

Bylaws of the National Emergency Number Association, Inc.

1 **Article I — Name**

2 The name of this 501(c)(3) non-stock corporation chartered in the State of Wisconsin is the
3 National Emergency Number Association, Inc., also referred to as “Association” or “NENA.”

4 **Article II — Objects**

5 The objects of this Association shall be to:

- 6 A. Lead in the development, availability, implementation, and enhancement of a universal
7 emergency telephone number common to all jurisdictions through research, planning,
8 training, and education;
- 9 B. Represent its members before communications regulatory agencies and appropriate pol-
10 icy making and legislative bodies;
- 11 C. Enable all citizens to have immediate access to emergency public safety services so that
12 safety of human life, protection of property, and civic welfare are benefited to the utmost
13 degree; and
- 14 D. Aid and assist in the timely collection and dissemination of information relating to a uni-
15 versal emergency telephone number.

16 **Article III — Members**

17 *Section 1. Application*

- 18 A. All membership applications shall be submitted to the Association’s office on standard
19 forms published on the Association’s website.
- 20 B. The Association shall not be discriminatory in any of its practices.

21 *Section 2. Membership Categories*

- 22 A. **Public Sector** members are individuals who are employed by, or appointed or elected
23 to, a government or quasi-government agency and who are, or have been, responsible
24 for some aspect of design, promotion, construction, installation, maintenance, com-
25 mand, and/or operation of public safety emergency communications systems, along with
26 individuals who have retired from such positions.
- 27 B. **Private Sector** members are individuals who provide products or services related to
28 public safety emergency communications systems and related industries, along with in-
29 dividuals who have retired from such positions.
- 30 C. **Telecommunicator** members are individuals who are certified in, engaged in, em-
31 ployed as, or retired from non-management and non-supervisory public safety commu-
32 nications positions, including call-takers and dispatchers, who wish to further their car-
33 reer in the emergency communications industry and support the goals and objectives of
34 NENA.
- 35 D. **Associate** members are individuals who are not eligible for public sector, private sector,
36 or telecommunicator membership but who wish to support the goals and objectives of
37 NENA.
- 38 E. **Hall of Fame** members are individuals who have been specially honored for performing
39 outstanding service to the Association over a period of years.
- 40

- 41 *Section 3. Privileges, Powers, and Duties of Members*
42 A. Dues
43 i. Annually, each member shall contribute to the financial operation of the Association
44 a fixed sum of dues based on that member's category of membership.
45 ii. The amount of dues for each category of membership, the dates on which those dues
46 become due and payable, and any consequences of non-payment shall be determined
47 by a duly-adopted policy of the Association.
48 iii. The Association may offer discounts and other incentives to members joining as a
49 group, however each membership shall remain the sole property of the individual
50 member by or for whom it is purchased, and shall not be transferable.
51 B. Voting
52 i. Each Public Sector, Private Sector, and Hall of Fame member of the Association in
53 good standing shall have the right to cast one vote on all matters of business that may
54 be brought before the general membership.
55 ii. Proxy voting shall not be permitted in any election or meeting of the Association.
56 C. Legal Notices to Members
57 i. Upon applying for membership, each applicant must supply the Association with a
58 valid electronic mail address.
59 ii. If the application is approved, the member consents to receive any and all notices
60 required by law, by these Bylaws, or by the duly-adopted policies of the Association at
61 the electronic mail address supplied by the member.

