

## **ARTICLE I - PURPOSE AND AUTHORITY**

### **Section 1. Name**

The name of this organization shall be known as the Virginia Chapter of the National Emergency Number Association, also referred to as "Chapter" or "VIRGINIA NENA". The Chapter is chartered by the National Emergency Number Association henceforth referred to as "Association" or "NENA", a 501(c) (3) non-stock corporation. The Chapter is separate and a distinct organization, operating independently of the Association and financially responsible for its own operations, but shall comply with the Bylaws of the Association.

### **Section 2. Object**

The object of the Chapter shall be to:

- A. Lead in the development, availability, implementation and enhancement of a universal emergency telephone number common to all jurisdictions through research, planning, training, and education;
- B. Represent its members before communication regulatory agencies and policy making bodies; 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;
- C. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number;
- D. Enable 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
- E. Provide for membership in this Chapter in accordance with the language and intent of its By-laws, which 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 by classification as may be provided from time to time.

## **ARTICLE II - MEMBERSHIP**

### **Section 1. Members**

Applications for Chapter membership and the reporting thereof, shall be executed upon standard forms as approved and directed by the Executive Board of NENA. All applications are submitted directly to the Association office. The President of the Chapter may, at any time, request for the Association office to produce a list of the Chapter members

### **Section 2. Membership Designations**

The membership of the Chapter shall be divided into the classes of Public Sector Member, Private Sector Member, Telecommunicator, Associate Member, NENA Hall of Fame Member, and Life 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.

#### **2.1. Public Sector Member**

Public sector members are members who are employed by, or appointed or elected to, a government or quasi-government agency, and who are or have been responsible for some aspect of design, promotion, construction, installation, maintenance, command and/or operation of public safety communications systems which members include those who have retired from such positions. Public sector members shall be entitled to all rights of membership.

#### **2.2. Private Sector Member**

Private sector members are members who provide products or services related to public safety emergency systems and communications industries, which members include those who have retired from such positions. Private sector members shall have the right to vote and hold the elected offices of President, Vice President, Secretary Treasurer, or Member At Large, as outlined in Section 4, and may serve on committees if appointed.

### 2.3. Telecommunicator

Telecommunicator members are members who are certified, engaged in, employed as, or retired from non-management and non-supervisory positions, including call-takers, who wish to further their career in the emergency communications industry and support the goals and objectives of NENA. Telecommunicator members may participate in chapter activities and vote on the chapter level matters pertaining to chapter business in accordance with the chapter bylaws. Telecommunicator members may hold an elected office.

### 2.4. Associate Member

Associate members are members who are not eligible for public sector or private sector membership but who wish to support the goals and objectives of NENA. Associate members may not vote, nominate candidates for the Chapter Executive Board, or hold any office on the Chapter Executive Board. Associate members will not receive the annual membership directory.

### 2.5. Hall of Fame Member

This Class of membership is extended by special action of the NENA Executive Board. Those so honored shall not pay dues, but have all privileges held during regular membership.

### 2.6. Life Member

Life Membership in an honorary category determined by a member's regular classification and shall be bestowed by majority vote of the Chapter's general membership. Such member shall not pay dues, but have all privileges held during regular membership

2.7. All NENA members shall also have automatic membership in the Chapter. The Chapter's Executive Board shall determine all questions of membership eligibility, including eligibility for nomination and election.

## ***Section 3. Dues***

3.1. 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 Association and Chapter membership rolls in accordance with the association executive board policy.

3.2. Dues may not be raised more than 10% in any one year except by a two-thirds vote of the entire association executive board. The National Emergency Number Association (NENA) sets annual dues rates for the Association, by membership category, and a designated portion of those dues shall be returned to the Chapter

## ***Section 4. Voting and Officer Restrictions***

4.1. All members of this Chapter have the right to vote on chapter business as outlined in Section 2. Public Sector members may hold elected positions of President, Vice-President, Secretary, Treasurer, and Member At Large. Private Sector members may hold the offices of President, Vice-President, Secretary, Treasurer, and Member At Large. Members may only run for one position/office.

