Bylaws of the
National Emergency Number Association, Inc.
Revised by vote of the membership on Saturday, June 15, 2019

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."

Article II — Objects
A. The objects of this Association shall be to:
B. Lead in the development, availability, implementation, and enhancement of a universal emergency telephone number common to all jurisdictions through research, planning, training, and education;
C. Represent its members before communications regulatory agencies and appropriate policy making and legislative bodies;
D. 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
E. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.

Article III — Members
Section 1. Application
A. All membership applications shall be submitted to the Association’s office on standard forms published on the Association’s website.
B. The Association shall not be discriminatory in any of its practices.

Section 2. Membership Categories
A. Public Sector members are individuals 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, along with individuals who have retired from such positions.
B. Private Sector members are individuals who provide products or services related to public safety emergency communications systems and related industries, along with individuals who have retired from such positions.
C. Telecommunicator members are individuals who are certified in, engaged in, employed as, or retired from non-management and non-supervisory public safety communications positions, including call-takers and dispatchers, who wish to further their career in the emergency communications industry and support the goals and objectives of NENA.
D. Associate members are individuals who are not eligible for public sector, private sector, retired or telecommunicator membership but who wish to support the goals and objectives of NENA.
E. **Retired** members are individuals who have at least twelve (12) years of membership in NENA and are no longer actively employed by any public safety entity (either public or private). Retired members may not hold an elected position on the NENA Board of Directors. Members who do not meet the status of Retired can continue to hold Private Sector or Public Sector membership.

F. **Hall of Fame** members are individuals who have been specially honored for performing outstanding service to the Association over a period of years.

**Section 3. Privileges, Powers, and Duties of Members**

A. **Dues**
   
i. Annually, each member shall contribute to the financial operation of the Association a fixed sum of dues based on that member’s category of membership.
   
ii. The amount of dues for each category of membership, the dates on which those dues become due and payable, and any consequences of non-payment shall be determined by a duly-adopted policy of the Association.
   
iii. The Association may offer discounts and other incentives to members joining as a group, however each membership shall remain the sole property of the individual member by or for whom it is purchased, and shall not be transferable.

B. **Voting**
   
i. Each Public Sector, Private Sector, and Hall of Fame member of the Association in good standing shall have the right to cast one vote on all matters of business that may be brought before the general membership.
   
ii. Proxy voting shall not be permitted in any election or meeting of the Association.

C. **Legal Notices to Members**
   
i. Upon applying for membership, each applicant must supply the Association with a valid electronic mail address.
   
ii. If the application is approved, the member consents to receive any and all notices required by law, by these Bylaws, or by the duly-adopted policies of the Association at the electronic mail address supplied by the member.

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

**Article IV — Membership Meetings**

**Section 1. Annual Meetings**

A. A meeting of the membership shall be held at least once per year during an Annual Conference of the Association.

B. At each annual membership meeting, the membership shall receive reports on the activities and financial condition of the Association, and may consider such other business as may be brought before it in accordance with these Bylaws and the policies of the Association.

C. Notice of the annual meeting, stating its location and the date and time of its commencement, shall be sent to all members at least forty-five (45) days in advance of the meeting.
D. The Association shall adopt and publish a policy on the conduct of the annual meeting, 
establishing the order of business and how new business may be proposed to the membership.
E. A quorum for the conduct of business at the annual meeting shall be comprised of the number
of voting members present.

Section 2. Special Meetings
A. Special membership meetings may be called upon the written request of a majority of the
chartered Chapters, or in accordance with a policy on the conduct of special meetings adopted
by the Association.
B. Notice of a special meeting, stating its location, the date and time of its commencement, and a
list of items of business to be considered during its pendency shall be sent to all members at
least twenty-one (21) days in advance of the meeting.
C. No items of business may be proposed at a special meeting that were not listed in the notice.

