

BYLAWS OF THE

AUSTIN EMERGENCY NURSES INC
dba AUSTIN ENA

Approved: Theresa Price, 2024 AENA President

Date: 2/6/2024

ARTICLE I

TITLE, PURPOSES AND TERRITORY

Section 1. Name. The name of this corporation shall be the, AUSTIN ENA a Delaware not-for-profit corporation, doing business as Austin ENA.

Section 2. Purposes. In addition to the purposes set forth in the Austin ENA articles of incorporation, the purposes for which AUSTIN ENA 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 AUSTIN ENA ("Territory") and other appropriate purposes.

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

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

1. No part of the net earnings of the AUSTIN ENA shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that AUSTIN ENA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
2. No substantial part of the activities of AUSTIN ENA shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and AUSTIN ENA 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, AUSTIN ENA shall not carry on any activity not permitted to be carried on by:
 - a. a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law); or

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

ARTICLE II

MEMBERSHIP

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

Section 2. Membership Categories. The membership of AUSTIN ENA is composed of the following categories and such additional categories as may be established by National ENA from time to time: Voting Members (which includes National, International, Senior and Military members) and Nonvoting Members (which includes Affiliate, Student and Honorary members). The criteria for membership are the same as those established by the National ENA for each such membership category in its bylaws and policies.

Section 3. Member Rights & Obligations.

1. Each member has the responsibility to support the purpose, mission, vision, values and objectives of National ENA, Texas ENA State Council, and AUSTIN EMERGENCY NURSES INC.
2. Voting Members shall be entitled to hold elected office in AUSTIN ENA; serve and participate in committees and task forces; vote in AUSTIN ENA elections and on all matters presented to the Austin ENA Voting Members; and attend the member meetings and social functions of AUSTIN ENA. Each eligible Voting Member in good standing shall have one (1) vote in AUSTIN ENA elections and on all other matters presented to the Voting Members. All AUSTIN ENA members must abide by these bylaws, the Texas ENA State Council Bylaws, the National ENA Bylaws, and such other rules, policies, procedures and regulations as the National ENA, Texas ENA State Council, or AUSTIN ENA may from time to time adopt.
3. Nonvoting Members shall be entitled to serve and participate in AUSTIN ENA committees and task forces; and attend the member meetings and social

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

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

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

ARTICLE III

DUES, FEES AND ASSESSMENTS

The initial and annual dues for AUSTIN ENA members, if any, and the time for paying such dues and other assessments or fees, if any, shall be established by the National

ENA Board of Directors, and such dues shall be submitted to National ENA in accordance with National ENA's policies and procedures.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1. Meetings. AUSTIN ENA shall conduct at least four (4) business meetings per year and these meetings shall be held at such time and place as determined by the AUSTIN ENA Board of Directors.

Section 2. Special Meetings. Special meetings of AUSTIN ENA may be called at the request of the President, a majority of AUSTIN ENA Board of Directors, or at the written request of (5%) of AUSTIN ENA voting members. The time and place for holding special meetings shall be determined by the AUSTIN ENA Board of Directors.

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

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

Section 5. Quorum. A quorum shall consist of a majority of the sum of the Board of Directors and AUSTIN ENA members present at any duly called meeting of the voting members, provided that if less than a quorum is present, a majority of the voting members present may adjourn the meeting to another time without further notice.

Section 6. Manner of Acting. The act of a majority or more of the voting members present at a duly called meeting at which a quorum is present shall be the act of the members, unless the act of a greater number is required by law, the Articles of Incorporation, or these bylaws.

Section 7. Rules of Order. Generally accepted parliamentary authorities (such as Robert's Rules of Order) may instruct AUSTIN ENA in all applicable situations insofar as they are not inconsistent with these bylaws, applicable law, or any rule or regulation of National ENA or the Texas ENA State Council.

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

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

Each Board member will have one (1) vote and each voting AUSTIN ENA member attending any meeting where a vote is taken will have one (1) vote.

