

STATE OF WISCONSIN
NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.

B Y L A W S

Article I – ELECTION OF MEMBERS

Section 1 – Membership Applications

Applications for Membership and the reporting thereof shall be executed upon standard forms as approved and directed by the Executive Board of the National Association.

- 1.1 Application from the State of Wisconsin
 - A. Persons residing and/or employed within the State of Wisconsin shall submit completed standard application forms through the Wisconsin Chapter, NENA, which holds the charter for its particular geographical area.
 - B. After determining the eligibility and classification of the applicant, the Chapter Secretary shall report such membership(s), along with the proper dues to the National Office.
 - C. If the application is submitted directly to the National Office, the Executive Director shall forward it to the Local Chapter Secretary for processing in order to verify eligibility and classification and to assure membership at both the Local Chapter and National levels.

ARTICLE II – OFFICERS – GENERAL

Section 1 – Terms of Office

Elected officers shall assume their duties and authorities on the last day of the Annual Fall Conference at which they were elected. Officers shall remain in office until the installation of their elected successor.

Section 2 – Vacancies in Office

- 2.1 Vacancies in the offices of President and First Vice President/Secretary shall be filled by advancement in rank provided that such fulfillment shall be in acting capacities until the next Annual Fall Conference where the acting officer shall be eligible for

regular investiture to office. Such acting capacities shall have no otherwise effect upon their normal terms of office or eligibility thereunto.

- 2.2 Vacancies in the office of Second Vice President/Treasurer shall be filled by Presidential appointment as confirmed by the Executive Board of Officers, and such approved appointee shall perform his duties in the acting capacity until the next Annual Fall Conference where the person so acting shall be eligible for regular nomination to office.

ARTICLE III – OFFICERS (DUTIES AND AUTHORITY)

Section 1 – President

1.1 Authority

The President's power shall include authority to:

- A. Carry out duties as delegated in this Article, and those policies duly adopted by Executive Board.
- B. Appoint special committees to perform tasks deemed necessary.
- C. Authorize reasonable and proper expenses, up to \$100 to any board member for the purpose of specific Association duties. Such authorization shall be reported to the full board, by mail, within 72 hours.
- D. Call any committee into session at any time.
- E. Engage legal counsel in accordance with the approval of the Executive Committee of the Wisconsin Chapter.

1.2 Duties

In addition to such other authority, the President's duties shall include the following:

- A. Preside at all meetings of this Association and/or the Executive Board and serve as Chair of the Executive Board.
- B. Appoint committees in accordance with Article IV of these Bylaws.

- C. Report on the State of the Association to the membership at its Annual Fall Conference.
- D. Carry out the purposes of this Association as set forth in its Constitution and Bylaws.
- E. Keep the Executive Board informed of Association matters; and
- F. Make appointments to fill vacancies in office.

1.3 Parliamentary Authority

The President's parliamentary decision upon the conference floor shall be final, provided it not be in conflict with the conference rules of this Association and for other matters by Roberts Rules of Order to the extent practicable.

Section 2 – Vice President

2.1 First Vice President

It shall be the duty of the First Vice President to perform all the duties of the President in his/her absence. When so acting, the First Vice President shall have all powers of and be subject to all the restrictions upon the President and each officer must co-sign all checks in the absence of the President. The First Vice President shall have such other duties and exercise such authority as from time to time may be delegated by the President of the Executive Board.

2.2 Second Vice President

It shall be the duty of the Second Vice President to perform all the duties of the First Vice President in his/her absence. When so acting, the Second Vice President shall have all the powers and be subject to all restrictions upon the First Vice President. The Second Vice President shall have such other duties and exercise such authority as from time to time may be delegated or assigned by the President of the Executive Board.

Section 3 – Secretary

- 3.1 It shall be the duty of the Secretary to provide for the notice and keeping of minutes and records of all Conferences of this Association, and serve as the Secretary for all meetings of the Executive Board. The Secretary will also work with the National

Office Executive Director to verify eligibility and classification on all new applicants to the Chapter.

Section 4 – Treasurer

- 4.1 It shall be the duty of the Treasurer to provide financial reports on the expenses and accounts of the Wisconsin Chapter and to provide a budget for the coming year at the Annual Fall Conference.

