienced Director. Chapters will be encouraged to develop a similar election cycle that will lead to retention of at least one experienced General Assembly member from each Chapter. (Per Minnesota law – Directors may server no more than 5 consecutive terms [10 years] in the Office.)

Section 5. Elections: (i.)The Chapter representatives to the State Council General Assembly shall elect three (3) State Council Board of Directors "Members at Large" from their ranks, at or before the annual fall meeting of the General Assembly. (ii.) The Minnesota State Council General Assembly shall elect members to the Minnesota State Council Executive Committee, as needed, before the annual fall meeting of the General Assembly. (iii.) Elections will occur in accordance with such procedures as shall be established by the State Council Board of Directors and national ENA and in a manner that will permit the State Council to submit the names of its incoming officers to ENA National by the annual October 31 compliance deadline. (iv.) Elections may be conducted electronically. (Per article II, Section c, State Council Board of Directors are elected from the State Council General Assembly. Also see election Minnesota State Council Election Policy)

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

Section 7. Special Meetings. Special meetings of the State Council Board of Directors may be called by, or at the request of, the President or upon a written request to the Secretary of three (3) members of the State Council Board of Directors. Notice of any special meeting of the State Council Board of Directors shall state the time, date, and place of the meeting and shall be delivered at least five (5) days prior to the date of such meeting (per Minnesota law).

Section 8. Meeting by Conference Call. Any action to be taken at a meeting of the Council Board of Directors or any committee thereof may be taken through the use of a conference telephone or other communications equipment by means of which all people 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 conference call (whether regular or special) may be delivered a minimum of twenty-four (24) hours prior to the meeting.]

Section 9. Waiver of Notice. Notice of a 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 State Council Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the State Council Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the 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 Directors present at a duly called meeting at which a quorum is present shall be the act of the State Council Board of Directors, 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 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 State Council Board of Directors entitled to vote with respect to the subject matter thereof.

Section 13. Minutes. The State Council (SC) shall maintain minutes of meetings of SC Board of Directors and provide copies of those minutes to National ENA upon request.

Section 14. Resignation and Removal. A Director may resign in writing submitted to the Council's 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 Council Board of Directors .A resignation will be effective on the acceptance date of the resignation as determined by the Council Board of Directors. A Director who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled by the Council Board of Directors. Any Director may be removed at any time with or without cause by a majority vote of the voting members present and voting, in person or by proxy, 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 State Councilor the National ENA would be served by such removal.

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

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

ARTICLE VI
OFFICERS

Section 1. Officers. The Officers of the State Council shall be a President, President-Elect, Immediate Past President, Secretary, Treasurer / treasurer-elect and such other officers as may be determined by the State Council Board of Directors (collectively, the "Executive Officers").

Section 2. Qualifications. Officers must be Voting Members in good standing in both National ENA and the State Council.

Section 3.Elections & Term.

a) The Minnesota State Council General Assembly shall elect the Officers at, or before, the annual fall meeting in accordance with such procedures as shall be established by the State Council Board of Directors. At the end of the President's term, the President-Elect automatically will succeed to the office of President; as will the treasurer-elect succeed to the treasurer. At the end of the President's term, the President automatically will succeed to the office of Immediate Past President

b) The President shall serve a two (2) year term in office; the Secretary will serve a two (2) year term; and the Treasurer will serve a three (3) year term, or until such time as their successors have been duly elected and qualified. The term of office for each Officer shall begin on the January 1 following his or her election. The same individual may simultaneously hold the offices of Secretary and Treasurer, but no other offices may be held simultaneously by the same individual. (Minnesota law allows holding more than 1 officer position.)

c) Officers may not serve more than three (3) consecutive terms in any office. Individuals that have served the maximum term in any office may not stand for reelection for a period of two (2) years following the completion of their term in office.(Minnesota law does not allow a "term" for longer than 10 years.)

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

Section 5. Resignation and Removal. An Officer may resign in writing submitted to the 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 State Council Board of Directors. A resignation will be effective on the acceptance date of the resignation as determined by the State Council Board of Directors. An Officer who no longer meets the qualifications for office shall automatically be removed and such vacancy shall be filled by the State Council Board of Directors. Any Officer may be removed at any time with or without cause by a majority vote of the voting members of the Minnesota State Council General Assembly present and voting, in person or by proxy, 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 State Council or National ENA would be served by such removal.

Section 6. Duties of Officers.

(a) President. The President shall be the chief executive officer, and shall in general supervise and control the affairs, of the State Council. Except as otherwise provide by the 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 State Council and all such actions must be approved, in advance, by the State Council Board of Directors. The President may sign, with the Secretary or any other proper officer of the State Council authorized by the State Council Board of Directors, any contracts, or other instruments which the 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 State Council Board of Directors or by these bylaws or by the

statute to some other officer or agent of the State Council. The President shall preside at all meetings of the 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 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.

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

(c) 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 State Council Board of Directors.

(d) Secretary. The Secretary shall keep or cause to be kept the minutes of the meetings of the 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 State Council Board of Directors.

(e) Treasurer. The Treasurer shall be responsible for all funds and securities of the State Council; shall receive and give receipts for monies due and payable to the State Council from any sources whatsoever, and shall deposit all such monies in the name of the 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 State Council Board of Directors at its regular meetings, and to the 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 State Council Board of Directors.

