

Bylaws of the National Emergency Number Association, Inc.

Revised by vote of the membership on Saturday, June 15, 2019

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 A. The objects of this Association shall be to:

6 B. 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 C. Represent its members before communications regulatory agencies and appropriate policy
10 making and legislative bodies;

11 D. Enable all citizens to have immediate access to emergency public safety services so that safety of
12 human life, protection of property, and civic welfare are benefited to the utmost degree; and

13 E. Aid and assist in the timely collection and dissemination of information relating to a universal
14 emergency telephone number.

15 **Article III – Members**

16 *Section 1. Application*

17 A. All membership applications shall be submitted to the Association's office on standard forms
18 published on the Association's website.

19 B. The Association shall not be discriminatory in any of its practices.

20 *Section 2. Membership Categories*

21 A. **Public Sector** members are individuals who are employed by, or appointed or elected to, a
22 government or quasi-government agency and who are, or have been, responsible for some
23 aspect of design, promotion, construction, installation, maintenance, command, and/or
24 operation of public safety emergency communications systems, along with individuals who
25 have retired from such positions.

26 B. **Private Sector** members are individuals who provide products or services related to public
27 safety emergency communications systems and related industries, along with individuals who
28 have retired from such positions.

29 C. **Telecommunicator** members are individuals who are certified in, engaged in, employed as, or
30 retired from non-management and non-supervisory public safety communications positions,
31 including call-takers and dispatchers, who wish to further their career in the emergency
32 communications industry and support the goals and objectives of NENA.

33 D. **Associate** members are individuals who are not eligible for public sector, private sector,
34 retired or telecommunicator membership but who wish to support the goals and objectives of
35 NENA.

- 36 E. **Retired** members are individuals who have at least twelve (12) years of membership in NENA
37 and are no longer actively employed by any public safety entity (either public or private).
38 Retired members may not hold an elected position on the NENA Board of Directors.
39 Members who do not meet the status of Retired can continue to hold Private Sector or Public
40 Sector membership.
- 41 F. **Hall of Fame** members are individuals who have been specially honored for performing
42 outstanding service to the Association over a period of years.

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

44 A. Dues

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

53 B. Voting

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

58 C. Legal Notices to Members

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

64 D. Special Privileges of Hall of Fame Members

65 Hall of Fame members shall be exempt from the payment of annual membership dues, and
66 shall receive two (2) complimentary registrations for the Annual Conference.

67 **Article IV — Membership Meetings**

68 *Section 1. Annual Meetings*

- 69 A. A meeting of the membership shall be held at least once per year during an Annual Conference
70 of the Association.
- 71 B. At each annual membership meeting, the membership shall receive reports on the activities
72 and financial condition of the Association, and may consider such other business as may be
73 brought before it in accordance with these Bylaws and the policies of the Association.
- 74 C. Notice of the annual meeting, stating its location and the date and time of its commencement,
75 shall be sent to all members at least forty-five (45) days in advance of the meeting.

- 76 D. The Association shall adopt and publish a policy on the conduct of the annual meeting,
77 establishing the order of business and how new business may be proposed to the membership.
78 E. A quorum for the conduct of business at the annual meeting shall be comprised of the number
79 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 the
82 chartered Chapters, or in accordance with a policy on the conduct of special meetings adopted
83 by the Association.
84 B. Notice of a special meeting, stating its location, the date and time of its commencement, and a
85 list of items of business to be considered during its pendency shall be sent to all members at
86 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 notice.

88 **Article V – Chapters & Regions**

89 *Section 1. Chapters*

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

102 *Section 2. Chapter Membership*

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

108 *Section 3. Regions*

- 109 A. A **Region** is a geographic area established for the purpose of determining representation of the
110 Chapters and "at large" members therein in the conduct of the Association's business.
111 B. There are five Regions, named and composed as follows:
112 i. The **Canadian Region** consists of: Alberta, British Columbia, Manitoba, New Brunswick,
113 Newfoundland, Northwest Territories, Nova Scotia, Nunavut, Ontario, Prince Edward
114 Island, Quebec, Saskatchewan, Yukon, other Provinces, Territories, or First-Nation
115 Lands of Canada, and the island nations of the Indian Ocean.