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

ARTICLE V

AUSTIN ENA BOARD OF DIRECTORS

Section 1. Authority and Responsibility. The affairs of AUSTIN ENA shall be managed by the AUSTIN ENA Board of Directors, which shall have supervision, control, and direction of the affairs of AUSTIN ENA; 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 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 of AUSTIN ENA Board of Directors

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

Section 3. Qualifications. The Board of Directors must be Voting Members in good standing in National ENA, Texas ENA State Council, and AUSTIN ENA

[YOU CAN FURTHER DEFINE "IN GOOD STANDING" HERE IF YOU WISH]

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

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

The term of office for each member of the AUSTIN ENA Board of Directors shall begin on January 1st following his or her election and end on December 31st.

Section 5. Elections. AUSTIN ENA shall elect the Officers and Directors at a meeting prior to October 31st in accordance with such procedures as shall be established by the AUSTIN ENA Board of Directors.

Any member of the AUSTIN ENA Board of Directors may be removed from office with cause. The removal of a member of the board must originate from the AUSTIN ENA Board of Directors, be presented to the AUSTIN ENA membership and approved by a majority vote of the members in attendance.

Section 6. Regular Meetings. The AUSTIN ENA Board of Directors shall take action to set the time, date, and place of at least four (4) Board of Directors Business Meetings per year and such additional regular meetings of the AUSTIN ENA as the AUSTIN ENA Board of Directors may determine without other notice than such action.

Section 7. Special Meetings. Special meetings of the AUSTIN ENA Board of Directors may be called by, or at the request of the President or at least four (4) members of the AUSTIN ENA Board of Directors. At least five-day's notice shall be given unless all board members waive notice.

A majority of the members of the AUSTIN ENA Board of Directors in office shall constitute a quorum.

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

1. Between the regular meetings of the AUSTIN ENA Board of Directors and member meetings, the president may submit urgent matters to the Board. Any action to be taken at a meeting of the 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 persons participating in the meeting can communicate with each other. Participation in such a meeting shall constitute presence in person at the meeting of the persons so participating. Notwithstanding anything set forth to the contrary in these bylaws, notice of any meeting to be held by remote technology

(whether regular or special) will be delivered a minimum of twenty-four (24) hours prior to the meeting.

2. Subject to the provisions of this code and the certificate of formation and bylaws of a corporation, a meeting of the members of a corporation, the board of directors of a corporation, or any committee designated by the board of directors of a corporation may be held by means of a remote electronic communication system, including video conferencing technology or Internet, only if:
 - a. Each person entitled to participate in the meeting consents to the meeting being held by means of that system; and
 - b. The system provides access to the meeting in a manner or using a method by which each person participating in the meeting can communicate concurrently with each other participant” (Ref: Business organizations Code, chapter 22, section 22.002)

Section 9. Waiver of Notice. Notice of a AUSTIN ENA Board of Directors meeting need not be given to a Board Member who signs a waiver of notice either before or after the meeting. Meeting attendance by a Board member 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 Board member 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 AUSTIN ENA Board of Directors shall constitute a quorum for the transaction of business at any duly called meeting of the AUSTIN ENA Board of Directors; provided that when less than a quorum is present at said meeting, a majority of the AUSTIN ENA 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 AUSTIN ENA Board of Directors present at a duly called meeting at which a quorum is present shall be the act of the AUSTIN ENA 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 AUSTIN ENA 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 AUSTIN ENA Board of Directors entitled to vote with respect to the subject matter thereof.

Section 13. Minutes. AUSTIN ENA shall maintain minutes of meetings of the AUSTIN ENA Board of Directors and provide copies of those minutes to Texas ENA State Council and / or National ENA upon request.

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

Section 15: Vacancies. The AUSTIN ENA Board of Directors shall take action to fill any vacancy on the AUSTIN ENA Board of Directors.