62 **Article IV — Membership Meetings**

- 63 *Section 1. Annual Meetings*
64 A. A meeting of the membership shall be held at least once per year during an Annual Con-
65 ference of the Association.
66 B. At each annual membership meeting, the membership shall receive reports on the activ-
67 ities and financial condition of the Association, and may consider such other business as
68 may be brought before it in accordance with these Bylaws and the policies of the Associ-
69 ation.
70 C. Notice of the annual meeting, stating its location and the date and time of its commence-
71 ment, shall be sent to all members at least forty-five (45) days in advance of the meeting.
72 D. The Association shall adopt and publish a policy on the conduct of the annual meeting,
73 establishing the order of business and how new business may be proposed to the mem-
74 bership.
75 E. A quorum for the conduct of business at the annual meeting shall be comprised of the
76 number of voting members present.
77 *Section 2. Special Meetings*
78 A. Special membership meetings may be called upon the written request of a majority of
79 the chartered Chapters, or in accordance with a policy on the conduct of special meetings
80 adopted by the Association.
81 B. Notice of a special meeting, stating its location, the date and time of its commencement,
82 and a list of items of business to be considered during its pendency shall be sent to all
83 members at least twenty-one (21) days in advance of the meeting.
84 C. No items of business may be proposed at a special meeting that were not listed in the
85 notice.

86 **Article V — Chapters & Regions**

87 *Section 1. Chapters*

- 88 A. A Chapter is an independent organization:
- 89 i. sharing the Objects of this Association,
 - 90 ii. chartered by NENA on the basis of geographic area,
 - 91 iii. incorporated as a separate non-profit entity,
 - 92 iv. having sole financial responsibility for its own operations,
 - 93 v. whose membership consists exclusively of NENA members residing within its char-
 - 94 tered boundaries, and
 - 95 vi. whose bylaws, having been reviewed and found to be consistent with these Bylaws,
 - 96 are approved by this Association.
- 97 B. Chapters holding a valid charter granted by this Association are authorized to use the
- 98 primary logo of the Association for stationery purposes in the pursuit of their formal
- 99 business activities.

100 *Section 2. Chapter Membership*

101 Each member of the Association shall, by virtue of joining, become a member of the Chapter

102 chartered to represent the geographic area in which that member resides, and to have and

103 exercise all rights and privileges appertaining to such membership in accordance with the

104 applicable Chapter bylaws. If there is no chapter chartered to represent the geographic area

105 in which a member resides, such a member shall be deemed “at large.”

106 *Section 3. Regions*

- 107 A. A **Region** is a geographic area established for the purpose of determining representation
- 108 of the Chapters and “at large” members therein in the conduct of the Association’s busi-
- 109 ness.
- 110 B. There are five Regions, named and composed as follows:
- 111 i. The **Canadian Region** consists of: Alberta, British Columbia, Manitoba, New
 - 112 Brunswick, Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario,
 - 113 Prince Edward Island, Quebec, Saskatchewan, Yukon, other Provinces, Territories, or
 - 114 First-Nation Lands of Canada, and the island nations of the Indian Ocean.
 - 115 ii. The **North-Central Region** consists of: Illinois, Indiana, Iowa, Kansas, Michigan,
 - 116 Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin,
 - 117 the island nations of the Southern Ocean, and the nations on the continent of Africa.
 - 118 iii. The **North-Eastern Region** consists of: Connecticut, Delaware, Maine, Maryland,
 - 119 Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island,
 - 120 Vermont, Virginia, Washington D.C., West Virginia, Iceland, Greenland, island na-
 - 121 tions of the Atlantic Ocean and the Mediterranean Sea, and the nations on the conti-
 - 122 nent of Europe.
 - 123 iv. The **South-Eastern Region** consists of: Alabama, Arkansas, Florida, Georgia, Ken-
 - 124 tucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee,
 - 125 Texas, U.S. territories in the Atlantic region, the island nations of the Caribbean Sea,
 - 126 Mexico, the nations in Central America, and the nations on the continent of South
 - 127 America.
 - 128 v. The **Western Region** consists of: Alaska, Arizona, California, Colorado, Idaho, Ha-
 - 129 waii, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, U.S.
 - 130 territories in the Pacific region; Australia, New Zealand, the island nations of the Pa-
 - 131 cific Ocean, and the nations on the continent of Asia.

132 **Article VI — Officers & Directors**

133 *Section 1. Officers*

134 The **Officers** of the Association are:

- 135 i. The President,
- 136 ii. The 1st Vice-President and Treasurer,
- 137 iii. The 2nd Vice-President and Secretary,
- 138 iv. The Immediate-Past-President, and
- 139 v. The Chief Executive Officer (CEO).