Article V — Chapters & Regions
Section 1. Chapters
A. A Chapter is an independent organization:
   i. sharing the Objects of this Association,
   ii. chartered by NENA on the basis of geographic area,
   iii. incorporated as a separate non-profit entity,
   iv. having sole financial responsibility for its own operations,
   v. whose membership consists exclusively of NENA members residing within its chartered
      boundaries, and
   vi. whose bylaws, having been reviewed and found to be consistent with these Bylaws, are
      approved by this Association.
B. Chapters holding a valid charter granted by this Association are authorized to use the primary
logo of the Association for stationery purposes in the pursuit of their formal business
activities.

Section 2. Chapter Membership
Each member of the Association shall, by virtue of joining, become a member of the Chapter
chartered to represent the geographic area in which that member resides, and to have and exercise
all rights and privileges appertaining to such membership in accordance with the applicable
Chapter bylaws. If there is no chapter chartered to represent the geographic area in which a
member resides, such a member shall be deemed "at large."

Section 3. Regions
A. A Region is a geographic area established for the purpose of determining representation of the
Chapters and "at large" members therein in the conduct of the Association’s business.
B. There are five Regions, named and composed as follows:
   i. The Canadian Region consists of: Alberta, British Columbia, Manitoba, New Brunswick,
      Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward
      Island, Quebec, Saskatchewan, Yukon, other Provinces, Territories, or First-Nation
      Lands of Canada, and the island nations of the Indian Ocean.
The North-Central Region consists of: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin, the island nations of the Southern Ocean, and the nations on the continent of Africa.


The South-Eastern Region consists of: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, U.S. territories in the Atlantic region, the island nations of the Caribbean Sea, Mexico, the nations in Central America, and the nations on the continent of South America.

The Western Region consists of: Alaska, Arizona, California, Colorado, Idaho, Hawaii, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, U.S. territories in the Pacific region; Australia, New Zealand, the island nations of the Pacific Ocean, and the nations on the continent of Asia.

Article VI — Officers & Directors

Section 1. Officers

The Officers of the Association are:

i. The President,

ii. The 1st Vice-President and Treasurer,

iii. The 2nd Vice-President and Secretary,

iv. The Immediate-Past-President, and

v. The Chief Executive Officer (CEO).

Section 2. Directors

The Directors of the Association are:

i. The Canadian Region Director,

ii. The North-Central Region Director,

iii. The North-Eastern Region Director,

iv. The Private-Sector Director,

v. The South-Eastern Region Director, and

vi. The Western Region Director.

Section 3. Qualifications

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

A. Maintain membership, in good standing, in the Association;

B. Maintain certification as an Emergency Number Professional in accordance with the prevailing requirements for that certification;

C. Discharge, with all due diligence, the duties attendant upon the position they hold;
D. Comply with all Association policies pertaining to activities of the Association in which they participate;

E. If serving as a Region Director, reside within the Region represented;

F. If serving as the Private Sector Director, maintain the status of Private Sector member; and

G. If serving as an Officer:
   i. Derive no more than 15% of their instantaneous income from for-profit or commercial activity that is connected in any way to the 9-1-1 industry;
   ii. Annually, or at the time of any change in employment, sign an affidavit of compliance attesting that they meet this qualification; and
   iii. Consent to the release, at any time, of any employment, financial, or tax information that may be requested by the Board of Directors in order to validate compliance with this qualification.

Section 4. Nomination

A. The Association shall publish on its website a Nomination Form consistent with these bylaws and any applicable policies of the Association, upon which a member may be nominated for election.

B. Any voting member, in good standing, may nominate a candidate, including her or his self, for any post.

C. The following categories of membership shall be eligible for nomination to the stated positions:
   i. Public Sector members in good standing shall be eligible for nomination to the office of 2nd Vice-President.
   ii. Public Sector and Private Sector members in good standing shall be eligible for nomination to the post of Region Director.
   iii. Private Sector members in good standing shall be eligible for nomination to the post of Private Sector Director.
   iv. Hall of Fame members in good standing may be eligible for nomination as an Officer or Director of this Association consistent with the eligibility of a member in the category to which the Hall of Fame member would otherwise belong, at the time of nomination, had that member not been declared a Hall of Fame member.

