

BYLAWS

Missouri Chapter of the

NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.

ARTICLE I. NAME

The name of this association is the Missouri Chapter of the National Emergency Number Association, Inc., also referred to as the "chapter," under a charter granted by the NENA executive board.

ARTICLE II. OBJECT

Section 1. The object of the chapter shall be to assist in the fulfillment of the NENA mission by:

- A. Leading in the development, availability, implementation and enhancement of a universal emergency telephone number common to all jurisdiction(s) through research, planning, training and education;
- B. Representing its members before communications regulatory agencies and appropriate policy making and legislative bodies;
- C. Enabling all citizens to have immediate access to emergency public safety services so that safety of human life, protection of property and civic welfare are benefited to the utmost degree; and
- D. Aiding and assisting in the timely collection and dissemination of information relating to a universal emergency telephone number.

ARTICLE III. MEMBERS

Section 1. Membership Application

- A. All membership applications shall be submitted to the NENA office on standard forms as approved by the NENA executive board.
- B. NENA shall not be discriminatory in any of its practices.
- C. Membership categories shall be the same as for the NENA national association: public sector members, private sector members, emergency dispatcher members, and associate members.
- D. Automatic membership in the chapter shall be granted to those NENA members who reside or work within this chapter's geographic jurisdiction.

Section 2. Dues

- A. Membership dues are payable as of January 1 each year. Members who are delinquent over 90 days from January 1 may be dropped from the chapter membership rolls in accordance with NENA executive board policy.
- B. The annual dues for all membership categories shall be set by the NENA executive board.

Section 3. Authority

- A. The members of the chapter shall:
 1. Approve the proposed budget of the chapter, such budget to show anticipated revenues by source, anticipated expenses and the desired objective, and anticipated expenses of any projects that are not a part of the regular activities of the chapter;

2. Elect the officers and directors of the chapter;
3. Amend these bylaws in accordance with the provisions contained herein.

ARTICLE IV. OFFICERS

Section 1. Designation and term of office

- A. The offices of this Chapter shall consist of the following: president, first vice president, second vice president, secretary, and treasurer. Each office will be for a two year term. The election of officers with the exception of the 1st vice president and the wireless advisory board member will be held every two years on even numbered years and the 1st vice president and wireless advisory board member will be elected on odd numbered years at the Annual Conference of the Missouri Chapter of the Association.

Section 2. Eligibility

Any NENA member, public or private, in good standing may serve as a chapter officer. Only members of the public sector may serve as president or 1st vice president.

Section 3. Nomination and election

- A. A nominating committee of three members shall be appointed by the chapter executive board one of which shall be the chairman..
- B. The chairman of the nominating committee shall request nominations for particular offices at least 60 days before the annual conference. Nominees must be eligible to the office for which nominated.
- C. The slate of qualified nominees shall be presented to the membership for election by ballot, no less than 30 days prior to the annual conference.
 1. A nominee must be a Missouri member in good standing, with a minimum of two (2) years consecutive membership
 2. Nominee must be nominated by a Missouri member in good standing
 3. Nominee must meet member classification requirements for office
- D. Election ballots shall be returned to the chapter executive board as designated on the ballot. No ballot will be counted if it is received after the date listed on the ballot.
- D. Ballots shall be destroyed 90 days after the result of the election has been announced.
- E. A written request for a ballot recount must be filed with the secretary within 30 days after the result of the election has been announced. Any recount shall be performed in accordance with policies adopted by the executive board.

Section 4. Duties of Officers

- A. President – The president shall:
 1. Serve as chair of the executive board and preside at all meetings of this chapter and the executive board;
 2. Report on the state of the chapter to the membership at the annual meeting;
 3. Appoint committees as allowed by these bylaws and executive board policies;
 4. Perform the duties incident to the office and such other duties as may be prescribed by the governing documents or by the chapter executive board.
- B. First Vice President – The first vice president shall:
 1. Perform all the duties of the president in their absence or inability to act. When so acting, the first vice president shall have the powers of and be subject to all restrictions upon the president;

2. Perform the duties incident to the office and such other duties as may be prescribed by the governing documents or by the chapter executive board.

C. Second Vice President- The second vice president shall:

1. Perform all the duties of the first vice president in their absence or inability to act. When so acting, the second vice president shall have the powers of and be subject to all restrictions upon the president;

D. Secretary – The secretary shall:

1. Ensure the production and distribution, including NENA headquarters, of accurate minutes of all meetings of the members and chapter executive board, committee.
2. Ensure that all notices are duly given in accordance with these bylaws or as required by law;
3. Ensure that there is the proper publication and distribution of official correspondence, publication and distribution documents on behalf of the chapter;
4. Perform the duties incident to the office and such other duties as may be prescribed by the governing documents or by the chapter executive board.

E. Treasurer – The treasurer shall:

1. Have general oversight authority of the books, funds and securities of the chapter;
2. Prepare the chapter financial records for review by NENA;
3. Send or cause to be sent all financial reports required by law to NENA;
4. Perform the duties incident to the office and such other duties as may be prescribed by the governing documents or by the chapter executive board.