140 *Section 2. Directors*

141 The **Directors** of the Association are:

- 142 i. The Canadian Region Director,
- 143 ii. The North-Central Region Director,
- 144 iii. The North-Eastern Region Director,
- 145 iv. The Private-Sector Director,
- 146 v. The South-Eastern Region Director, and
- 147 vi. The Western Region Director.

148 *Section 3. Qualifications*

149 Each Officer or Director of the Association, other than the CEO, at the time of their nomi-
150 nation and throughout all times during their candidacy and term(s) of service, must:

- 151 A. Maintain membership, in good standing, in the Association;
- 152 B. Maintain certification as an Emergency Number Professional in accordance with the pre-
153 vailing requirements for that certification;
- 154 C. Discharge, with all due diligence, the duties attendant upon the position they hold;
- 155 D. Comply with all Association policies pertaining to activities of the Association in which
156 they participate;
- 157 E. If serving as a Region Director, reside within the Region represented;
- 158 F. If serving as the Private Sector Director, maintain the status of Private Sector member;
159 and
- 160 G. If serving as an Officer:
 - 161 i. Derive no more than 15% of their instantaneous income from for-profit or commer-
162 cial activity that is connected in any way to the 9-1-1 industry;
 - 163 ii. Annually, or at the time of any change in employment, sign an affidavit of compliance
164 attesting that they meet this qualification; and
 - 165 iii. Consent to the release, at any time, of any employment, financial, or tax information
166 that may be requested by the Board of Directors in order to validate compliance with
167 this qualification.

168 *Section 4. Nomination*

- 169 A. The Association shall publish on its website a Nomination Form consistent with these
170 bylaws and any applicable policies of the Association, upon which a member may be
171 nominated for election.
- 172 B. Any voting member, in good standing, may nominate a candidate, including her or his
173 self, for any post.
- 174 C. The following categories of membership shall be eligible for nomination to the stated
175 positions:
 - 176 i. Public Sector members in good standing shall be eligible for nomination to the office
177 of 2nd Vice-President.

- 178 ii. Public Sector and Private Sector members in good standing shall be eligible for nom-
179 ination to the post of Region Director.
- 180 iii. Private Sector members in good standing shall be eligible for nomination to the post
181 of Private Sector Director.
- 182 iv. Hall of Fame members in good standing may be eligible for nomination as an Officer
183 or Director of this Association consistent with the eligibility of a member in the cat-
184 egory to which the Hall of Fame member would otherwise belong, at the time of
185 nomination, had that member not been declared a Hall of Fame member.
- 186 D. Timely nominations shall be considered by a Nominating Committee of three members
187 appointed by the President and approved by a majority of the Officers and Directors.
- 188 E. The Nominating Committee shall elect its own Chair, judge the eligibility and qualifica-
189 tions of each nominee in accordance with these Bylaws and the Association's Nominations
190 Policy, and cause to be published a ballot listing the names of eligible and qualified can-
191 didates.

192 *Section 5. Election*

- 193 A. An election for the Office of 2nd Vice-President shall be conducted each year.
- 194 B. Regular elections for one-half (1/2) of the total number of Directors shall be conducted
195 each year according to the following schedule:
- 196 i. Regular elections for the Region Directors representing the Western and South-East-
197 ern Regions, and for the Private Sector Director, shall be held in even-numbered
198 years.
- 199 ii. Regular elections for the Region Directors representing the North-Central, North-
200 Eastern, and Canadian Regions shall be held in odd-numbered years.
- 201 C. Each member in the following categories of membership shall be eligible to cast one vote
202 in each race for the stated positions:
- 203 i. Public Sector Members and Private Sector Members shall have the right to vote for
204 2nd Vice-President, for the Region Director representing the Region in which the
205 member resides, for the Private Sector Director, and in any special election.
- 206 ii. Hall of Fame members shall have the right to vote, in any regular or special election,
207 for the Officers and Directors whom they would otherwise be entitled to vote for, at
208 the time of the election, had they not been made Hall of Fame members.
- 209 D. All regular elections in a given year shall be held concurrently and in accordance with an
210 Election Policy established by the Association.
- 211 E. An Election Committee of three members, appointed by the President and approved by
212 a majority of the Officers and Directors, shall elect its own chair, oversee the conduct of
213 balloting, certify the proper returns, and report the results of each election in accordance
214 with these Bylaws and the Election Policy.

