BYLAWS
OF THE
NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.

ARTICLE I. NAME
The name of this 501(c)(3) non-stock corporation chartered in the State of Wisconsin is the National Emergency Number Association, Inc., also referred to as “association” or “NENA.” The principal office of the association shall be at a location as determined by the executive board.

ARTICLE II. OBJECT
Section 1. The object of the association shall be to:
A. Lead in the development, availability, implementation and enhancement of a universal emergency telephone number common to all jurisdiction(s) through research, planning, training and education;
B. Represent its members before communications regulatory agencies and appropriate policy making and legislative bodies;
C. Enable all citizens to have immediate access to emergency public safety services so that safety of human life, protection of property and civic welfare are benefited to the utmost degree; and
D. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.

ARTICLE III. MEMBERS
Section 1. Membership Application
A. All membership applications shall be submitted to the association office on standard forms as approved by the executive board.
B. NENA shall not be discriminatory in any of its practices.

Section 2. Membership Categories
A. Public sector members are members who are employed by, or appointed or elected to, a government or quasi-government agency and who are or have been responsible for some aspect of design, promotion, construction, installation, maintenance, command and/or operation of public safety emergency communications systems which members include those who have retired from such positions. Public sector members shall be entitled to all rights of membership.
B. Private sector members are members who provide products or services related to public safety emergency systems and communications industries which members include those who have retired from such positions. Private sector members shall have the right to vote and hold the elected offices of region director and private sector director and may serve on committees if appointed.
C. Emergency Dispatcher Members are members who are certified, engaged in, employed as, or retired from non-management and non-supervisory positions, including call-takers, who wish to further their career in the emergency communications industry and support the goals and objectives of NENA.
D. Associate members are members who are not eligible for public sector or private sector membership but who wish to support the goals and objectives of NENA. Associate members may not vote, nominate candidates for the association executive board, or hold any office on the association executive board. Associate members will not receive the annual membership directory. Associate members may participate in chapter activities and vote on the chapter level in matters pertaining to chapter business in accordance with the chapter bylaws.

E. All NENA members shall also have automatic membership in a chapter as appropriate and available.

F. All questions of membership eligibility, including eligibility for nomination and election, shall be determined by the executive board.

Section 3. Dues
A. Membership dues are payable as of January 1 each year. Members who are delinquent over 90 days from January 1 may be dropped from the association and chapter membership rolls in accordance with executive board policy.

B. The annual dues for all membership categories shall be set by the executive board.

C. Dues may not be raised more than 10% in any one year except by a two-thirds vote of the entire executive board.

Section 4. Hall of Fame
The executive board shall establish a special designation in accordance with policies adopted by the executive board. Such designation shall be known as the NENA Hall of Fame, created to honor those who have performed outstanding service to the association over a period of years. Those so honored shall no longer be required to pay association dues.

Section 5. Chapters
A. Chapter charters shall be granted by the executive board for geographical areas in accordance with established policies. Each chapter shall be financially responsible for its own operations.

B. Chapters must have bylaws, which shall not conflict with the association's bylaws. Copies of chapter bylaws shall be submitted to the region director whenever changed.

C. The executive board may cancel a chapter charter by a two-thirds vote of the entire executive board.

D. Chapter financial records shall be reviewed periodically to ensure that the chapter is operating within the boundaries of NENA's tax exempt status. Should a chapter be found to be engaging in non tax-exempt activities, the members of the chapter shall be notified and the chapter shall be instructed to take corrective action.

Section 6. Grievance Procedures
The executive board shall develop and publish grievance procedures to handle conflicts of procedures and chapter operation.

ARTICLE IV. OFFICERS
Section 1. Designation and term of office
A. The Officers of this association are president, first vice president/ treasurer, second vice president/secretary, and immediate past president.

B. The term of office for officers shall be for one year or until a successor is elected and
assumes office. Terms of office shall commence on the last day of the annual conference.