## ***ARTICLE III - OFFICERS***

### ***Section 1. Designation and Term of Office***

1.1. The officers of the Chapter shall consist of the following: President, Vice President,, Secretary, Treasurer, Immediate Past President, two (2) Members At Large, and Technical Advisor.

1.2. All offices, with the exception of the Technical Advisor, will be filled by election at the Annual Conference of the Chapter. A succession of officers to President, as set forth in the By-laws, require only the election of the Vice-President. The office of Secretary and Treasurer will be filled by bi-annual election, except in the case of vacancy. The Secretary shall be elected on even years and Treasurer shall be elected on odd years.

1.3. The term of office, with the exception of the Members At Large, Secretary, Treasurer, and Technical Advisor, shall be for one (1) year or until a successor is elected and assumes office..

1.4. Members At Large will be elected bi-annually for a two year term with one being elected on even years and one being elected on odd years.

1.5 The Technical Advisor position shall serve a two (2) year term limit. The position shall be appointed by the current President for each two-year term.

### ***Section 2. Election Procedure***

2.1. All potential officers must provide a letter of support from their respective agency, or company, to serve their board term.

2.2. Potential board members may be actively employed by, retired from, or a vendor of the 911 industry.

2.3. Officers or members-at-large of the Virginia Chapter of the Association of Public Safety Officials International (APCO) may not concurrently serve on the Virginia NENA Executive Board.

### ***Section 3. Nomination and Election***

3.1. The nominating committee shall propose one or more candidates for vice president, secretary, treasurer and member at large from among those who have been nominated in accordance with procedures established by the Executive Board.

3.2. The Executive Board shall establish voting procedures for the election of candidates, which shall include a procedure for balloting by mail. If electronic balloting is authorized, a procedure to cast a paper ballot by mail as a special accommodation shall also be provided.

3.3. The Executive Board shall establish a procedure for reporting the total number of votes cast for each candidate for office and determining the results of the election.

### ***Section 4. Succession of Office***

4.1. 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 or the investiture of their successor, as provided in Section 2 herein.

4.2. At the Annual Conference, an investiture will be held wherein the person holding the office of Vice President shall succeed to the office of President.

### ***Section 5. Vacancies in Office***

5.1. Vacancies in the office of President shall be filled by advancement in rank, provided that such fulfillment shall be in acting capacities until the next Virginia NENA Annual Conference where the acting officer shall be eligible for regular investiture to office. Such acting capacities shall have no effect upon their normal term of office or eligibilities thereto.

5.2. Vacancies in the office of Vice President shall be filled by Presidential appointment as confirmed by the Executive Board of Officers, and such approved appointee shall perform their duties in the acting capacity until the next Virginia NENA Annual Conference where the person so acting shall be eligible for regular investiture to office. Such acting capacities shall have no effect upon their normal term of office or eligibilities thereto.

5.3. Vacancies in the offices of Secretary, Treasurer, Member At Large, and Technical Advisor shall be filled by Presidential appointment as confirmed by the Executive Board of Officers, and such approved appointee shall perform their duties in the acting capacity until the next Virginia NENA Annual Conference where the person so acting shall be eligible for regular nomination to office.

#### **ARTICLE IV - OFFICE 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 the Executive Board;
- B. Appoint special Committees to perform tasks deemed necessary;
- C. Call any committee into session at any time;

###### 1.2. Duties

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

- A. Authorize reasonable and proper expenses, up to \$500.00 to any Executive Board member for the purpose of specific Chapter duties. Such authorization shall be reported to the full Executive Board, by mail or electronic mail, within 72 hours;
- B. Engage legal counsel in accordance with approval of the Executive Board of the Chapter;
- C. Preside at all meetings of this Chapter and/or the Executive Board and Serve as Chair of the Executive Board;
- D. Appoint committees in accordance with Article IV of these By-laws;
- E. Report on the State of the Chapter to the membership at its Annual Conference;
- F. Carry out the purposes of this Chapter as set forth in its Constitution and By-laws;
- G. Keep the NENA Executive Director informed of Chapter matters; and
- H. Make appointments to fill vacancies in office.