215 *Section 6. Term*

- 216 A. The term of office for each Officer, other than the Chief Executive Officer, shall begin at
217 the conclusion of an Annual Conference of the Association, and end at the conclusion of
218 the subsequent Annual Conference of the Association, or at such time as a successor
219 assumes office, whichever is earlier.
- 220 B. The term of office for each Director shall begin at the conclusion of an Annual Confer-
221 ence of the Association, and end at the conclusion of the second subsequent Annual Con-
222 ference or at such time as a successor assumes office, whichever is earlier.

223 C. The term of office for the Chief Executive Officer shall be established by the mutual
224 agreement of the Association and the CEO, expressed in writing.

225 *Section 7. Succession of elected Officers*

226 A. At the conclusion of the prescribed term, the 2nd Vice-President shall automatically suc-
227 ceed to the office of 1st Vice-President.

228 B. At the conclusion of the prescribed term, the 1st Vice-President shall automatically suc-
229 ceed to the office of President.

230 C. At the conclusion of the prescribed term, the President shall automatically succeed to
231 the office of Immediate-Past-President, unless the President is required to serve a second
232 term due to a vacancy.

233 *Section 8. Vacancies*

234 A. If an Officer or Director becomes unable to discharge the duties attendant upon their
235 position, they shall notify the Board of such inability within fourteen (14) days.

236 B. If an Officer or Director no longer meets the eligibility requirements or qualifications
237 for the position to which they were elected or appointed, they shall promptly resign.

238 C. Should an Officer or Director fail to discharge the duties of their position as described in
239 these Bylaws and in the duly adopted policies of the Association or the Board, they may
240 be removed by a vote of two-thirds (2/3) of the whole number of voting Officers and
241 Directors that would remain if the Officer or Director under consideration were re-
242 moved.

243 D. Upon the death, inability, resignation, or removal of an officer, other than the CEO, or a
244 director, the Board shall promptly meet and declare vacant that post.

245 E. When a vacancy occurs among the Directors due to death, disability resignation, or re-
246 moval, the Board shall appoint an otherwise eligible and qualified member to serve the
247 remainder of that Director's term, provided, however, that the Board may leave vacant a
248 Director's seat when no more than 6 months remains in the current term for the vacant
249 seat.

250 F. When a vacancy occurs among the Officers, the following procedures shall apply:

251 i. Immediate Past President

252 When a vacancy occurs in the office of the Immediate-Past-President, the Board may
253 appoint another eligible and qualified member to serve out the remainder of the
254 term, giving special consideration to other past presidents.

255 ii. President

256 When a vacancy occurs in the office of President, the 1st Vice-President shall imme-
257 diately succeed to the office of President, and shall serve the remainder of the vacating
258 officer's term, plus one full term as President.

259 iii. 1st Vice-President and Treasurer

260 (1). When a vacancy occurs in the office of 1st Vice-President due to death, inability,
261 resignation, or removal, the 2nd Vice-President shall immediately succeed to the
262 office of 1st Vice-President, and shall serve the remainder of the vacating officer's
263 term, plus at least one but no more than two full term(s) as President.

264 (2). With the approval of the Board of Directors, the 1st Vice-President and the Presi-
265 dent may agree to delay the time of their successions to ensure the adequate prep-
266 aration of the 1st Vice-President for the office of President. At the agreed time of
267 succession, each such Officer shall again be sworn to their new office.