C. The first vice president/treasurer shall automatically succeed to the office of president at the end of the term.

D. The second vice president shall automatically succeed to the office of first vice president at the end of the term except if filling a vacancy.

Section 2. Eligibility

Officers may derive no more than 15% of their income from commercial activity connected in any way to the 9-1-1 industry, and shall sign an annual statement attesting that they are in compliance with this requirement.

Section 3. Nomination and election

A. A nominating committee of three members shall be elected by the executive board. The nominating committee shall elect its own chairman and shall propose one or more candidates for second vice president/secretary and directors as necessary, from among those who have been nominated in accordance with procedures established by the Executive Board.

B. The Executive Board shall establish voting procedures for the election of candidates, which shall include a procedure for electronic balloting or for balloting by mail. If electronic balloting is authorized, a procedure to cast a paper ballot by mail as a special accommodation shall also be provided.

C. The Executive Board shall establish a procedure for reporting the total number of votes cast for each candidate for office and determining the results of the election.

Section 4. Duties of Officers

A. President – The president shall:
   1. Serve as chair of the executive board and preside at all meetings of this association and the executive board;
   2. Report on the state of the association to the membership during the annual conference;
   3. Appoint committees as allowed by these bylaws and executive board policies;
   4. Perform the duties incident to the office and such other duties as may be prescribed by the governing documents or by the executive board.

B. First Vice President/Treasurer – The first vice president/treasurer shall:
   1. Perform all the duties of the president in his/her absence or inability to act. When so acting, the first vice president/treasurer shall have the powers of and be subject to all restrictions upon the President;
   2. Have general oversight authority of the books, funds and securities of the association and
      3. Perform the duties incident to the office and such other duties as may be prescribed by the governing documents or by the executive board.

C. Second Vice President/Secretary – The second vice president/secretary shall:
   1. Ensure the production and distribution of accurate minutes of all meetings of the members, executive board, and executive committee;
   2. Ensure that all notices are duly given in accordance with these bylaws or as required by law;
   3. Ensure that there is the proper publication and distribution of official correspondence, publication and distribution documents on behalf of the association;
   4. Perform the duties incident to the office and such other duties as may be prescribed by
the governing documents or by the executive board.

Section 5. Vacancies
A. A vacancy in the office of president shall be filled by the first vice president/treasurer for the remainder of that term, followed by one full term as president.
B. A vacancy in the office of first vice president/treasurer shall be filled by the second vice president/secretary for the remainder of that term, followed by one full term as first vice president/treasurer.
C. A vacancy in the office of second vice president/secretary shall be filled by the executive board for the remainder of the term, after which the officer shall not automatically succeed to the next higher office, but if otherwise eligible, may be elected to the office.

ARTICLE V – MEMBERSHIP MEETINGS
Section 1. Annual membership meeting.
A. The annual membership meeting of this association shall be held at the annual conference at a time and place to be determined by the executive board for the purpose of receiving reports on the activities and financial condition of the association and such other business as may be brought before it. The incoming president shall announce the site and date for the next annual conference at the annual conference.
B. The quorum for the annual meeting shall be the voting members present. Each voting member shall be entitled to one vote on business brought before the assembly at the annual conference. Proxy voting shall not be allowed.
C. Notice of the annual meeting stating the date, time and location shall be sent to all members at least forty-five days in advance of the meeting.
D. Procedures for conducting the annual meeting shall be adopted by the executive board.

Section 2. Special meetings.
A. Special membership meetings may be called by the executive board or upon the written request of a majority of the chapters. Notice of a special meeting must include the items that will be brought up at the meeting, and only such items may be taken up at the special meeting. Notice of a special meeting, stating the date, time and location, shall be given to all members at least twenty-one days prior to a special meeting.

