

STATE OF WISCONSIN
NATIONAL EMERGENCY NUMBER
ASSOCIATION, INC.
BYLAWS

Amended October 26, 2014

By Laws

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ELECTION OF MEMBERS

Section 1.01 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.

Section 1.02 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 ensure membership at both the Local Chapter and National levels.

Article II. OFFICERS – GENERAL

Section 2.01 Terms of Office

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

Section 2.02 Vacancies in Office

- A. 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 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.
- B. 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 Conference where the person so acting shall be eligible for regular nomination to office.

Article III. OFFICERS (DUTIES AND AUTHORITY)

Section 3.01 President

- A. Authority - The President's power shall include authority to:
 - 1. Carry out duties as delegated in this Article, and those policies duly adopted by Executive Board.
 - 2. Appoint special committees to perform tasks deemed necessary.
 - 3. Authorize reasonable and proper expenses, up to \$500, to any board member for the purpose of specific Association duties. Such authorization shall be reported to the full board, by email, within 72 hours.
 - 4. Call any committee into session at any time.
 - 5. Engage legal counsel in accordance with the approval of the Executive Committee of the Wisconsin Chapter.
- B. Duties - In addition to such other authority, the President's duties shall include the following:
 - 1. Preside at all meetings of this Association and/or the Executive Board and serve as Chair of the Executive Board.
 - 2. Appoint committees in accordance with Article IV of these Bylaws.
 - 3. Report on the State of the Association to the membership at its Annual Conference.
 - 4. Carry out the purposes of this Association as set forth in its Constitution and Bylaws.

5. Keep the Executive Board informed of Association matters; and
 6. Make appointments to fill vacancies in office.
- C. 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 3.02 Vice President

A. 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.

B. 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 3.03 Secretary

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 3.04 Treasurer

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 Conference.

Section 3.05 Executive Board

A. 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.

B. Authority

Authority is merely provided for the Executive Board, between Annual Conferences 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.

C. Duties - The duties of the Executive Board are as follows:

1. Make appropriate recommendations to the membership at the Annual Conference on matters considered by the Board since the last Annual Conference.
2. Supervise all accounts and expenses of the Association, and review the audit of the accounts of the Association.
3. 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.

D. 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.

E. Quorum

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

Article IV. COMMITTEES

Section 4.01 Standing Committee

A. Nominating Committee

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

Section 4.02 Special Committees

The President, as necessary, may appoint special committees. 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 5.01 Dues Rates

The National Emergency Number Association shall set the dues rate for each category of membership in this Chapter.

Article VI. OFFICIAL PUBLICATION

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

Article VII. PROCEDURES

Section 7.01 Amendment Procedures

A. 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.

B. 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:

1. Indication of the name of the maker of the proposal
2. Indication of the intent of the proposal
3. Indication of the Annual Conference where consideration is desired
4. Indication of the Article(s) Section(s) and Paragraph(s) of the Constitution and/or Bylaws proposed to be amended
5. Proposed amending language

C. 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.

D. Required Publication

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

E. 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.

F. 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 Conference where considered and adopted, provided an exception to this effect is not otherwise contained in the language of the resolution adopted.

Section 7.02 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 7.03 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

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 9.01

The annual conference shall be held at a time and place to be determined by the executive board. The incoming president shall announce the site and date for the next annual conference at the annual conference. If the annual conferences are canceled, then all business that took place at the Annual Conference shall take place annually at a business meeting, as determined by the Executive Board.

Section 9.02 Conference Quorum

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

Section 9.03 Conference Rules

Conference rules may be established by a majority vote of the Annual 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 10.01Application 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 10.02Acceptance 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 10.03Administration 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 11.01 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 11.02 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.