D. Timely nominations shall be considered by a Nominating Committee of three members appointed by the President and approved by a majority of the Officers and Directors.

E. The Nominating Committee shall elect its own Chair, judge the eligibility and qualifications of each nominee in accordance with these Bylaws and the Association’s Nominations Policy, and cause to be published a ballot listing the names of eligible and qualified candidates.

Section 5. Election

A. An election for the Office of 2nd Vice-President shall be conducted each year.

B. Regular elections for one-half (1/2) of the total number of Directors shall be conducted each year according to the following schedule:
   i. Regular elections for the Region Directors representing the Western and South-Eastern Regions, and for the Private Sector Director, shall be held in even-numbered years.
ii. Regular elections for the Region Directors representing the North-Central, North-Eastern, and Canadian Regions shall be held in odd-numbered years.

C. Each member in the following categories of membership shall be eligible to cast one vote in each race for the stated positions:

i. Public Sector Members and Private Sector Members shall have the right to vote for 2nd Vice-President, for the Region Director representing the Region in which the member resides, for the Private Sector Director, and in any special election.

ii. Hall of Fame members shall have the right to vote, in any regular or special election, for the Officers and Directors whom they would otherwise be entitled to vote for, at the time of the election, had they not been made Hall of Fame members.

D. All regular elections in a given year shall be held concurrently and in accordance with an Election Policy established by the Association.

E. An Election Committee of three members, appointed by the President and approved by a majority of the Officers and Directors, shall elect its own chair, oversee the conduct of balloting, certify the proper returns, and report the results of each election in accordance with these Bylaws and the Election Policy.

Section 6. Term

A. The term of office for each Officer, other than the Chief Executive Officer, shall begin at the conclusion of an Annual Conference of the Association, and end at the conclusion of the subsequent Annual Conference of the Association, or at such time as a successor assumes office, whichever is earlier.

B. The term of office for each Director shall begin at the conclusion of an Annual Conference of the Association, and end at the conclusion of the second subsequent Annual Conference or at such time as a successor assumes office, whichever is earlier.

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

Section 7. Succession of elected Officers

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

B. At the conclusion of the prescribed term, the 1st Vice-President shall automatically succeed to the office of President.

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

Section 8. Vacancies

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

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

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

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

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

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

i. Immediate Past President

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

ii. President

When a vacancy occurs in the office of President, the 1st Vice-President shall immediately succeed to the office of President, and shall serve the remainder of the vacating officer’s term, plus one full term as President.

iii. 1st Vice-President and Treasurer

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

2. With the approval of the Board of Directors, the 1st Vice-President and the President may agree to delay the time of their successions to ensure the adequate preparation of the 1st Vice-President for the office of President. At the agreed time of succession, each such Officer shall again be sworn to their new office.

3. When the 1st Vice-President succeeds to the office of President due to a vacancy in that office, the Board shall promptly meet and may appoint another eligible and qualified member of the Association to serve as a Special 1st Vice-President during the remainder of the current term, giving special consideration to past officers and directors of the Association. A Special 1st Vice-President appointed pursuant to this clause shall exercise the powers and duties of the 1st Vice-President, and shall advise the succeeding President with respect to matters that may not yet have accrued to his or her experience. A Special 1st Vice-President shall not succeed to the office of President.

iv. 2nd Vice-President and Secretary

1. When a vacancy occurs in the Office of the 2nd Vice-President, the Board may appoint another eligible and qualified member of the Association to serve as a Special 2nd Vice-President.

2. The Special 2nd Vice-President shall exercise the powers and duties of the 2nd Vice-President, but shall not automatically succeed to the office of 1st Vice-President.
However, at the next subsequent election, the Special 2nd Vice-President may be nominated and elected to the office of 1st Vice-President in a special election.

v. Chief Executive Officer

When a vacancy occurs in the office of Chief Executive Officer, the Board shall promptly appoint an Acting CEO to carry-on the day-to-day operations of the Association until a contract of employment is concluded with a new CEO.