Section 5 – Executive Board

5.1 Designator

The Executive Board membership shall include the President, all past Presidents, First and Second Vice Presidents, and the Chairs of all special committees. The past Presidents and Chairs of all special committees shall meet with and serve on the Executive Board in an advisory capacity, without vote.

5.2 Authority

Authority is merely provided for the Executive Board, between Annual Fall Conference to perform all functions and do all acts, which this Association might do or perform, except it shall not have the power to amend the Constitution and/or Bylaws. Its decisions shall be final in matters determined “reasonable and proper”. It has the power to convene or poll itself by a majority vote.

5.3 Duties

The duties of the Executive Board are as follows:

- A. Make appropriate recommendations to the membership at the Annual Fall Conference on matters considered by the Board since the last Annual Fall Conference.
- B. Supervise all accounts and expenses of the Association, and review the audit of the accounts of the Association.
- C. Review, modify as necessary, and approve the proposed budget of the Wisconsin Association, such budget to show anticipated revenue, expenses and the desired objective, and anticipated expenses of any projects that are not a part of the regular activities of the Association.

5.4 Meetings

The Executive Board shall meet at such times and places as the President shall designate, or as the Board itself may otherwise deem necessary to be a majority vote of its members.

5.5 Quorum

A meeting of the Executive Board shall not be official unless attended by a majority of its members.

ARTICLE IV – COMMITTEES

Section 1 – Standing Committee

1.1 Nominating Committee

The members of this committee are the Immediate Past President and two other members appointed by the Executive Board preceding the Annual Fall Conference by at least 90 days.

Section 2 – Special Committees

Special committees may be appointed by the President as necessary. Members of these committees shall serve at the pleasure of the President and their terms otherwise shall expire concurrently with that of the President.

ARTICLE V – DUES

Section 1 – Dues Rates

Annual dues rates for the National Association are \$75 per year for each membership classification, and a designated portion of these dues shall be returned to the Wisconsin Chapter.

Section 2 – Dues Payment Schedule

Membership dues are payable on the anniversary date of joining; members who are delinquent over 90 days from their anniversary date shall be dropped from the membership roll.

ARTICLE VI – OFFICIAL PUBLICATION

There shall be an official publication of this Association, which shall be governed by the Executive Board. Operation of this publication shall be the responsibilities of the Executive Board.

ARTICLE VII – PROCEDURES

Section 1 – Amendment Procedures

1.1 State of Restrictions

The Constitution and/or Bylaws of this Association may be amended only by a majority vote of the voting membership, as specified herein.

1.2 Requirements

The proposal to amend the Constitution and/or Bylaws of the Association shall be honored from any Chapter member. Errors in the format of such proposal shall not be sufficient cause for rejection.

An amended proposal shall be submitted by the maker in written form to the Executive Board and its format shall in order be:

- A. Indication of the name of the maker of the proposal;
- B. Indication of the intent of the proposal;
- C. Indication of the Annual Fall Conference where considered desired.
- D. Indication of the Article(s) Section(s) and Paragraph(s) of the Constitution and/or Bylaws proposed to be amended;
- E. Proposed amending language.

1.3 Drafting of Resolution to Amend

A Resolution to amend the Constitution and/or Bylaws of the Association shall be based upon the required amending proposal and with the guidance of the Executive Board. It shall be so devised and drafted by the President. A copy of the draft resolution shall be provided to the maker prior to the publication for his/her concurrence.

Participation by the Executive Board in these matters shall not be construed to imply their support of the measures considered therein except when the Executive Board initiates an amended resolution.

1.4 Required Publication

An amending resolution, which has been processed with the requirements of Section 1.2 and 1.3 of this Article shall be published and distributed to all members of this Association no less than thirty days before the Annual Fall Conference for consideration.

1.5 Quorum Revision of Resolutions

A conference quorum may make amendments to a resolution to amend the Constitution and/or Bylaws by means of a majority vote on each proposed resolution amendment.