- 268 (3). When the 1st Vice-President succeeds to the office of President due to a vacancy
269 in that office, the Board shall promptly meet and may appoint another eligible and
270 qualified member of the Association to serve as a Special 1st Vice-President during
271 the remainder of the current term, giving special consideration to past officers and
272 directors of the Association. A Special 1st Vice-President appointed pursuant to
273 this clause shall exercise the powers and duties of the 1st Vice-President, and shall
274 advise the succeeding President with respect to matters that may not yet have ac-
275 crued to his or her experience. A Special 1st Vice-President shall not succeed to
276 the office of President.
- 277 iv. 2nd Vice-President and Secretary
- 278 (1). When a vacancy occurs in the Office of the 2nd Vice-President, the Board may
279 appoint another eligible and qualified member of the Association to serve as a Spe-
280 cial 2nd Vice-President.
- 281 (2). The Special 2nd Vice-President shall exercise the powers and duties of the 2nd Vice-
282 President, but shall not automatically succeed to the office of 1st Vice-President.
283 However, at the next subsequent election, the Special 2nd Vice-President may be
284 nominated and elected to the office of 1st Vice-President in a special election.
- 285 v. Chief Executive Officer
- 286 (1). When a vacancy occurs in the office of Chief Executive Officer, the Board shall
287 promptly appoint an Acting CEO to carry-on the day-to-day operations of the
288 Association until a contract of employment is concluded with a new CEO.

289 *Section 9. Powers and Duties*

- 290 A. The President shall:
- 291 i. Serve as Chair of the Board of Directors, and preside at all meetings of the member-
292 ship or the Board;
- 293 ii. Report on the state of the Association during the Annual Conference;
- 294 iii. Negotiate, through legal counsel, a contract of employment with a Chief Executive
295 Officer (or “CEO”) when a vacancy occurs in that office, or when a CEO’s contract
296 has expired, or when the CEO and the Board mutually agree to pursue an amendment
297 or novation; and
- 298 iv. Appoint chairs of committees and other volunteer leaders as required or allowed by
299 these Bylaws or the policies of the Association.
- 300 B. The 1st Vice-President and Treasurer shall:
- 301 i. Exercise all of the powers and discharge all of the duties of the President when the
302 President is absent or otherwise unable to act; and
- 303 ii. Provide, in consultation with the CEO, general oversight of the financial records,
304 funds, and securities of the Association.
- 305 C. The 2nd Vice-President and Secretary shall:
- 306 i. Ensure the production and distribution of accurate minutes of all meetings of the
307 members and of the Board of Directors;
- 308 ii. Ensure that all notices are duly given in accordance with these Bylaws or as required
309 by law or by the policies of the Association;
- 310 iii. Ensure the proper publication and distribution of official correspondence and other
311 documents on behalf of the Association.
- 312 D. The Immediate-Past-President shall:

- 313 i. Advise the President and the Vice-Presidents on the precedents, traditions, and his-
314 tory of the Association;
- 315 ii. Act as Parliamentarian of the Association, providing guidance on the smooth and ex-
316 peditious conduct of meetings of the membership or Board of Directors;
- 317 iii. Assist the other officers in the discharge of their duties when necessary or convenient.
- 318 E. The Chief Executive Officer shall:
- 319 i. Establish and implement strategies to achieve the vision of the Association as de-
320 termined by the Board;
- 321 ii. Develop and instill a culture focused on the mission of the Association;
- 322 iii. Report regularly to the Board on the financial, operating, risk, and other conditions
323 of the Association.
- 324 F. Each Region Director shall:
- 325 i. Represent the interests of all of the members residing in the region from which they
326 were elected;
- 327 ii. Liaise with the leadership of each of their constituent Chapters; and
- 328 iii. From time to time, provide reports to the Board of Directors on the activities of their
329 constituent members and Chapters.
- 330 G. The Private Sector Director shall:
- 331 i. Represent the interests of all members, in every Region, of the Association;
- 332 ii. Advise the Board with respect to matters of concern to commercial constituents of
333 the 9-1-1 industry; and
- 334 iii. From time to time, provide reports to the Board of Directors on the relevant activities
335 of companies and trade groups in the 9-1-1 industry.
- 336 H. In addition to their specific duties listed above, each Officer or Director shall perform
337 such other duties as may be prescribed by these Bylaws, the duly-adopted policies of the
338 Association, or by the Board of Directors.