Section 9. Powers and Duties

A. The President shall:
   i. Serve as Chair of the Board of Directors, and preside at all meetings of the membership or the Board;
   ii. Report on the state of the Association during the Annual Conference; and
   iii. Nominate chairs of committees and other volunteer leaders as required or allowed by these Bylaws or the policies of the Association.

A. The 1st Vice-President and Treasurer shall:
   i. Exercise all of the powers and discharge all of the duties of the President when the President is absent or otherwise unable to act; and
   ii. Provide, in consultation with the CEO, general oversight of the financial records, funds, and securities of the Association.

B. The 2nd Vice-President and Secretary shall:
   i. Ensure the production and distribution of accurate minutes of all meetings of the members and of the Board of Directors;
   ii. Ensure that all notices are duly given in accordance with these Bylaws or as required by law or by the policies of the Association;
   iii. Ensure the proper publication and distribution of official correspondence and other documents on behalf of the Association.

C. The Immediate-Past-President shall:
   i. Advise the President and the Vice-Presidents on the precedents, traditions, and history of the Association;
   ii. Act as Parliamentarian of the Association, providing guidance on the smooth and expeditious conduct of meetings of the membership or Board of Directors;
   iii. Assist the other officers in the discharge of their duties when necessary or convenient.

D. The Chief Executive Officer shall:
   i. Establish and implement strategies to achieve the vision of the Association as determined by the Board;
   ii. Develop and instill a culture focused on the mission of the Association;
   iii. Report regularly to the Board on the financial, operating, risk, and other conditions of the Association.

E. Each Region Director shall:
   i. Represent the interests of all of the members residing in the region from which they were elected;
   ii. Liaise with the leadership of each of their constituent Chapters; and
iii. From time to time, provide reports to the Board of Directors on the activities of their
constituent members and Chapters.

F. The Private Sector Director shall:
   i. Represent the interests of all members, in every Region, of the Association;
   ii. Advise the Board with respect to matters of concern to commercial constituents of the 9-1-1 industry; and
   iii. From time to time, provide reports to the Board of Directors on the relevant activities of
companies and trade groups in the 9-1-1 industry.

G. In addition to their specific duties listed above, each Officer or Director shall perform such
other duties as may be prescribed by these Bylaws, the duly-adopted policies of the Association,
or by the Board of Directors.

Article VII — Board of Directors

Section 1. General
Except as otherwise expressly reserved herein to the membership, all rights, privileges, powers,
and duties of the Association are vested in a Board of Directors that shall act in the place and for
the best interests of the membership.

Section 2. Composition
The Officers of the Association, the Region Directors, and the Private Sector Director shall be
members of the Board of Directors.

Section 3. Specific Duties
The Board of Directors shall:

A. Establish, when necessary or prudent, new categories of membership, provided that a new
category shall neither alter or diminish the rights of an existing category, nor confer a novel
right to vote on any new or existing category with respect to any election or matter-of-business
that may be brought before the general membership until the proposed name, rights, and/or
privileges of such new category shall have been made a part of these Bylaws;

B. Judge the eligibility of applicants for membership and finally resolve questions of eligibility for
a Membership Category;

C. Establish criteria for designation as a "Hall of Fame Member," and award such designation
based on a written policy;

D. Set and adjust the rate, term, and payment procedures of dues for each membership category,
provided, however, that no increase in the rate of dues for a given category shall exceed 10% of
the prior rate, unless four-fifths (4/5) of the whole number of Officers and Directors agree;

E. Grant and, by a vote of four-fifths (4/5) of the whole number of Officers and Directors,
rescind chapter charters; review and approve Chapter bylaws; and, when necessary to ensure
compliance with the requirements for financial independence and non-profit status, review
the financial records of a Chapter;