1. If the office of president becomes vacant, the president-elect:
 - a. Shall succeed to the office of president for the remainder of the unexpired term, and
 - b. Shall subsequently serve the one (1) year term of office of president to which elected.
2. If the office of president-elect becomes vacant, until such time as a special election is held, the office may be temporarily filled by a current member of the AUSTIN ENA Board of Directors, a AUSTIN ENA Committee Chair, or the office may remain vacant as approved by a majority vote by the entire AUSTIN ENA Board of Directors.
3. In the event that the office of president and president-elect are vacated during the same year:
 - a. The AUSTIN ENA Board of Directors shall appoint an acting president to serve until the next election.
 - b. The election of both president and president-elect will be held at a special election.
4. If the office of Secretary becomes vacant, it may be filled by a current member of the AUSTIN ENA Board of Directors, a AUSTIN ENA Chapter member or remain vacant as approved by a two-thirds (2/3) vote of the entire AUSTIN ENA Board of Directors.
5. If the office of Treasurer becomes vacant, it may be filled by a current member of the AUSTIN ENA Board of Directors, a AUSTIN ENA Chapter

member or remain vacant as approved by a two-thirds (2/3) vote of the entire Board of Directors.

6. A vacancy in the position of director may be filled by the individual who received the next-highest number of votes in the previous election, remain vacant, or may be filled by a special election as approved by a majority vote of the AUSTIN ENA Board of Directors.

7. In the event that the office of president is vacated, the immediate past president may remain as immediate past president for a second term or the office may remain vacant as approved by a majority vote of Board of Directors.

Section 16. Compensation and Loans. Neither members of the AUSTIN ENA Board of Directors shall receive salaries or other compensation for their services as Board Members, but AUSTIN ENA may, by resolution, authorize the reimbursement of expenses of attendance of AUSTIN ENA Board of Directors for each regular and special meeting of the AUSTIN ENA Board of Directors; provided that nothing herein contained shall be construed to preclude any Director or Officer from serving the AUSTIN ENA in any other capacity and receiving reasonable compensation therefore. The AUSTIN ENA may not make loans to members of the AUSTIN ENA Board of Directors.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the AUSTIN ENA are the same as the AUSTIN ENA Board of Directors and shall be the President, President-Elect, Secretary, Treasurer, two (2) Directors, and Immediate Past President.

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

Section 2. Duties of Officers.

1. **President.** The President shall be the chief executive officer, and shall in general supervise and control the affairs of AUSTIN ENA. Except as otherwise provide by the AUSTIN ENA 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 AUSTIN ENA and all such actions must be approved, in advance, by the AUSTIN ENA Board of Directors. The President may sign, with the Secretary or any other proper officer of AUSTIN ENA authorized by the AUSTIN ENA Board of Directors, any contracts, or other instruments

- which the AUSTIN ENA Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the AUSTIN ENA Board of Directors or by these bylaws or by the statute to some other officer or agent of the AUSTIN ENA. The President shall preside at all meetings of the AUSTIN ENA 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 AUSTIN ENA Board of Directors. The President shall automatically succeed to the office of Immediate Past President at the end of his or her term in office as President.
2. **President-Elect.** The President Elect shall perform any duties assigned by the President, succeed to the office of President at the expiration of the President's term or in the event the position of President becomes vacant, the President-Elect becomes the President. In addition, the President-Elect will exercise all responsibilities and privileges as an officer of the AUSTIN ENA, select Committee Chairs and Chair elects that will become vacant during their presidential year, and serve as an active member of the Bylaws & SOP review and change process.
 3. **Secretary.** The Secretary shall keep or cause to be kept the minutes of the meetings of the AUSTIN ENA 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 AUSTIN ENA Board of Directors.
 4. **Treasurer.** The Treasurer shall be responsible for all funds and securities of the AUSTIN ENA; shall receive and give receipts for monies due and payable to the AUSTIN ENA from any sources whatsoever, and shall deposit all such monies in the name of the AUSTIN ENA in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; shall submit financial reports annually: to the National ENA, the Texas ENA State Council Board of Directors, and to the AUSTIN ENA at its regular meetings, 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 AUSTIN ENA Board of Directors.
 5. **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 AUSTIN ENA Board of Directors.
 6. **Directors.** The Directors will assist with the management of the AUSTIN ENA and perform duties as assigned by the President.

