

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 eer 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 D. Special Privileges of Hall of Fame Members
63 i. Hall of Fame members shall be exempt from the payment of annual membership dues,
64 and shall receive two (2) complimentary registrations for the Annual Conference.

65 **Article IV — Membership Meetings**

66 *Section 1. Annual Meetings*

- 67 A. A meeting of the membership shall be held at least once per year during an Annual Con-
68 ference of the Association.
69 B. At each annual membership meeting, the membership shall receive reports on the activ-
70 ities and financial condition of the Association, and may consider such other business as
71 may be brought before it in accordance with these Bylaws and the policies of the Associ-
72 ation.
73 C. Notice of the annual meeting, stating its location and the date and time of its commence-
74 ment, shall be sent to all members at least forty-five (45) days in advance of the meeting.
75 D. The Association shall adopt and publish a policy on the conduct of the annual meeting,
76 establishing the order of business and how new business may be proposed to the mem-
77 bership.
78 E. A quorum for the conduct of business at the annual meeting shall be comprised of the
79 number of voting members present.

80 *Section 2. Special Meetings*

- 81 A. Special membership meetings may be called upon the written request of a majority of
82 the chartered Chapters, or in accordance with a policy on the conduct of special meetings
83 adopted by the Association.

- 84 B. Notice of a special meeting, stating its location, the date and time of its commencement,
85 and a list of items of business to be considered during its pendency shall be sent to all
86 members at least twenty-one (21) days in advance of the meeting.
87 C. No items of business may be proposed at a special meeting that were not listed in the
88 notice.

89 **Article V — Chapters & Regions**

90 *Section 1. Chapters*

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

103 *Section 2. Chapter Membership*

104 Each member of the Association shall, by virtue of joining, become a member of the Chapter
105 chartered to represent the geographic area in which that member resides, and to have and
106 exercise all rights and privileges appertaining to such membership in accordance with the
107 applicable Chapter bylaws. If there is no chapter chartered to represent the geographic area
108 in which a member resides, such a member shall be deemed “at large.”

109 *Section 3. Regions*

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

129 Mexico, the nations in Central America, and the nations on the continent of South
130 America.

131 v. The **Western Region** consists of: Alaska, Arizona, California, Colorado, Idaho, Ha-
132 waii, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, U.S.
133 territories in the Pacific region; Australia, New Zealand, the island nations of the Pa-
134 cific Ocean, and the nations on the continent of Asia.

135 **Article VI — Officers & Directors**

136 *Section 1. Officers*

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

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

143 *Section 2. Directors*

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

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

151 *Section 3. Qualifications*

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

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

171 *Section 4. Nomination*

- 172 A. The Association shall publish on its website a Nomination Form consistent with these
173 bylaws and any applicable policies of the Association, upon which a member may be
174 nominated for election.
- 175 B. Any voting member, in good standing, may nominate a candidate, including her or his
176 self, for any post.
- 177 C. The following categories of membership shall be eligible for nomination to the stated
178 positions:
- 179 i. Public Sector members in good standing shall be eligible for nomination to the office
180 of 2nd Vice-President.
- 181 ii. Public Sector and Private Sector members in good standing shall be eligible for nom-
182 ination to the post of Region Director.
- 183 iii. Private Sector members in good standing shall be eligible for nomination to the post
184 of Private Sector Director.
- 185 iv. Hall of Fame members in good standing may be eligible for nomination as an Officer
186 or Director of this Association consistent with the eligibility of a member in the cat-
187 egory to which the Hall of Fame member would otherwise belong, at the time of
188 nomination, had that member not been declared a Hall of Fame member.
- 189 D. Timely nominations shall be considered by a Nominating Committee of three members
190 appointed by the President and approved by a majority of the Officers and Directors.
- 191 E. The Nominating Committee shall elect its own Chair, judge the eligibility and qualifica-
192 tions of each nominee in accordance with these Bylaws and the Association's Nominations
193 Policy, and cause to be published a ballot listing the names of eligible and qualified can-
194 didates.

195 *Section 5. Election*

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

216 balloting, certify the proper returns, and report the results of each election in accordance
217 with these Bylaws and the Election Policy.

