

1 BYLAWS
2
3 OF THE
4
5 NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.
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9 **ARTICLE I. NAME**

10 The name of this association is the National Emergency Number Association, Inc., also referred
11 to as "NENA." The principle office of the association shall be at a location as determined by the
12 executive board.
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15 **ARTICLE II. OBJECT**

16 Section 1. The object of the association shall be to:

- 17 A. Lead in the development, availability, implementation and enhancement of a universal
18 emergency telephone number common to all jurisdiction(s) through research, planning,
19 training and education;
20 B. Represent its members before communications regulatory agencies and appropriate policy
21 making and legislative bodies;
22 C. Enable all citizens to have immediate access to emergency public safety services so that
23 safety of human life, protection of property and civic welfare are benefited to the utmost
24 degree; and
25 D. Aid and assist in the timely collection and dissemination of information relating to a universal
26 emergency telephone number.
27

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29 **ARTICLE III. MEMBERS**

30 Section 1. Membership Application

- 31 A. All membership applications shall be submitted to the association office on standard forms
32 as approved by the executive board.
33 B. NENA shall not be discriminatory in any of its practices.
34

35 Section 2. Membership Categories

- 36 A. Public sector members are members who are employed by, or appointed or elected to a
37 government or quasi-government agency who are or have been responsible for some
38 aspect of design, promotion, construction, installation, maintenance, command and/or
39 operation of public safety emergency communications systems, including those who have
40 retired from such positions. Public sector members shall be entitled to all rights of
41 membership.
42 B. Private sector members are members who provide products and services related to public
43 safety emergency systems and the public safety emergency communications field, including
44 those who have retired from such positions. Private sector members shall have the right to
45 vote and hold the elected offices of region director and private sector director, and may
46 serve on committees if appointed.
47 C. Emergency Dispatcher Members are members who are certified, engaged in, employed as,
48 or retired from non-management and non-supervisory positions, including call-takers, who
49 wish to further their career in the emergency communications industry and support the
50 goals and objectives of NENA.
51

- 52 D. Associate members are members who are not eligible for public sector or private sector
53 membership but who wish to support the goals and objectives of NENA. Associate members
54 may not vote, nominate candidates for the association executive board, or hold any office on
55 the association executive board. Associate members will not receive the annual
56 membership directory. Associate members may participate in chapter activities and vote on
57 the chapter level in matters pertaining to chapter business in accordance with the chapter
58 bylaws.
- 59 E. All NENA members shall also have automatic membership in a chapter as appropriate and
60 available.
- 61 F. All questions of membership eligibility, including eligibility for nomination and election, shall
62 be determined by the executive board.

63
64 Section 3. Dues

- 65 A. Membership dues are payable as of January 1 each year. Members who are delinquent
66 over 90 days from January 1 may be dropped from the association and chapter membership
67 rolls in accordance with executive board policy.
- 68 B. The annual dues for all membership categories shall be set by the executive board.
- 69 C. Dues may not be raised more than 10% in any one year except by a two-thirds vote of the
70 entire executive board.

71
72 Section 4. Hall of Fame

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

77
78 Section 5. Chapters

- 79 A. Chapter charters shall be granted by the executive board for geographical areas in
80 accordance with established policies. Each chapter shall be financially responsible for its
81 own operations.
- 82 B. Chapters must have bylaws, which shall not conflict with the association's bylaws. Copies of
83 chapter bylaws shall be submitted to the region director whenever changed.
- 84 C. The executive board may cancel a chapter charter by a two-thirds vote of the entire
85 executive board.
- 86 D. Chapter financial records shall be reviewed periodically to ensure that they are operating
87 within the boundaries of NENA's tax exempt status. Should a chapter be found to be
88 engaging in non tax-exempt activities, the members of the chapter shall be notified and the
89 chapter shall be instructed to take corrective action.

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91 Section 6. Grievance Procedures

92 The executive board shall develop and publish grievance procedures to handle conflicts of
93 procedures and chapter operation.