(f) Treasurer-elect. The Treasurer-elect shall automatically succeed to the office of Treasurer at the end of the presiding Treasurer's term; and shall perform all duties assigned to the Minnesota State Council (MSC) Treasurer. Assist in maintaining MSC financial records in accordance with generally accepted accounting procedures.

ARTICLE VII
GENERAL ASSEMBLY

Section 1. Composition.
The State Council's General Assembly shall be composed of delegates from the State Council's Local Chapters. All Delegates must be Voting Members of both the State Council and National ENA in good standing. The General Assembly shall be composed of four (4) voting delegates from each chapter.

Section 2. Authority. The General Assembly is responsible for communicating State Council member needs, providing feedback, and input on issues relating to the practice of emergency nursing to the State Council Board of Directors. The General Assembly shall also approve, revise, or amend these by laws in accordance with Article fourteen (14)and receive reports of the

State Council Board of Directors, committees and other volunteer groups, receive reports concerning the State Council's finances, and transact such other appropriate business as may properly come before the General Assembly.

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 General Assembly**.**

Section 4 Meeting. The General Assembly shall meet at least on an annual basis at such times and locations as may be determined by the State Council Board of Directors.

ARTICLE VIII
COMMITTEES

Section 1. Committees.

(a) Committees *with Authority of the State Council Board of Directors*. The State Council Board of Directors, by resolution adopted by a majority of the Directors in office, may designate one or more standing committees, each of which shall consist of a majority of Directors and no fewer than two Directors, which to the extent provided in said resolution shall have and exercise the authority of the State Council Board of Directors in the management of the State Council; but the designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the State Council Board of Directors or any individual Director of any responsibility imposed upon them by Law. In accordance with the ENA Policy and Procedures, the State Council must maintain the following core committees: (i) Membership; (ii) Government Affairs; (iii) Institute for Quality, Safety, and Injury Prevention (IQSIP); (iv) Pediatric; (v) Trauma; and (vi) Fundraising.

(b) Other Committees. The Council Board of Directors may establish such other committees not having the authority of the Council Board of Directors as it deems necessary or prudent in the exercise of its 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 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 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 State Council Board of Directors.

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 Council or the National ENA would be served thereby.

Section 6. Policies and Procedures. The 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. State Council Voting Members that are licensed or reside within the same local geographical territory maybe organized as a local chapter of the State Council and each such local chapter will be an integral part of the State Council (each of which is referred to as a "Local Chapter"). The 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 Policy and Procedures).The 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.

Section 2. Application for Recognition as a Local Chapter. The 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 State Council President. The 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 Policy and Procedures and such other policies or guidelines as the State Council Board of Directors may prescribe, if applicants meet the qualifications necessary for recognition as a Local Chapter.

Section 3. Operation.

a. Local Chapters may not incorporate (except as otherwise provided in the ENA Policy and Procedures) and shall operate and function as committees or special interest groups of the State Council. All Local Chapters report to and are subject to the ultimate authority of the State Council Board of Directors.

b. The State Council Board of Directors (or its designee(s)) shall develop and approve policies and procedures for the operation of all Local Chapters.

c. The State Council Board of Directors has the right to disband or dissolve Local Chapters according to due process procedures established by the 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 State Council and any funds held by the State Council for the benefit of the Local Chapter shall be forfeited and used by the State Council for its general purposes.

ARTICLE X
RELATIONSHIP WITH NATIONAL ENA

The 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 State Council, the rights, responsibilities and obligations of the State Council and ENA National with respect to one another, the limitations and requirements governing the State Council's use of ENA National's name, trademarks, service marks, logos and other intellectual property, and the grounds upon which the 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 State Council Board of Directors may authorize any Officer or Officers, agent or agents of the 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 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 State Council shall be signed by such Officer or Officers, agent or agents of the State Council and in such manner as shall from time to time be determined by resolution of the State Council Board of Directors. In the absence of such determination by the 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 State Council shall be deposited from time to time to the credit of the State Council in such banks, trust companies, or other depositories as the State Council Board of Directors may select.

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

ARTICLE XII
FINANCIAL MATTERS

Section 5. Books and Records. The 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 State Council Board of Directors and any committees having the authority of the State Council Board of Directors. The State Council shall provide National ENA with copies of such books and records upon request.

Section 6. Fiscal Year. The State Council's fiscal year shall be determined by the National ENA Board of Directors.

Section 7. Annual Budget. A budget showing anticipated revenue and expenses will be adopted annually by the State Council Board of Directors.

Section 8. Financial Review. The State Council Board of Directors may, in its discretion, provide for an annual review or audit of the 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 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 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 two-thirds vote of the State Council General Assembly (Chapter representatives, Board of Directors, and Officers.)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.

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

ARTICLE XV
INDEMNIFICATION

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

ARTICLE XVII
DISSOLUTION

In the event of the dissolution of the State Council, the State Council Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the State Council, transfer all remaining assets of the State Council to National ENA (except any assets held by the 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 State Council shall dispose of all of the remaining assets of the State Council (except any assets held by the 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 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 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 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.

MN State Council Board of Directors
Approved 2/6/2025