ARTICLE VI – EXECUTIVE BOARD
Section 1. Composition.
A. The executive board shall be comprised of the officers of the association, five region directors, and one private sector director. All members of the executive board shall be certified by NENA as an Emergency Number Professional (ENP) prior to nomination for the office, and must maintain ENP certification throughout their tenure on the executive board.
B. Region directors shall represent geographical areas as follows:
   2. North Central Region II: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin;
   3. Northeastern Region III: Connecticut, Delaware, Maine, Maryland, Massachusetts, New
4. Southeastern Region IV: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, U.S. territories in the Atlantic region, the Caribbean Island nations, Mexico, the nations in Central America, and the nations on the continent of South America; and
5. Canadian Region V: Canadian Provinces (Manitoba, Ontario, Saskatchewan, New Brunswick, Prince Edward Island, Nova Scotia, Newfoundland, Quebec, Alberta, British Columbia, Yukon, Northwest Territories, Nunavut)

C. The region directors shall be elected by the members within that geographic region, and must reside within the region that they are responsible to serve.
D. The private sector director shall be a private sector member elected by the voting members of the association. The private sector director must remain in that category of membership throughout the term of office.
E. The term of office of the region and private sector directors shall be two years or until a successor is elected and assumes office. The Western and Southeastern region directors shall be elected in even numbered years. The North Central, Northeastern, Canadian region directors, and the Private Sector director shall be elected in odd numbered years.
F. Balloting for directors shall be held concurrently and under the same conditions as balloting for officers.
G. Directors shall perform such duties and exercise such authority as assigned by the president or the executive board.
H. A vacancy in any of the director positions shall be filled by the executive board for the remainder of the term.

Section 2. Authority and Duties
A. The business and affairs of the association shall be managed under the direction of the executive board, which shall exercise all of the powers of the association except those powers otherwise reserved exclusively to the members.
B. The executive board shall:
1. Establish and maintain adequate management of the association’s activities;
2. Engage an executive director to manage the administrative affairs of the association;
3. Approve the proposed budget of the association, such budget to show anticipated revenues by source, anticipated expenses and the desired objective, and anticipated expenses of any projects that are not a part of the regular activities of the association;
4. Grant and rescind chapter charters;
5. Set the dates and locations of annual and special membership meetings upon recommendation of the executive director;
6. Fill vacancies in accordance with these bylaws;
7. Appoint additional committees as deemed necessary;
8. Establish policies for the orderly conduct of business;
9. Engage legal and other counsel as deemed appropriate by the executive board; and
10. Issue an annual financial report to the membership and report on association activities as deemed necessary by the executive board.

Section 3. Executive Board Meetings.
A. The executive board shall meet at least two times per year in accordance with executive board policy. A quorum shall be a majority of the executive board then in office.
B. Special meetings of the executive board may be called by the president or any four
members of the executive board.

C. The executive board may meet by telephone conference call or other electronic means provided that all members may hear and speak to one another at the same time.

D. Notice shall be sent to all executive board members at least 14 days in advance of a regular meeting, and at least twenty-four hours in advance of a special meeting. Notice may be sent by electronic mail and other methods as allowed by the executive board.

E. The executive director shall be expected to attend all executive board meetings, and may make motions and speak in debate, but not vote. The executive director may be excused from part of an executive board meeting by majority vote of the executive board.

ARTICLE VII - ADMINISTRATION

Section 1. Association Office

A. The association shall maintain an office for the conduct of the business of the association, which shall be under the direct supervision and authority of an executive director.

B. The executive director shall be employed through a contract negotiated through legal counsel by the president with the approval of the executive board.

C. The executive board shall provide such policies, procedures and oversight as are necessary to ensure that an annual performance review of the executive director occurs and yields results that are satisfactory to the executive board.

D. The executive board may designate other administrative staff to report to the Executive Director and delegate to such staff such authority as deemed necessary for the administration of the association.

Section 2. Association property

A. All right, title, and interest, both legal and equitable, in and to property of this association shall remain in the association. Any property of the association in the possession or trust of a member or employee shall be returned immediately to the association upon the termination of relationship with this association.