218 *Section 6. Term*

- 219 A. The term of office for each Officer, other than the Chief Executive Officer, shall begin at
220 the conclusion of an Annual Conference of the Association, and end at the conclusion of
221 the subsequent Annual Conference of the Association, or at such time as a successor
222 assumes office, whichever is earlier.
- 223 B. The term of office for each Director shall begin at the conclusion of an Annual Confer-
224 ence of the Association, and end at the conclusion of the second subsequent Annual Con-
225 ference or at such time as a successor assumes office, whichever is earlier.
- 226 C. The term of office for the Chief Executive Officer shall be established by the mutual
227 agreement of the Association and the CEO, expressed in writing.

228 *Section 7. Succession of elected Officers*

- 229 A. At the conclusion of the prescribed term, the 2nd Vice-President shall automatically suc-
230 ceed to the office of 1st Vice-President.
- 231 B. At the conclusion of the prescribed term, the 1st Vice-President shall automatically suc-
232 ceed to the office of President.
- 233 C. At the conclusion of the prescribed term, the President shall automatically succeed to
234 the office of Immediate-Past-President, unless the President is required to serve a second
235 term due to a vacancy.

236 *Section 8. Vacancies*

- 237 A. If an Officer or Director becomes unable to discharge the duties attendant upon their
238 position, they shall notify the Board of such inability within fourteen (14) days.
- 239 B. If an Officer or Director no longer meets the eligibility requirements or qualifications
240 for the position to which they were elected or appointed, they shall promptly resign.
- 241 C. Should an Officer or Director fail to discharge the duties of their position as described in
242 these Bylaws and in the duly adopted policies of the Association or the Board, they may
243 be removed by a vote of two-thirds (2/3) of the whole number of voting Officers and
244 Directors that would remain if the Officer or Director under consideration were re-
245 moved.
- 246 D. Upon the death, inability, resignation, or removal of an officer, other than the CEO, or a
247 director, the Board shall promptly meet and declare vacant that post.
- 248 E. When a vacancy occurs among the Directors due to death, disability resignation, or re-
249 moval, the Board shall appoint an otherwise eligible and qualified member to serve the
250 remainder of that Director's term, provided, however, that the Board may leave vacant a
251 Director's seat when no more than 6 months remains in the current term for the vacant
252 seat.
- 253 F. When a vacancy occurs among the Officers, the following procedures shall apply:
- 254 i. Immediate Past President
- 255 When a vacancy occurs in the office of the Immediate-Past-President, the Board may
256 appoint another eligible and qualified member to serve out the remainder of the
257 term, giving special consideration to other past presidents.
- 258 ii. President
- 259 When a vacancy occurs in the office of President, the 1st Vice-President shall imme-
260 diately succeed to the office of President, and shall serve the remainder of the vacating
261 officer's term, plus one full term as President.

- 262 iii. 1st Vice-President and Treasurer
263 (1). When a vacancy occurs in the office of 1st Vice-President due to death, inability,
264 resignation, or removal, the 2nd Vice-President shall immediately succeed to the
265 office of 1st Vice-President, and shall serve the remainder of the vacating officer's
266 term, plus at least one but no more than two full term(s) as President.
267 (2). With the approval of the Board of Directors, the 1st Vice-President and the Presi-
268 dent may agree to delay the time of their successions to ensure the adequate prep-
269 aration of the 1st Vice-President for the office of President. At the agreed time of
270 succession, each such Officer shall again be sworn to their new office.
271 (3). When the 1st Vice-President succeeds to the office of President due to a vacancy
272 in that office, the Board shall promptly meet and may appoint another eligible and
273 qualified member of the Association to serve as a Special 1st Vice-President during
274 the remainder of the current term, giving special consideration to past officers and
275 directors of the Association. A Special 1st Vice-President appointed pursuant to
276 this clause shall exercise the powers and duties of the 1st Vice-President, and shall
277 advise the succeeding President with respect to matters that may not yet have ac-
278 crued to his or her experience. A Special 1st Vice-President shall not succeed to
279 the office of President.
280 iv. 2nd Vice-President and Secretary
281 (1). When a vacancy occurs in the Office of the 2nd Vice-President, the Board may
282 appoint another eligible and qualified member of the Association to serve as a Spe-
283 cial 2nd Vice-President.
284 (2). The Special 2nd Vice-President shall exercise the powers and duties of the 2nd Vice-
285 President, but shall not automatically succeed to the office of 1st Vice-President.
286 However, at the next subsequent election, the Special 2nd Vice-President may be
287 nominated and elected to the office of 1st Vice-President in a special election.
288 v. Chief Executive Officer
289 (1). When a vacancy occurs in the office of Chief Executive Officer, the Board shall
290 promptly appoint an Acting CEO to carry-on the day-to-day operations of the
291 Association until a contract of employment is concluded with a new CEO.