339 **Article VII — Board of Directors**

340 *Section 1. General*

341 Except as otherwise expressly reserved herein to the membership, all rights, privileges,
342 powers, and duties of the Association are vested in a Board of Directors that shall act in the
343 place and for the best interests of the membership.

344 *Section 2. Composition*

345 The Officers of the Association, the Region Directors, and the Private Sector Director shall
346 be members of the Board of Directors.

347 *Section 3. Specific Duties*

348 The Board of Directors shall:

- 349 A. Establish, when necessary or prudent, new categories of membership, provided that a
350 new category shall neither alter or diminish the rights of an existing category, nor confer
351 a novel right to vote on any new or existing category with respect to any election or
352 matter-of-business that may be brought before the general membership until the pro-
353 posed name, rights, and/or privileges of such new category shall have been made a part
354 of these Bylaws;
- 355 B. Judge the eligibility of applicants for membership and finally resolve questions of eligi-
356 bility for a Membership Category;
- 357 C. Establish criteria for designation as a “Hall of Fame Member,” and award such designation
358 based on a written policy;
- 359 D. Set and adjust the rate, term, and payment procedures of dues for each membership
360 category, provided, however, that no increase in the rate of dues for a given category shall
361 exceed 10% of the prior rate, unless four-fifths ($\frac{4}{5}$) of the whole number of Officers
362 and Directors agree;
- 363 E. Grant and, by a vote of four-fifths ($\frac{4}{5}$) of the whole number of Officers and Directors,
364 rescind chapter charters; review and approve Chapter bylaws; and, when necessary to
365 ensure compliance with the requirements for financial independence and non-profit sta-
366 tus, review the financial records of a Chapter;
- 367 F. Establish a grievance procedure to resolve conflicts between Members and/or Chapters;
- 368 G. Approve the locations, dates, and times of the Annual Conference and special member-
369 ship meetings;
- 370 H. When necessary, call a special meeting of the membership;
- 371 I. Establish procedures for the nomination and election of Officers and Directors;
- 372 J. Fill vacancies among its membership in accordance with these Bylaws;
- 373 K. Establish and maintain adequate general management of the Associations activities;
- 374 L. Engage the services of a Chief Executive Officer to manage the administrative affairs of
375 the Association and approve a contract therewith;
- 376 M. Engage the services of appropriate legal and other counsel to advise the Board of Direc-
377 tors;
- 378 N. Review and approve the proposed budget of the Association on an annual basis;
- 379 O. Ensure the conduct of an audit, review its results, and issue an audited financial statement
380 to the membership on an annual basis;
- 381 P. Periodically review the interim financial reports of the Association to ensure adequate
382 management of financial performance;

- 383 Q. Establish a policy for the identification and management of conflicts of interest, and fi-
384 nally determine whether an Officer or Director must be recused from consideration of
385 a matter due to a conflict;
- 386 R. Establish such additional policies and procedures as may be necessary for the orderly
387 conduct of the Association's business;
- 388 S. Cause to be published to the Association's website all policies and the annual audited
389 financial statements of the Association; and
- 390 T. Appoint such committees as may be necessary or beneficial to the conduct of business.