ARTICLE VII COMMITTEES

Section 1. Committees. In accordance with ENA Procedures, AUSTIN ENA will maintain at a minimum the following core committees:

- a. Membership
- b. Government Affairs
- c. Institute for Quality, Safety and injury prevention (IQSIP)
- d. Pediatric Committee
- e. Trauma Committee
- f. Fundraising Committee

1. **Other Committees with the Authority of the AUSTIN ENA Board of Directors.** The President may designate one or more additional Committees and appoint Committee Chairs as adopted by a majority of the AUSTIN ENA Board of Directors. The designation of such committee(s) and the delegation thereto of authority shall not operate to relieve the AUSTIN ENA Board of Directors or any individual member of the AUSTIN ENA Board of Directors of any responsibility imposed upon them by law.
2. **Other Committees.** The President may establish such other committees not having the authority of the AUSTIN ENA Board of Directors as he or she deems necessary or prudent in the exercise of their authority and responsibility as set forth in these bylaws.

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

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

ARTICLE VIII

CHAPTER OPERATION

Section 3. Operation.

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

ARTICLE IX

RELATIONSHIP WITH NATIONAL ENA

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

ARTICLE X

CONTRACTS, CHECKS, DEPOSITS AND BONDING

Section 1. Contracts. The AUSTIN ENA Board of Directors may authorize any Officer or Officers, agent or agents of AUSTIN EMERGENCY NURSES INC, 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 AUSTIN ENA 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 AUSTIN ENA shall be signed by such Officer or Officers, agent or agents of AUSTIN ENA and in such manner as shall from time to time be determined by the AUSTIN ENA Board of Directors. In the absence of such determination by the AUSTIN ENA Board of Directors, such instruments shall be signed by the President and countersigned by the Treasurer.

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

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

ARTICLE XI

FINANCIAL MATTERS

Section 1. Books and Records. AUSTIN ENA shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Voting Members, the AUSTIN ENA Board of Directors, and any committees having the authority of the AUSTIN ENA Board of Directors. AUSTIN ENA shall provide National ENA and/or the Texas ENA State Council with copies of such books and records upon

request.

Section 2. Fiscal Year. The AUSTIN ENA fiscal year shall be determined by the National ENA Board of Directors.

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

Section 4. Financial Review. The AUSTIN ENA Board of Directors may, in its discretion, provide for an annual review or audit of the AUSTIN ENA books and records by an independent accountant. Results of such review or audit, if any, will be reported by such accountant to the AUSTIN ENA Board of Directors, with copies provided to National ENA and Texas ENA State Council Board of Directors upon request.

ARTICLE XII

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 AUSTIN EMERGENCY NURSES INC, 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 XIII

BYLAW AMENDMENTS

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

1. Submission.

- a. Amendments to these bylaws shall be submitted to the Bylaws Committee if one exists, or per procedure for review before being

submitted to the AUSTIN ENA Board of Directors and AUSTIN ENA membership for approval.

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

Section 2. Amendment by National ENA's Board of Directors. National ENA's Board of Directors (or its designee(s)) also shall have the authority to amend these bylaws from time to time in order to bring them into compliance with National ENA's policies and procedures without the approval of the AUSTIN ENA voting members; provided, however, National ENA's Board of Directors (or its designee(s)) shall provide the AUSTIN ENA voting members notice of any such amendments at least thirty (30) days prior to the effective date of such amendments.

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

ARTICLE XIV

INDEMNIFICATION

AUSTIN ENA shall indemnify all past and present officers, directors, committee members, and other authorized AUSTIN ENA 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 AUSTIN ENA 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 AUSTIN EMERGENCY NURSES INC.

ARTICLE XV

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.

AUSTIN ENA shall publish a quarterly newsletter as its official publication. This communication may be created digitally and distributed electronically.

ARTICLE XVI

DISSOLUTION

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