292 *Section 9. Powers and Duties*

- 293 A. The President shall:
294 i. Serve as Chair of the Board of Directors, and preside at all meetings of the member-
295 ship or the Board;
296 ii. Report on the state of the Association during the Annual Conference; and
297 iii. Nominate chairs of committees and other volunteer leaders as required or allowed by
298 these Bylaws or the policies of the Association.
299 B. The 1st Vice-President and Treasurer shall:
300 i. Exercise all of the powers and discharge all of the duties of the President when the
301 President is absent or otherwise unable to act; and
302 ii. Provide, in consultation with the CEO, general oversight of the financial records,
303 funds, and securities of the Association.
304 C. The 2nd Vice-President and Secretary shall:
305 i. Ensure the production and distribution of accurate minutes of all meetings of the
306 members and of the Board of Directors;

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

338 **Article VII — Board of Directors**

339 *Section 1. General*

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

343 *Section 2. Composition*

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

346 *Section 3. Specific Duties*

347 The Board of Directors shall:

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

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

392 *Section 4. Meetings*

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

428 *Section 5. Standing Committees*

429 A. Bylaws

430 i. The Bylaws Committee shall be chaired by a Member, appointed by the President,
431 and shall include at least two other members, subject to the approval of the Board of
432 Directors.

433 ii. The Committee shall periodically review these bylaws to ensure clarity, consistency,
434 and alignment with current policy and practice, and shall propose such amendments
435 as it deems necessary or convenient to the good administration of the Association.

436 iii. The Committee shall receive amendments to these Bylaws from others authorized to
437 propose amendments and present them to the membership, along with the Commit-
438 tee's recommendation for action, at the meeting at which they are to be considered.

439 B. Compensation and Succession

440 i. The Compensation and Succession Committee shall be chaired by the President, and
441 shall consist of the elected Officers and such other members as the President may
442 appoint, with the approval of the Board of Directors.

443 ii. The Committee shall negotiate, through legal counsel, a contract of employment with
444 a Chief Executive Officer (or "CEO") when a vacancy occurs in that office, or when
445 a CEO's contract has expired, or when the CEO and the Board mutually agree to
446 pursue an amendment of novation.

447 iii. The Committee shall annually review the performance of the Chief Executive Officer
448 and set such officer's rate of compensation, in accordance with such officer's contract
449 of employment.

450 iv. The Committee shall develop and maintain a succession plan to ensure a smooth tran-
451 sition whenever it becomes necessary to employ a new Chief Executive Officer.

452 C. Finance, Investment, and Audit

453 i. The First Vice-President shall chair the Finance, Investment, and Audit Committee,
454 which shall include the elected Officers, at least two Directors, and at least two mem-
455 bers who are neither Officers nor Directors of the Association, with the approval of
456 the Board of Directors.

457 ii. The CEO shall serve as a non-voting member of the Committee, but may make mo-
458 tions and speak in debate.

459 iii. Before the beginning of each fiscal year, the Committee shall review and approve the
460 Association's proposed budget, and report the same with any modifications it deems
461 necessary or prudent to the Board of Directors for adoption.

462 iv. After the conclusion of each fiscal year, the Committee shall review the Association's
463 annual audit, and report the same to the Board of Directors for acceptance and pub-
464 lication to the membership.

465 *Section 6. Special Committees*

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

468 **Article VIII — Administration**

469 *Section 1. Office & Staff*

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

477 *Section 2. Property*

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

485 *Section 3. Website*

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

490 **Article IX — Dissolution & Merger**

491 *Section 1. Procedure*

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

498 *Section 2. Distribution of Assets*

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

503 **Article X — Parliamentary Authority**

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

507 **Article XI — Amendment**

508 *Section 1. Proposal*

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

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

516 *Section 2. Review*

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

528 *Section 3. Adoption*

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

532 *Section 4. Effective Date*

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