391 *Section 4. Meetings*

- 392 A. The Board of Directors shall meet at least once per calendar quarter.
- 393 B. The Board of Directors may meet by telephone conference call or other electronic
394 means, provided that all members may hear and speak to one another at the same time.
- 395 C. Special meetings of the Board of Directors may be called by the President, the Chief
396 Executive Officer, or by any four members of the Board of Directors.
- 397 D. Notice shall be sent to all Board of Directors members at least fourteen (14) days in
398 advance of a regular Board of Directors meeting, and at least twenty-four (24) hours in
399 advance of a special meeting.
- 400 E. Notice of regular or special meetings may be sent by electronic mail or other methods
401 approved by the Board of Directors, and may be waived by a vote of a majority of the
402 whole number of Officers and Directors, provided, however, that any action taken at a
403 meeting subject to a notice waiver must be re-considered by the Board of Directors at
404 the next subsequent meeting for which notice is not waived upon the request of any
405 member of the Board of Directors.
- 406 F. A majority of the number of Officers and Directors in office at the time of a meeting
407 shall constitute a quorum for the conduct of business
- 408 G. In general, the Board may act by consensus. If consensus cannot be achieved, the Board
409 shall act by plurality vote, unless these Bylaws require a simple or larger majority for a
410 particular action.
- 411 H. Each Officer or Director, other than the Chief Executive Officer, may participate in
412 meetings, make motions, offer new business, speak in debate, and cast one vote.
- 413 I. The Chief Executive Officer shall participate in meetings, may make motions, offer new
414 business, and speak in debate, but shall neither vote nor be counted as an Officer or
415 Director for purposes of calculating a quorum or required majority.
- 416 J. The 2nd Vice-President and Secretary shall keep, or cause to be kept by a designee,
417 minutes of the Board's discussions and actions. The minutes of each meeting shall
418 promptly be posted to the Association's website, once approved, as corrected, at a sub-
419 sequent meeting.
- 420 K. The Chief Executive Officer may be excused from part of a meeting by a majority vote
421 of the whole number of Officers and Directors.
- 422 L. When necessary or prudent to protect the interests of the Association, the Board may
423 hold confidential discussions among its members and invited guests in an executive ses-
424 sion. No action shall be taken, however, until the Board has returned to open session. The
425 minutes of the meeting during which an executive session is held shall note the occur-
426 rence, and a general statement of the subjects discussed.

427 *Section 5. Standing Committees*

428 A. Bylaws

- 429 i. The Bylaws Committee shall be chaired by a Member, appointed by the President,
430 and shall include at least two other members, subject to the approval of the Board of
431 Directors.
- 432 ii. The Committee shall periodically review these bylaws to ensure clarity, consistency,
433 and alignment with current policy and practice, and shall propose such amendments
434 as it deems necessary or convenient to the good administration of the Association.
- 435 iii. The Committee shall receive amendments to these Bylaws from others authorized to
436 propose amendments and present them to the membership, along with the Commit-
437 tee's recommendation for action, at the meeting at which they are to be considered.

438 B. Compensation and Succession

- 439 i. The Compensation and Succession Committee shall be chaired by the President, and
440 shall consist of the elected Officers and such other members as the President may
441 appoint, with the approval of the Board of Directors.
- 442 ii. The Committee shall annually review the performance of the Chief Executive Officer
443 and set such officer's rate of compensation, in accordance with such officer's contract
444 of employment.
- 445 iii. The Committee shall develop and maintain a succession plan to ensure a smooth tran-
446 sition whenever it becomes necessary to employ a new Chief Executive Officer.

447 C. Finance, Investment, and Audit

- 448 i. The First Vice-President shall chair the Finance, Investment, and Audit Committee,
449 which shall include the elected Officers, and such other members as the President
450 may appoint, with the approval of the Board of Directors.
- 451 ii. The CEO shall serve as a non-voting member of the Committee, but may make mo-
452 tions and speak in debate.
- 453 iii. Before the beginning of each fiscal year, the Committee shall review and approve the
454 Association's proposed budget, and report the same with any modifications it deems
455 necessary or prudent to the Board of Directors for adoption.
- 456 iv. After the conclusion of each fiscal year, the Committee shall review the Association's
457 annual audit, and report the same to the Board of Directors for acceptance and pub-
458 lication to the membership.

459 *Section 6. Special Committees*

460 Special committees may be formed and appointed by the President with the approval of the
461 Board of Directors, and shall perform such duties as the Board of Directors may direct.