B. The NENA logo is a registered trademark and its use, except as specifically provided for in this Article, shall be strictly controlled by the executive board, except that chapters are specifically authorized to use the logo for stationery purposes in the pursuit of their normal business activities.

C. There shall be an official publication of this association, distributed to all paid members of the organization as well as offered by annual subscription in accordance with executive board policy.

Section 3. Insurance and Indemnification

A. Officers, directors, employees and others as designated by the executive board shall be insured in accordance with executive board policies.

B. Officers and directors shall be indemnified to the full extent permitted under the laws of the State of Wisconsin.

Section 4. Dissolution

A. This association may be dissolved, merged, or consolidated into a new association only if all of the following conditions are met:

1. The executive board shall, by at least a two-thirds vote, recommend such action to the membership.

2. The members shall approve the action by at least a two-thirds vote at a regular meeting or a special meeting called for the purpose.
B. Should NENA, Inc. be dissolved, all assets shall be distributed to an organization of similar purpose as selected by a two-thirds vote of the members at the meeting at which the dissolution is approved.

ARTICLE VIII — COMMITTEES

Section 1. There shall be the following standing committees: Bylaws, Elections, Finance/Investment and Nominating.

A. Bylaws Committee – There shall be a bylaws committee composed of at least three members. The president shall appoint the chair subject to the approval of the executive board, and members of the committee shall be appointed by the committee chair, subject to approval by the president. The bylaws committee shall periodically review the bylaws to ensure clarity, consistency and compliance with current policy and practice, making recommendations for amendment as necessary. The bylaws committee shall receive proposed changes to the bylaws from others authorized to propose amendments, present them to the membership for vote at an annual or special meeting, and make recommendations as deemed necessary.

B. Elections Committee – There shall be an elections committee comprised of at least three members. The president shall appoint the chair subject to approval by the executive board. Members of the committee shall be appointed by the committee chair subject to approval by the president. The election committee shall oversee the election process, count ballots, and report to the membership on the results of the election.

C. Finance/Investment Committee – There shall be a finance/investment committee to oversee all financial matters, including but not limited to, the financial planning of the association. The finance/investment committee shall be chaired by the first vice president/treasurer, and shall also include the president, the second vice president/secretary and one region director appointed by the executive board. The executive director shall serve as an ex-officio member.

D. Nominating Committee – There shall be a Nominating Committee of three members elected by the Executive Board. The Nominating Committee shall elect its own Chairman and shall propose one or more candidates for Second Vice President/Secretary and Directors as necessary, from among those who have been nominated in accordance with procedures established by the Executive Board.

Section 2. Special Committees.

Special committees may be formed and appointed by the president with the approval of the executive board and shall perform duties as directed by the executive board.

ARTICLE IX — PARLIAMENTARY AUTHORITY

The rules contained in the tenth edition of Robert's Rules of Order Newly Revised shall govern this association in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order which the association may adopt.

ARTICLE X — AMENDMENT

Section 1. Requirements for Amendment. These bylaws may only be amended if all of the following conditions are met:

A. Amendments may be proposed by the executive board, a standing committee, or upon petition of any five chapter presidents.
B. The exact text of the change being proposed must be submitted to the chair of the bylaws committee at least 90 days prior to the meeting at which the amendment is considered.

C. The bylaws committee shall:
   1. Review all submitted amendments and edit for composition;
   2. Consolidate similar amendments for joint proposal subject to acceptance by the proposers; and
   3. Submit proposed amendments to the members at least thirty days prior to the meeting at which the vote will be taken, together with the committee’s recommendation for action.

D. The amendment must receive the affirmative vote of two-thirds of the members present and voting.

Section 2. Effective Date.

A. All amendments to these bylaws shall become effective immediately upon adoption, unless a proviso is adopted that changes the effective date.

B. Adopted amendments shall be published in the next official association publication after adoption.