F. Establish a grievance procedure to resolve conflicts between Members and/or Chapters;

G. Approve the locations, dates, and times of the Annual Conference and special membership
meetings;
H. When necessary, call a special meeting of the membership;
I. Establish procedures for the nomination and election of Officers and Directors;
J. Fill vacancies among its membership in accordance with these Bylaws;
K. Establish and maintain adequate general management of the Associations activities;
L. Engage the services of a Chief Executive Officer to manage the administrative affairs of the Association and approve a contract therewith;
M. Engage the services of appropriate legal and other counsel to advise the Board of Directors;
N. Review and approve the proposed budget of the Association on an annual basis;
O. Ensure the conduct of an audit, review its results, and issue an audited financial statement to the membership on an annual basis;
P. Periodically review the interim financial reports of the Association to ensure adequate management of financial performance;
Q. Establish a policy for the identification and management of conflicts of interest, and finally determine whether an Officer or Director must be recused from consideration of a matter due to a conflict;
R. Establish such additional policies and procedures as may be necessary for the orderly conduct of the Association’s business;
S. Cause to be published to the Association’s website all policies and the annual audited financial statements of the Association; and
T. Establish such committees as may be necessary or beneficial to the conduct of business, and appoint the Chairs of all Committees for which Chairs are not designated by these Bylaws.

Section 4. Meetings
A. The Board of Directors shall meet at least once per calendar quarter.
B. The Board of Directors 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.
C. Special meetings of the Board of Directors may be called by the President, the Chief Executive Officer, or by any four members of the Board of Directors.
D. Notice shall be sent to all Board of Directors members at least fourteen (14) days in advance of a regular Board of Directors meeting, and at least twenty-four (24) hours in advance of a special meeting.
E. Notice of regular or special meetings may be sent by electronic mail or other methods approved by the Board of Directors, and may be waived by a vote of a majority of the whole number of Officers and Directors, provided, however, that any action taken at a meeting subject to a notice waiver must be re-considered by the Board of Directors at the next subsequent meeting for which notice is not waived upon the request of any member of the Board of Directors.
F. A majority of the number of Officers and Directors in office at the time of a meeting shall constitute a quorum for the conduct of business.
G. In general, the Board may act by consensus. If consensus cannot be achieved, the Board shall act by plurality vote, unless these Bylaws require a simple or larger majority for a particular action.
H. Each Officer or Director, other than the Chief Executive Officer, may participate in meetings, make motions, offer new business, speak in debate, and cast one vote.

I. The Chief Executive Officer shall participate in meetings, may make motions, offer new business, and speak in debate, but shall neither vote nor be counted as an Officer or Director for purposes of calculating a quorum or required majority.

J. The 2nd Vice-President and Secretary shall keep, or cause to be kept by a designee, minutes of the Board’s discussions and actions. The minutes of each meeting shall promptly be posted to the Association’s website, once approved, as corrected, at a subsequent meeting.

K. The Chief Executive Officer may be excused from part of a meeting by a majority vote of the whole number of Officers and Directors.

L. When necessary or prudent to protect the interests of the Association, the Board may hold confidential discussions among its members and invited guests in an executive session. No action shall be taken, however, until the Board has returned to open session. The minutes of the meeting during which an executive session is held shall note the occurrence, and a general statement of the subjects discussed.

Section 5. Standing Committees

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

B. Compensation and Succession
   i. The Compensation and Succession Committee shall be chaired by the President, and shall consist of the elected Officers and such other members as the President may appoint, with the approval of the Board of Directors.
   ii. The Committee shall negotiate, through legal counsel, a contract of employment with a Chief Executive Officer (or “CEO”) when a vacancy occurs in that office, or when a CEO’s contract has expired, or when the CEO and the Board mutually agree to pursue an amendment of novation.
   iii. The Committee shall annually review the performance of the Chief Executive Officer and set such officer’s rate of compensation, in accordance with such officer’s contract of employment.
   iv. The Committee shall develop and maintain a succession plan to ensure a smooth transition whenever it becomes necessary to employ a new Chief Executive Officer.