462 **Article VIII — Administration**

463 *Section 1. Office & Staff*

- 464 A. The Association shall maintain an office for the conduct of its business, which shall be
465 under the direct supervision and authority of the Chief Executive Officer.
- 466 B. The Chief Executive Officer shall employ such staff as they shall deem necessary for the
467 administration of the Association.
- 468 C. The Chief Executive Officer shall ensure the prudent and efficient conduct of the Asso-
469 ciation’s business in accordance with the Bylaws, policies, and procedures of the Associ-
470 ation.

471 *Section 2. Property*

- 472 A. All right, title, and interest, both legal and equitable, in and to the property of this Asso-
473 ciation shall remain in the Association.
- 474 B. Any property of the Association that is in the possession or trust of a member or em-
475 ployee shall be returned immediately to the Association upon the termination of such
476 person’s relationship with the Association.
- 477 C. All intellectual property of the Association shall be strictly controlled by the Chief Exec-
478 utive Officer.

479 *Section 3. Website*

- 480 A. The Association shall maintain a website for the convenience of its Members, upon which
481 shall be posted these Bylaws, required notices, the duly-adopted policies of the Associa-
482 tion, and any other documents which the Board of Directors shall, from time to time,
483 specify.

484 **Article IX — Dissolution & Merger**

485 *Section 1. Procedure*

- 486 A. This Association may be dissolved, merged, or consolidated into a new association only
487 if all of the following conditions are met:
- 488 i. The Board of Directors recommends such an action to the membership by a vote of
489 four-fifths ($\frac{4}{5}$) of the whole number of Officers and Directors.
- 490 ii. The membership approves the recommendation by a vote of two-thirds ($\frac{2}{3}$) at an
491 annual meeting.

492 *Section 2. Distribution of Assets*

- 493 A. Should the National Emergency Number Association, Inc. be dissolved, all assets shall be
494 distributed to an organization of similar purpose as recommended by the Board of Di-
495 rectors and approved by a two-thirds ($\frac{2}{3}$) vote of the membership at the meeting at which
496 a dissolution is approved.

497 **Article X — Parliamentary Authority**

498 The rules contained in “The Modern Rules of Order, 4th Edition,” shall govern this Associ-
499 ation in all cases in which they are consistent with these Bylaws and any special rules of order
500 which the Association may adopt.

501 **Article XI — Amendment**

502 *Section 1. Proposal*

503 These Bylaws may be amended only if each of the following conditions is met:

- 504 A. An amendment is proposed by the Board of Directors, a Standing Committee, or upon
505 receipt of a petition signed by at least five (5) Chapter presidents.
- 506 B. The exact text of the change being proposed is submitted to the Chair of the Bylaws
507 Committee at least ninety (90) days in advance of the Annual Conference or special
508 meeting of the membership at which the proponent(s) seeks consideration of the amend-
509 ment;

510 *Section 2. Review*

- 511 A. When one or more authorized proponents submits a timely amendment, the Bylaws
512 Committee shall:
- 513 i. Review the submission(s) and edit for composition and conformance with the struc-
514 ture and defined terms of these Bylaws;
 - 515 ii. Consolidate similar amendments for joint presentation to the membership, subject to
516 the approval of the proponent(s) of each amendment consolidated;
 - 517 iii. Submit final proposals for amendments to the membership at least thirty (30) days
518 prior to the annual or special meeting of the membership at which the proponents
519 seek their consideration; and
 - 520 iv. Provide a written recommendation for action by the membership based on the Com-
521 mittee's review of the proposed change(s).

522 *Section 3. Adoption*

523 A duly proposed and reviewed amendment shall be incorporated into these Bylaws only if it
524 receives the affirmative vote of two-thirds ($\frac{2}{3}$) of the members present and voting at an
525 Annual Conference or special meeting of the membership.

526 *Section 4. Effective Date*

- 527 A. All amendments to these bylaws shall become effective immediately upon adoption by
528 the membership, unless a proviso is simultaneously adopted to change the effective date.
529 Such provisos shall automatically be removed from these Bylaws upon their execution.
- 530 B. Adopted amendments shall be incorporated into the official publication of these bylaws
531 on the Association's website within thirty (30) days.