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96 **ARTICLE IV. OFFICERS**

97 Section 1. Designation and term of office

- 98 A. The Officers of this association are president, first vice president/treasurer, second vice
99 president/secretary, and immediate past president.
- 100 B. The term of office for officers shall be for one year or until a successor is elected and
101 assumes office. Terms of office shall commence on the last day of the annual conference.
- 102 C. The first vice president/treasurer shall automatically become president at the end of the term

103 and the second vice president/secretary shall automatically become first vice
104 president/treasurer at the end of the term, if elected by the membership to that office.

105
106 Section 2. Eligibility

- 107 A. All candidates for elective offices shall be certified as an Emergency Number Professional
108 (ENP) prior to nomination for the office. Officers shall maintain ENP certification throughout
109 their tenure on the executive board.
110 B. Officers may derive no more than 15% of their income from commercial activity connected to
111 the 9-1-1 industry, and shall sign an annual statement attesting to same.

112
113 Section 3. Nomination and election

- 114 A. A nominating committee of three members shall be elected by the executive board. The
115 committee shall elect its own chairman. The nominating committee shall propose one or
116 more candidates for second vice president/secretary and directors as necessary, taking into
117 consideration professional reputation, character, and other qualifications that are deemed
118 appropriate by the nominating committee.
119 B. Ballots shall be sent to the membership at least forty days (40) before the date of the Annual
120 Conference. No ballots will be issued during the thirty (30) day period prior to the first day of
121 the conference.
122 C. Election ballots shall be returned to the NENA executive director, sealed in the official ballot
123 envelope, not later than 2 o'clock p.m. five calendar days preceding the start of the
124 association conference. All ballots shall then be delivered by the executive director,
125 unopened, to the chairperson of the nominating committee.
126 D. The nominating committee shall begin the count no later than 12:00 P.M. on the first day of
127 the association conference. A candidate may have a representative at the counting, but the
128 candidate may not be present. Challenges to the validity of any ballot that affects the result
129 shall be settled by the election committee. Election shall be by preferential ballot if there are
130 more than two candidates, and ties shall be broken by lot.
131 E. Upon completion and certification of the ballot count, the results shall be forwarded to the
132 Executive Director. Ballots shall be maintained for a period of one year, after which they
133 shall be destroyed.
134 F. A written request for a ballot recount must be filed with the executive director by noon on the
135 second day of the conference. The executive director shall forward the request to the
136 executive board. It shall require a two-thirds vote to deny such a request. Any recount shall
137 be performed in accordance with policies adopted by the executive board.

138
139 Section 4. Duties of Officers

- 140 A. President – The president shall:
141 1. Serve as chair of the executive board and preside at all meetings of this association and
142 the executive board;
143 2. Report on the state of the association to the membership during the annual conference;
144 3. Appoint committees as allowed by these bylaws and executive board policies;
145 4. Perform the duties incident to the office and such other duties as may be prescribed by
146 the governing documents or by the executive board.
147
148 B. First Vice President/Treasurer – The first vice president/treasurer shall:
149 1. Perform all the duties of the president in his/her absence or inability to act. When so
150 acting, the first vice president/treasurer shall have the powers of and be subject to all
151 restrictions upon the President;
152 2. Have general oversight authority of the books, funds and securities of the association:
153 and

- 154 3. Perform the duties incident to the office and such other duties as may be prescribed by
155 the governing documents or by the executive board.
156
157 C. Second Vice President/Secretary – The second vice president/secretary shall:
158 1. Ensure the production and distribution of accurate minutes of all meetings of the
159 members, executive board, and executive committee;
160 2. Ensure that all notices are duly given in accordance with these bylaws or as required by
161 law;
162 3. Ensure that there is the proper publication and distribution of official correspondence,
163 publication and distribution documents on behalf of the association;
164 4. Perform the duties incident to the office and such other duties as may be prescribed by
165 the governing documents or by the executive board.
166

167 Section 5. Vacancies

- 168 A. A vacancy in the office of president shall be filled by the first vice president/treasurer for the
169 remainder of that term, followed by one full term as president.
170 B. A vacancy in the office of first vice president/treasurer shall be filled by the second vice
171 president/secretary for the remainder of that term, followed by one full term as first vice
172 president/treasurer.
173 C. A vacancy in the office of second vice president/secretary shall be filled by the executive
174 board for the remainder of the term, after which the officer shall not automatically succeed to
175 the next higher office, but if otherwise eligible, may be elected to the office.
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178 **ARTICLE V – MEMBERSHIP MEETINGS**