1.6 Effective Date of Amendments

Resolution passed and adopted by this Association in accord with the provisions of the Constitution and/or Bylaws shall be in force and effect upon the adjournment of the Annual Fall Conference where considered and adopted provided an exception to this effect is not otherwise contained in the language of the resolution adopted.

Section 2 – Impeachment

A two-thirds majority vote of the total membership shall be required for the removal from office of an officer of this Association.

Section 3 – Parliamentary Procedure

Upon any question coming before this Association not otherwise specifically provided for in the Constitution and/or Bylaws, the presiding officer shall be governed to the extent practicable by Roberts Rules of Order.

ARTICLE VIII – DISBURSEMENT OF ASSETS UPON DISSOLUTION

Section 1 – Statement of Intent

Should NENA Inc. be dissolved, all assets shall be distributed to an organization or organizations, or similar purpose as selected by a two-thirds majority vote of an annual conference quorum, or by the Executive Board if between annual conferences.

ARTICLE IX – ANNUAL CONFERENCE

Section 1 – Conference Quorum

The members attending a business session of an Annual Fall Conference shall constitute a Conference Quorum.

Section 2 – Conference Rules

Conference rules may be established by a majority vote of the Annual Fall Conference Quorum. The conference rules shall be part and parcel of these Bylaws provided the provisions of Bylaws Article VII, Section 1.5 are waived with respect to the conference rules only.

ARTICLE X – GRANTS AND CONTRIBUTIONS

Section 1 – Application for Funds

The President of the Association or any members designated by him/her may make application to philanthropic organizations, corporations, agencies, groups, or persons for grants or contributions of funds or property for carrying out general or specific purposes of this Association.

No application shall be made to, or contribution received from, any person or agency except after a determination by the Executive Board that a grant or contribution to the Association except upon approval of the Executive Board. The terms of any such grant or contributions to the Association would be motivated by the desire to further the purposes of the Association and not to derive personal benefit or privilege to the donor.

Section 2 – Acceptance of Grants or Contributions

Any member who may be offered a grant, or contribution, or contract for this Association shall immediately notify the President and no grant or contribution shall be finally accepted by the Association except upon approval of the Executive Board. The terms of any such grant or contribution shall be set forth in writing and signed on behalf of the Association and donor.

Section 3 – Administration of Funds

Any grant or contribution of the Association shall be credited to its general fund unless under the terms thereof, a special fund is of such grant or contribution shall follow the procedure defined for general funds of the Association, unless provided for otherwise in the terms of the grant or contribution and agreed upon by the Executive Board.

ARTICLE XI – RETENTION OF PROPERTY INTEREST

Section 1 – Retention of Title

All rights, title, and interest, both legal and equitable in and to property of this Association shall remain in the Association.

Section 2 – Requirements for Return of Property

All property of the Association in the possession or trust of a member or employee shall be returned immediately to the Association in the event of his/her death, resignation, suspension, or expulsion.

STATE OF WISCONSIN

NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.

CONSTITUTION (Amended October 4, 2000)

ARTICLE I – PURPOSE AND AUTHORITY

Section 1 – Name and General Membership Requirement

This organization shall be known as The Wisconsin Chapter of the Emergency Number Association (WI-NENA).

Section 2 – Purpose

The purpose of the Wisconsin Chapter, WI-NENA shall be to:

- A. The Association is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or any future tax code. Foster the development, availability and implementation of a universal emergency telephone number common to all jurisdictions through research, planning, training and education. To represent its members before communication regulating agencies and policy-making bodies as appropriate; and strive toward citizens having 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.
- B. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.
- C. Provide for membership in the Association in accordance with the language and intent of its Constitution and Bylaws that are now, and may later be in effect. Membership shall not be limited other than by classification and good character, and shall have such rights and privileges as may be provided from time to time.

ARTICLE II – MEMBERSHIP

Section 1 – Membership Designations

The membership of this Association shall be divided into four classes: Active Member, Commercial Member, Associate Member, and Lifetime Member.

Members shall be admitted in accordance with the classification requirements set forth in this Article. Membership shall not be denied on the basis of race, color, creed, national origin, sex, age or numerical limitation. All members are eligible to serve on committees if appointed.