- 116 ii. The **North-Central Region** consists of: Illinois, Indiana, Iowa, Kansas, Michigan,
117 Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, and Wisconsin, the
118 island nations of the Southern Ocean, and the nations on the continent of Africa.
- 119 iii. The **North-Eastern Region** consists of: Connecticut, Delaware, Maine, Maryland,
120 Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island,
121 Vermont, Virginia, Washington D.C., West Virginia, Iceland, Greenland, island nations
122 of the Atlantic Ocean and the Mediterranean Sea, and the nations on the continent of
123 Europe.
- 124 iv. The **South-Eastern Region** consists of: Alabama, Arkansas, Florida, Georgia, Kentucky,
125 Louisiana, Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas,
126 U.S. territories in the Atlantic region, the island nations of the Caribbean Sea, Mexico,
127 the nations in Central America, and the nations on the continent of South America.
- 128 v. The **Western Region** consists of: Alaska, Arizona, California, Colorado, Idaho, Hawaii,
129 Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, U.S. territories in
130 the Pacific region; Australia, New Zealand, the island nations of the Pacific Ocean, and the
131 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 nomination
150 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 prevailing
153 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 they
156 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; and
- 159 G. If serving as an Officer:
- 160 i. Derive no more than 15% of their instantaneous income from for-profit or commercial
161 activity that is connected in any way to the 9-1-1 industry;
- 162 ii. Annually, or at the time of any change in employment, sign an affidavit of compliance
163 attesting that they meet this qualification; and
- 164 iii. Consent to the release, at any time, of any employment, financial, or tax information that
165 may be requested by the Board of Directors in order to validate compliance with this
166 qualification.

167 *Section 4. Nomination*

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

190 *Section 5. Election*

- 191 A. An election for the Office of 2nd Vice-President shall be conducted each year.
- 192 B. Regular elections for one-half (1/2) of the total number of Directors shall be conducted each
193 year according to the following schedule:
- 194 i. Regular elections for the Region Directors representing the Western and South-Eastern
195 Regions, and for the Private Sector Director, shall be held in even-numbered years.

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

212 *Section 6. Term*

- 213 A. The term of office for each Officer, other than the Chief Executive Officer, shall begin at the
214 conclusion of an Annual Conference of the Association, and end at the conclusion of the
215 subsequent Annual Conference of the Association, or at such time as a successor assumes
216 office, whichever is earlier.
- 217 B. The term of office for each Director shall begin at the conclusion of an Annual Conference of
218 the Association, and end at the conclusion of the second subsequent Annual Conference or at
219 such time as a successor assumes office, whichever is earlier.
- 220 C. The term of office for the Chief Executive Officer shall be established by the mutual agreement
221 of the Association and the CEO, expressed in writing.

222 *Section 7. Succession of elected Officers*

- 223 A. At the conclusion of the prescribed term, the 2nd Vice-President shall automatically succeed to
224 the office of Ist Vice-President.
- 225 B. At the conclusion of the prescribed term, the Ist Vice-President shall automatically succeed to
226 the office of President.
- 227 C. At the conclusion of the prescribed term, the President shall automatically succeed to the office
228 of Immediate-Past-President, unless the President is required to serve a second term due to a
229 vacancy.

230 *Section 8. Vacancies*

- 231 A. If an Officer or Director becomes unable to discharge the duties attendant upon their
232 position, they shall notify the Board of such inability within fourteen (14) days.
- 233 B. If an Officer or Director no longer meets the eligibility requirements or qualifications for the
234 position to which they were elected or appointed, they shall promptly resign.
- 235 C. Should an Officer or Director fail to discharge the duties of their position as described in these
236 Bylaws and in the duly adopted policies of the Association or the Board, they may be removed

237 by a vote of two-thirds (2/3) of the whole number of voting Officers and Directors that would
238 remain if the Officer or Director under consideration were removed.

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

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

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

246 i. Immediate Past President

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

250 ii. President

251 When a vacancy occurs in the office of President, the Ist Vice-President shall immediately
252 succeed to the office of President, and shall serve the remainder of the vacating officer's
253 term, plus one full term as President.

254 iii. Ist Vice-President and Treasurer

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

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

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

272 iv. 2nd Vice-President and Secretary

273 (1). When a vacancy occurs in the Office of the 2nd Vice-President, the Board may
274 appoint another eligible and qualified member of the Association to serve as a Special
275 2nd Vice-President.

276 (2). The Special 2nd Vice-President shall exercise the powers and duties of the 2nd Vice-
277 President, but shall not automatically succeed to the office of Ist Vice-President.

278 However, at the next subsequent election, the Special 2nd Vice-President may be
279 nominated and elected to the office of 1st Vice-President in a special election.

280 v. Chief Executive Officer

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

284 *Section 9. Powers and Duties*

285 A. The President shall:

- 286 i. Serve as Chair of the Board of Directors, and preside at all meetings of the membership or
287 the Board;
- 288 ii. Report on the state of the Association during the Annual Conference; and
- 289 iii. Nominate chairs of committees and other volunteer leaders as required or allowed by these
290 Bylaws or the policies of the Association.

291 A. The 1st Vice-President and Treasurer shall:

- 292 i. Exercise all of the powers and discharge all of the duties of the President when the
293 President is absent or otherwise unable to act; and
- 294 ii. Provide, in consultation with the CEO, general oversight of the financial records, funds,
295 and securities of the Association.