179 Section 1. Annual membership meeting.

- 180 A. The annual membership meeting of this association shall be held at the annual conference
181 at a time and place to be determined by the executive board for the purpose of receiving
182 reports on the activities and financial condition of the association. The incoming president
183 shall announce the site and date for the next annual conference at the annual conference.
184 B. The quorum for the annual meeting shall be the voting members present. Each voting
185 member shall be entitled to one vote on business brought before the assembly at the annual
186 conference. Proxy voting shall not be allowed.
187 C. Notice of the annual meeting stating the date, time and location shall be sent to all members
188 at least forty-five days in advance of the meeting.
189 D. Special membership meetings may be called by the executive board or upon the written
190 request of a majority of the chapters. Notice of a special meeting must include the items that
191 will be brought up at the meeting, and only such items may be taken up at the special
192 meeting. Notice of a special meeting, stating the date, time and location, shall be given to all
193 members at least twenty-one days prior to a special meeting.
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196 **ARTICLE VI – EXECUTIVE BOARD**

197 Section 1. Composition.

- 198 A. The executive board shall be comprised of the officers of the association, five region
199 directors, and one private sector director.
200
201 B. Region directors shall represent geographical areas as follows:
202 1. Western Region I: Alaska, Arizona, California, Colorado, Idaho, Hawaii, Montana,
203 Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, U.S. territories in the
204 Pacific region; Australia, New Zealand, Pacific Island nations, and the nations on the

- 205 continent of Asia;
- 206 2. North Central Region II: Illinois, Indiana, Iowa, Kansas, Michigan, Minnesota, Missouri,
207 Nebraska, North Dakota, Ohio, South Dakota, Wisconsin;
- 208 3. Northeastern Region III: Connecticut, Delaware, Maine, Maryland, Massachusetts, New
209 Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont, Virginia,
210 Washington D.C., West Virginia, Iceland, Greenland, and the nations on the continents
211 of Europe and Africa;
- 212 4. Southeastern Region IV: Alabama, Arkansas, Florida, Georgia, Kentucky, Louisiana,
213 Mississippi, North Carolina, Oklahoma, South Carolina, Tennessee, Texas, U.S.
214 territories in the Atlantic region, the Caribbean Island nations, Mexico, the nations in
215 Central America, and the nations on the continent of South America; and
- 216 5. Canadian Region V: Canadian Provinces (Manitoba, Ontario, Saskatchewan, New
217 Brunswick, Prince Edward Island, Nova Scotia, Newfoundland, Quebec, Alberta, British
218 Columbia, Yukon, Northwest Territories, Nunavut)
- 219 C. The region directors shall be elected by the members within that geographic region, and
220 must reside within the region that they are responsible to serve.
- 221 D. The private sector director shall be a private sector member elected by the voting members
222 of the association. The private sector director must remain in that category of membership
223 throughout the term of office.
- 224 E. The term of office of the region and private sector directors shall be two years or until a
225 successor is elected and assumes office. The Western and Southeastern region directors,
226 and the private sector director shall be elected in even numbered years. The North Central,
227 Northeastern and Canadian Region directors shall be elected in odd numbered years.
- 228 F. Balloting for directors shall be held concurrently and under the same conditions as balloting
229 for officers.
- 230 G. Directors shall perform such duties and exercise such authority as assigned by the president
231 or the executive board.
- 232 H. A vacancy in any of the director positions shall be filled by the executive board for the
233 remainder of the term.