Section 5. Vacancies

- A. A vacancy in the office of president shall be filled by the first vice president for the remainder of that term.
- B. A vacancy in any other office may be filled by the chapter executive board for the remainder of the term.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1. Membership meetings.

- A. The chapter shall meet at least annually at a time and place as determined by the executive board.
- B. A majority shall be 50% plus 1 of those present
- C. An annual meeting shall be held for the purpose of receiving reports on the activities and financial condition of the chapter. Notice of the annual meeting stating the date, time and location shall be sent to all members at least forty-five days in advance of the meeting.
- D. Special membership meetings may be called by the executive board or upon the written request of 15 chapter members. Notice of a special meeting must include all of the items that will be brought up at the meeting, the date, time and location of the special meeting.
- E. Proxy voting shall not be allowed.

ARTICLE VI – EXECUTIVE BOARD

Section 1. Composition.

- A. The chapter executive board shall be comprised of the officers of the chapter and the immediate past president.

Section 2. Authority and Duties

- A. The business and affairs of the chapter shall be managed under the direction of the chapter executive board, which shall exercise all of the powers of the chapter except those powers otherwise reserved exclusively to the members.
- B. The chapter executive board shall:
 - 1. Establish and maintain adequate management of the chapter's activities;
 - 2. Engage appropriate staff as deemed necessary to manage the administrative affairs of the chapter;
 - 3. Fill vacancies in accordance with these bylaws;
 - 4. Appoint additional committees as deemed necessary;
 - 5. Engage legal and other counsel as deemed appropriate by the chapter executive board; and
 - 6. Issue an annual financial report to the membership and report on chapter activities.

Section 3. Chapter Executive Board Meetings.

- A. The chapter executive board shall meet a minimum of 4 times per year in accordance with chapter executive board policy. A quorum shall be a majority of the chapter executive board then in office.
- B. Special meetings of the chapter executive board may be called by the president or any three members of the chapter executive board.
- C. The chapter executive board may meet by telephone conference call or other electronic means provided that all members may hear and speak to one another at the same time.
- D. Notice shall be sent to all executive board members at least 14 days in advance of a regular meeting, and at least twenty-four hours in advance of a special meeting. Notice may be sent by electronic mail and other methods as allowed by executive board policies. Notice may be waived in writing before, during or after the meeting.

ARTICLE VII - ADMINISTRATION

Section 1. Office

The association may maintain an office at a location as determined by the Missouri Chapter executive board.

Section 2. Insurance and Indemnification

Officers, directors, employees and others as designated by the executive board may be insured in accordance with chapter executive board policies.

Section 3. Chapter property

All right, title, and interest, both legal and equitable, in and to property of this chapter shall remain in the chapter. Any property of the chapter in the possession or trust of a member or employee shall be returned immediately to the chapter upon the termination of relationship with this chapter.

Section 4. Dissolution

If this chapter is dissolved, all assets shall be distributed to an organization of similar purpose as selected by a two-thirds vote of the members at the meeting at which the dissolution is approved.

ARTICLE VIII – COMMITTEES

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

- A. Bylaws Committee – There shall be a bylaws committee composed of at least three members. The chapter president shall appoint the chair subject to the approval of the chapter executive board, and members of the committee shall be appointed by the committee chair, subject to approval by the president. The bylaws committee shall periodically review the bylaws to ensure clarity, consistency and compliance with current policy and not be in conflict with NENA bylaws, making recommendations for amendment as necessary. The bylaws committee shall receive proposed changes to the bylaws from others authorized to propose amendments, present them to the membership for vote at an annual or special meeting, and make recommendations as deemed necessary.
- B. Elections Committee – There shall be an elections committee comprised of at least three members. The chapter president shall appoint the chair subject to approval by the chapter executive board. Members of the committee shall be appointed by the committee chair subject to approval by the chapter president. The election committee shall oversee the election process, count ballots, and report to the membership on the results of the election.
- C. Finance/Investment Committee – There shall be a finance/investment committee to oversee all financial matters, including but not limited to, the financial planning of the chapter. The finance/investment committee shall be chaired by the first vice president/treasurer, and shall also include the president, the vice president/secretary and one chapter region director appointed by the chapter executive board. The executive director shall serve as an ex-officio member.

Section 2. Special Committees.

Special committees may be formed by the members or the chapter executive board and shall perform duties as directed.

ARTICLE IX – PARLIAMENTARY AUTHORITY

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

ARTICLE X – AMENDMENT

Section 1. Requirements for Amendment.

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

- A. Amendments may be proposed by the chapter executive board, a standing committee, or upon petition of any ten chapter members.
- B. The exact text of the change being proposed must be submitted to the chair of the bylaws committee at least 90 days prior to the meeting at which the amendment is to be considered.
- C. The bylaws committee shall:
 1. Review all submitted amendments and edit for composition;
 2. Submit proposed amendments to the members at least thirty days prior to the meeting at which the vote will be taken, together with the committee's recommendation for action.
- D. The amendment must receive the affirmative vote of two-thirds of the members present and voting.
- E. Copies of chapter bylaws shall be submitted to NENA headquarters whenever changed.