1.1 ACTIVE MEMBER

The following shall be eligible for ACTIVE membership in this Association: any administrative, supervisory and telecommunication personnel responsible for planning, organizing, staffing, directing, controlling and operating functions required in the design, promotion, construction, installation, maintenance, command and/or operation of local 9-1-1 Public Safety Communication Systems who are employed as salaried by federal, state or local government agency, or an agency substantially supported by government funds.

1.2 COMMERCIAL MEMBER

The following shall be eligible for COMMERCIAL membership in this Association: those persons in the business sector who receive the majority of their compensation from design, manufacture, sale, service, maintenance, lease, rental or promotion of equipment or systems which are used or can be used in public safety emergency systems; and those persons who are engaged in writing, publishing, advising and consulting in the public safety emergency communications field or who distribute goods and represent companies, firms, or persons including themselves and others who profit materially from such activities.

1.3 ASSOCIATE MEMBER

Those persons not eligible for, or restricted from, the Active or Commercial class of membership shall be eligible for ASSOCIATE membership.

1.4 LIFETIME MEMBER

Members who have been recognized by the Executive Board will be eligible for lifetime membership.

Section 2 – Dues

The dues rate for each class of membership in this Association is set forth in Article V of the Bylaws of the National Constitution and Bylaws, and specifies the rate of dues returned to the State Chapter.

Section 3 – Voting and Officer Restrictions

All members of this Association have the right to vote and the right to hold elected office. Only ACTIVE members may hold the elected position of President. Members may only run for one position/office. Only one member from any agency or company may be a member of the Executive Board at one time.

ARTICLE III – OFFICERS

Section 1 – Designation

The officers of the Association shall consist of the following: President, First Vice President, Second Vice President, Secretary, and Treasurer.

All officers will be filled by election at the Annual Fall Conference of the Wisconsin Chapter of the Association.

Section 2 – Election Procedure

- 2.1 The Chairman of the Nominating Committee shall request nomination for particular offices from the membership through the Chapter Publication at least 60 days before the Annual Fall Conference. Nominees must be eligible to hold the office for which nominated in accord with the Constitution and Bylaws.
- 2.2 After receipt of nomination from the membership, the Nominating Committee will report a final slate of candidates at least 30 days before the date of the Annual Fall Conference together with ballots. Officers shall be elected by secret ballot from this final slate prepared as required by Bylaws, Article IV (Nominating Committee), and this section.
- 2.3 Election ballots shall be returned no later than 10:00 a.m. on the first day of the Annual Fall Conference. All ballots shall be returned unopened to the Chairman of the Nominating Committee. The full Nominating Committee will open and count each ballot. The Executive Board of Officers shall then settle challenges as to the validity of any ballot count. The results shall be forwarded to the President.
- 2.4 Election to office shall be determined by receiving a simple majority (50% plus 1) of the votes cast. If more than two candidates

compete for the same office and a simple majority of one candidate is not achieved, the candidate receiving the most votes shall be declared the winner.

ARTICLE IV – ANNUAL CONFERENCE

Section 1 – Definition

The annual meeting of this Association shall be known as the Annual Fall Conference. Site and date for the Annual Fall Conference of the Association shall be the responsibility of the Executive Board of Officers.

ARTICLE V – TRADEMARK PROTECTION

Section 1 – Statement of Policy

The NENA logo is a registered trademark and its use, except as specifically provided for in this Article, shall be strictly controlled by the Executive Board of the National organization.

- 1.1 Chapters are specifically authorized to use the logo for stationary purposes in the pursuit of their normal business activities.
- 1.2 The use of the logo in the manufacture of jewelry and hardware and in conjunction with the identification and/or commercial activities is expressly prohibited except as provided for in Section 1.3 herein.
- 1.3 Any deviation from restrictions of Section 1.2 above shall require the express written authority of the Executive Board of the National Association in each particular instance.

ARTICLE VI – ACTIVITIES

Section 1 – Allowable Activities

Notwithstanding any other provisions of these Articles, the Association shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from the Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future federal tax code, or (b) by an association, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding provisions of any future federal tax code.

ARTICLE VII – DISSOLUTION OF THE ASSOCIATION

Section 1 – Distribution of Assets

Upon dissolution of the Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Association is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.