234 Section 2. Authority and Duties

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

254 Section 3. Executive Board Meetings.

- 256 A. The executive board shall meet at least two times per year in accordance with executive
257 board policy. A quorum shall be a majority of the executive board then in office.
258 B. Special meetings of the executive board may be called by the president or any four
259 members of the executive board.
260 C. The executive board may meet by telephone conference call or other electronic means
261 provided that all members may hear and speak to one another at the same time.
262 D. Notice shall be sent to all executive board members at least 14 days in advance of a regular
263 meeting, and at least twenty-four hours in advance of a special meeting. Notice may be sent
264 by electronic mail and other methods as allowed by the executive board.
265 E. The executive director shall be expected to attend all executive board meetings, and may
266 make motions and speak in debate, but not vote. The executive director may be excused
267 from part of an executive board meeting by majority vote of the executive board.
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270 **ARTICLE VII - ADMINISTRATION**

271 **Section 1. Association Office**

- 272 A. The association shall maintain an office for the conduct of the business of the association,
273 which shall be under the direct supervision and authority of an executive director.
274 B. The executive director shall be employed through a contract negotiated through legal
275 counsel by the president with the approval of the executive board.
276 C. The executive board shall provide such policies and procedures as are necessary to ensure
277 an annual performance review of the executive director.
278 D. The executive board may designate other such administrative officers and delegate to them
279 such authority as deemed necessary for the administration of the association.
280

281 **Section 2. Association property**

- 282 A. All right, title, and interest, both legal and equitable, in and to property of this association
283 shall remain in the association. Any property of the association in the possession or trust of
284 a member or employee shall be returned immediately to the association upon the
285 termination of relationship with this association.
286 B. The NENA logo is a registered trademark and its use, except as specifically provided for in
287 this Article, shall be strictly controlled by the executive board, except that chapters are
288 specifically authorized to use the logo for stationery purposes in the pursuit of their normal
289 business activities.
290 C. There shall be an official publication of this association, distributed to all paid members of
291 the organization as well as offered by annual subscription in accordance with executive
292 board policy.
293

294 **Section 3. Insurance and Indemnification**

- 295 A. Officers, directors, employees and others as designated by the executive board shall be
296 insured in accordance with executive board policies.
297 B. Officers and directors shall be indemnified to the full extent permitted under the laws of the
298 State of Wisconsin.
299

300 **Section 4. Dissolution**

- 301 A. This association may be dissolved, merged, or consolidated into a new association only if all
302 of the following conditions are met:
303 1. The board of directors shall, by at least a two-thirds vote, recommend such action to the
304 membership.
305 2. The members shall approve the action by at least a two-thirds vote at a regular meeting
306 or a special meeting called for the purpose.

307 B. Should NENA, Inc. be dissolved, all assets shall be distributed to an organization of similar
308 purpose as selected by a two-thirds vote of the members at the meeting at which the
309 dissolution is approved.

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312 **ARTICLE VIII – COMMITTEES**

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

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

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

329 C. Finance/Investment Committee – There shall be a finance/investment committee to oversee
330 the financial planning of the association. The finance/investment committee shall be chaired
331 by the first vice president/treasurer, and shall also include the president, the second
332 vice/president/secretary and one region director appointed by the executive board. The
333 executive director shall serve as an ex-officio member.

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335 Section 2. Special Committees.

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

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341 **ARTICLE IX – PARLIAMENTARY AUTHORITY**

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

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347 **ARTICLE X – AMENDMENT**

348 Section 1. Requirements for Amendment.

349 These bylaws may only be amended if all of the following conditions are met:

350 A. Amendments may be proposed by the executive board, a standing committee, or upon
351 petition of any five chapter presidents.

352 B. The exact text of the change being proposed must be submitted to the chair of the bylaws
353 committee at least 90 days prior to the meeting at which the amendment is considered.

354 C. The bylaws committee shall:

355 1. Review all submitted amendments and edit for composition;

356 2. Consolidate similar amendments for joint proposal subject to acceptance by the
357 proposers; and

- 358 3. Submit proposed amendments to the members at least thirty days prior to the meeting at
359 which the vote will be taken, together with the committee's recommendation for action.
360 D. The amendment must receive the affirmative vote of two-thirds of the members present and
361 voting.
362

363 Section 2. Effective Date.

- 364 A. All amendments to these bylaws shall become effective immediately upon adoption, unless
365 a proviso is adopted that changes the effective date.
366 B. Adopted amendments shall be published in the next official association publication after
367 adoption.