296 B. The 2nd Vice-President and Secretary shall:

- 297 i. Ensure the production and distribution of accurate minutes of all meetings of the
298 members and of the Board of Directors;
- 299 ii. Ensure that all notices are duly given in accordance with these Bylaws or as required by law
300 or by the policies of the Association;
- 301 iii. Ensure the proper publication and distribution of official correspondence and other
302 documents on behalf of the Association.

303 C. The Immediate-Past-President shall:

- 304 i. Advise the President and the Vice-Presidents on the precedents, traditions, and history of
305 the Association;
- 306 ii. Act as Parliamentarian of the Association, providing guidance on the smooth and
307 expeditious conduct of meetings of the membership or Board of Directors;
- 308 iii. Assist the other officers in the discharge of their duties when necessary or convenient.

309 D. The Chief Executive Officer shall:

- 310 i. Establish and implement strategies to achieve the vision of the Association as determined
311 by the Board;
- 312 ii. Develop and instill a culture focused on the mission of the Association;
- 313 iii. Report regularly to the Board on the financial, operating, risk, and other conditions of the
314 Association.

315 E. Each Region Director shall:

- 316 i. Represent the interests of all of the members residing in the region from which they were
317 elected;
- 318 ii. Liaise with the leadership of each of their constituent Chapters; and

- 319 iii. From time to time, provide reports to the Board of Directors on the activities of their
320 constituent members and Chapters.
- 321 F. The Private Sector Director shall:
- 322 i. Represent the interests of all members, in every Region, of the Association;
- 323 ii. Advise the Board with respect to matters of concern to commercial constituents of the 9-I-
324 I industry; and
- 325 iii. From time to time, provide reports to the Board of Directors on the relevant activities of
326 companies and trade groups in the 9-I-I industry.
- 327 G. In addition to their specific duties listed above, each Officer or Director shall perform such
328 other duties as may be prescribed by these Bylaws, the duly-adopted policies of the Association,
329 or by the Board of Directors.

330 **Article VII – Board of Directors**

331 *Section 1. General*

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

335 *Section 2. Composition*

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

338 *Section 3. Specific Duties*

339 The Board of Directors shall:

- 340 A. Establish, when necessary or prudent, new categories of membership, provided that a new
341 category shall neither alter or diminish the rights of an existing category, nor confer a novel
342 right to vote on any new or existing category with respect to any election or matter-of-business
343 that may be brought before the general membership until the proposed name, rights, and/or
344 privileges of such new category shall have been made a part of these Bylaws;
- 345 B. Judge the eligibility of applicants for membership and finally resolve questions of eligibility for
346 a Membership Category;
- 347 C. Establish criteria for designation as a "Hall of Fame Member," and award such designation
348 based on a written policy;
- 349 D. Set and adjust the rate, term, and payment procedures of dues for each membership category,
350 provided, however, that no increase in the rate of dues for a given category shall exceed 10% of
351 the prior rate, unless four-fifths (4/5) of the whole number of Officers and Directors agree;
- 352 E. Grant and, by a vote of four-fifths (4/5) of the whole number of Officers and Directors,
353 rescind chapter charters; review and approve Chapter bylaws; and, when necessary to ensure
354 compliance with the requirements for financial independence and non-profit status, review
355 the financial records of a Chapter;
- 356 F. Establish a grievance procedure to resolve conflicts between Members and/or Chapters;
- 357 G. Approve the locations, dates, and times of the Annual Conference and special membership
358 meetings;

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

380 *Section 4. Meetings*

- 381 A. The Board of Directors shall meet at least once per calendar quarter.
- 382 B. The Board of Directors may meet by telephone conference call or other electronic means,
383 provided that all members may hear and speak to one another at the same time.
- 384 C. Special meetings of the Board of Directors may be called by the President, the Chief Executive
385 Officer, or by any four members of the Board of Directors.
- 386 D. Notice shall be sent to all Board of Directors members at least fourteen (14) days in advance of
387 a regular Board of Directors meeting, and at least twenty-four (24) hours in advance of a
388 special meeting.
- 389 E. Notice of regular or special meetings may be sent by electronic mail or other methods
390 approved by the Board of Directors, and may be waived by a vote of a majority of the whole
391 number of Officers and Directors, provided, however, that any action taken at a meeting
392 subject to a notice waiver must be re-considered by the Board of Directors at the next
393 subsequent meeting for which notice is not waived upon the request of any member of the
394 Board of Directors.
- 395 F. A majority of the number of Officers and Directors in office at the time of a meeting shall
396 constitute a quorum for the conduct of business
- 397 G. In general, the Board may act by consensus. If consensus cannot be achieved, the Board shall
398 act by plurality vote, unless these Bylaws require a simple or larger majority for a particular
399 action.