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

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

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

iv. After the conclusion of each fiscal year, the Committee shall review the Association’s
annual audit, and report the same to the Board of Directors for acceptance and publication
to the membership.

Section 6. Special Committees
Special committees may be formed and appointed by the President with the approval of the Board
of Directors, and shall perform such duties as the Board of Directors may direct.

Article VIII — Administration

Section 1. Office & Staff
A. The Association shall maintain an office for the conduct of its business, which shall be under
the direct supervision and authority of the Chief Executive Officer.
B. The Chief Executive Officer shall employ such staff as they shall deem necessary for the
administration of the Association.
C. The Chief Executive Officer shall ensure the prudent and efficient conduct of the
Association’s business in accordance with the Bylaws, policies, and procedures of the
Association.

Section 2. Property
A. All right, title, and interest, both legal and equitable, in and to the property of this Association
shall remain in the Association.
B. Any property of the Association that is in the possession or trust of a member or employee
shall be returned immediately to the Association upon the termination of such person’s
relationship with the Association.
C. All intellectual property of the Association shall be strictly controlled by the Chief Executive
Officer.

Section 3. Website
The Association shall maintain a website for the convenience of its Members, upon which shall be
posted these Bylaws, required notices, the duly-adopted policies of the Association, and any other
documents which the Board of Directors shall, from time to time, specify.

Article IX — Dissolution & Merger

Section 1. Procedure
This Association may be dissolved, merged, or consolidated into a new association only if all of the
following conditions are met:
i. The Board of Directors recommends such an action to the membership by a vote of four-fifths (4/5) of the whole number of Officers and Directors.

ii. The membership approves the recommendation by a vote of two-thirds (2/3) at an annual meeting.

Section 2. Distribution of Assets
Should the National Emergency Number Association, Inc. be dissolved, all assets shall be distributed to an organization of similar purpose as recommended by the Board of Directors and approved by a two-thirds (2/3) vote of the membership at the meeting at which a dissolution is approved.

Article X — Parliamentary Authority
The rules contained in "10th Edition of Robert's Rules of Order Newly Revised," shall govern this Association in all cases in which they are consistent with these Bylaws and any special rules of order which the Association may adopt.

Article XI — Amendment

Section 1. Proposal
These Bylaws may be amended only if each of the following conditions is met:

i. An amendment is proposed by the Board of Directors, a Standing Committee, or upon receipt of a petition signed by at least five (5) Chapter presidents.

ii. The exact text of the change being proposed is submitted to the Chair of the Bylaws Committee at least ninety (90) days in advance of the Annual Conference or special meeting of the membership at which the proponent(s) seeks consideration of the amendment.

Section 2. Review
When one or more authorized proponents submits a timely amendment, the Bylaws Committee shall:

i. Review the submission(s) and edit for composition and conformance with the structure and defined terms of these Bylaws;

ii. Consolidate similar amendments for joint presentation to the membership, subject to the approval of the proponent(s) of each amendment consolidated;

iii. Submit final proposals for amendments to the membership at least thirty (30) days prior to the annual or special meeting of the membership at which the proponents seek their consideration; and

iv. Provide a written recommendation for action by the membership based on the Committee's review of the proposed change(s).

Section 3. Adoption
A duly proposed and reviewed amendment shall be incorporated into these Bylaws only if it receives the affirmative vote of two-thirds (2/3) of the members present and voting at an Annual Conference or special meeting of the membership.
Section 4. Effective Date

A. All amendments to these bylaws shall become effective immediately upon adoption by the membership, unless a proviso is simultaneously adopted to change the effective date. Such provisos shall automatically be removed from these Bylaws upon their execution.

B. Adopted amendments shall be incorporated into the official publication of these bylaws on the Association’s website within thirty (30) days.