- 400 H. Each Officer or Director, other than the Chief Executive Officer, may participate in meetings,
401 make motions, offer new business, speak in debate, and cast one vote.
- 402 I. The Chief Executive Officer shall participate in meetings, may make motions, offer new
403 business, and speak in debate, but shall neither vote nor be counted as an Officer or Director
404 for purposes of calculating a quorum or required majority.
- 405 J. The 2nd Vice-President and Secretary shall keep, or cause to be kept by a designee, minutes of
406 the Board's discussions and actions. The minutes of each meeting shall promptly be posted to
407 the Association's website, once approved, as corrected, at a subsequent meeting.
- 408 K. The Chief Executive Officer may be excused from part of a meeting by a majority vote of the
409 whole number of Officers and Directors.
- 410 L. When necessary or prudent to protect the interests of the Association, the Board may hold
411 confidential discussions among its members and invited guests in an executive session. No
412 action shall be taken, however, until the Board has returned to open session. The minutes of
413 the meeting during which an executive session is held shall note the occurrence, and a general
414 statement of the subjects discussed.

415 *Section 5. Standing Committees*

416 A. Bylaws

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

425 B. Compensation and Succession

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

438 C. Finance, Investment, and Audit

- 439 i. The First Vice-President shall chair the Finance, Investment, and Audit Committee, which
440 shall include the elected Officers, at least two Directors, and at least two members who are

- 441 neither Officers nor Directors of the Association, with the approval of the Board of
442 Directors.
- 443 ii. The CEO shall serve as a non-voting member of the Committee, but may make motions
444 and speak in debate.
- 445 iii. Before the beginning of each fiscal year, the Committee shall review and approve the
446 Association's proposed budget, and report the same with any modifications it deems
447 necessary or prudent to the Board of Directors for adoption.
- 448 iv. After the conclusion of each fiscal year, the Committee shall review the Association's
449 annual audit, and report the same to the Board of Directors for acceptance and publication
450 to the membership.

451 *Section 6. Special Committees*

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

454 **Article VIII — Administration**

455 *Section 1. Office & Staff*

- 456 A. The Association shall maintain an office for the conduct of its business, which shall be under
457 the direct supervision and authority of the Chief Executive Officer.
- 458 B. The Chief Executive Officer shall employ such staff as they shall deem necessary for the
459 administration of the Association.
- 460 C. The Chief Executive Officer shall ensure the prudent and efficient conduct of the
461 Association's business in accordance with the Bylaws, policies, and procedures of the
462 Association.

463 *Section 2. Property*

- 464 A. All right, title, and interest, both legal and equitable, in and to the property of this Association
465 shall remain in the Association.
- 466 B. Any property of the Association that is in the possession or trust of a member or employee
467 shall be returned immediately to the Association upon the termination of such person's
468 relationship with the Association.
- 469 C. All intellectual property of the Association shall be strictly controlled by the Chief Executive
470 Officer.

471 *Section 3. Website*

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

475 **Article IX — Dissolution & Merger**

476 *Section 1. Procedure*

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

- 479 i. The Board of Directors recommends such an action to the membership by a vote of four-
480 fifths (4/5) of the whole number of Officers and Directors.
481 ii. The membership approves the recommendation by a vote of two-thirds (2/3) at an annual
482 meeting.

483 *Section 2. Distribution of Assets*

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

488 **Article X – Parliamentary Authority**

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

492 **Article XI – Amendment**

493 *Section 1. Proposal*

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

- 495 i. An amendment is proposed by the Board of Directors, a Standing Committee, or upon
496 receipt of a petition signed by at least five (5) Chapter presidents.
497 ii. The exact text of the change being proposed is submitted to the Chair of the Bylaws
498 Committee at least ninety (90) days in advance of the Annual Conference or special
499 meeting of the membership at which the proponent(s) seeks consideration of the
500 amendment.

501 *Section 2. Review*

502 When one or more authorized proponents submits a timely amendment, the Bylaws Committee
503 shall:

- 504 i. Review the submission(s) and edit for composition and conformance with the structure
505 and defined terms of these Bylaws;
506 ii. Consolidate similar amendments for joint presentation to the membership, subject to the
507 approval of the proponent(s) of each amendment consolidated;
508 iii. Submit final proposals for amendments to the membership at least thirty (30) days prior
509 to the annual or special meeting of the membership at which the proponents seek their
510 consideration; and
511 iv. Provide a written recommendation for action by the membership based on the
512 Committee's review of the proposed change(s).

513 *Section 3. Adoption*

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

517 *Section 4. Effective Date*

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

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