###### 1.3. Parliamentary Authority

The President's parliamentary decisions upon the Conference floor shall be final, provided it is not in conflict with the Conference Rules of this Chapter and for other matters by the current issue of Roberts Rules of Order, to the extent practicable.

##### **Section 2. Other Elected Officers**

## 2.1. Vice President

- A. It shall be the duty of the Vice President to perform all duties of the President in his/her absence. When so acting, the Vice President shall have the powers of and be subject to all restrictions upon the President.
- B. The Vice President shall conduct a continuous effort to increase all classes of membership, and increase the revenues of the Chapter in a manner approved by the Executive Board.
- C. Make, at each Annual Conference, a full written report of his or her activities.
- D. The Vice President shall have such other duties and exercise such other authority as from time to time may be delegated by the President or the Executive Board.

## 2.3. Secretary

It shall be the responsibility of the Chapter Secretary to perform the following duties:

- A. Publish minutes from Membership, Executive Board, and other Chapter business within 7 business days of the meeting's adjournment. Copy of said minutes shall be forwarded to the National Association's Office after approval and acceptance by the appropriate body.
- B. Maintain the records, files and library of the Chapter and handle its general correspondence. Serve as Historian of the Chapter, coordinate the input and maintain an archive which shall store, list and maintain that which is deemed to be of historical value to the Chapter including information of historical interest to the membership of this Chapter.
- C. Make, at each Annual Conference, a full written report of his or her activities
- D. The Chapter Secretary shall have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or Executive Board.

## 2.4. Treasurer

It shall be the responsibility of the Chapter Treasurer to perform the following duties:

- A. Establish banking facilities; prepare checks for the expenditure of funds to cover the Chapter's indebtedness.
- B. Receive all funds due this Chapter and maintain bank accounts for the orderly processing of all funds.
- C. Keep complete records of all monies owed to the Chapter and of expenditures incurred by the Chapter and take all appropriate measures to assure the prompt collection or payment of, and accounting for Chapter funds.
- D. Furnish semiannual financial statements containing comments and recommendations to the members of the Executive Board.
- E. Make, at each Annual Conference, a full written report of his or her activities, and a written financial statement to the Executive Board. It would make sense to include this duty for all executive members.
- F. The Treasurer will cause a review of all Chapter funds to be completed by a certified public accountant (CPA) biannually in even numbered years. The results of this review will be reported at the Annual Business Meeting.
- G. Promptly deliver all funds, books, and papers to whomever the Executive Board may designate.
- H. The Chapter Treasurer shall have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or Executive Board.

## 2.5. Immediate Past President

- A. It shall be the duty of the Immediate Past President to serve as the chairperson of the Nominating Committee and assist the president in his/her liaison capacities.
- B. Make, at each Annual Conference, a full written report of his or her activities
- C. The Immediate Past President shall have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or Executive Board.

## 2.6. Member At Large

It shall be the responsibility of the Members At Large to perform the following duties:

- A. Solicit membership
- B. Promote chapter activities
- C. Special assignments
- D. Conduct continuous effort to increase Emergency Number Professionals (ENPS) in the commonwealth by promoting professional ENP certification to Chapter members and organizing study groups to prepare members for certification
- E. Any other duties assigned by the President or the Executive Board

## **ARTICLE V - MEMBERSHIP MEETINGS**

### **Section 1. Annual Membership Meeting**

- 1.1. The annual membership meeting of this chapter shall be held at the Annual Conference at a time and place to be determined by the Executive Board for the purpose of receiving reports on the activities and financial condition of the Association and such other business as may be brought before it. The incoming president shall announce the site and date for the next annual conference at the Annual Conference.
- 1.2. The quorum for the annual meeting shall be the voting members present. Each voting member shall be entitled to one vote on business brought before the assembly at the annual conference. Proxy voting shall not be allowed.
- 1.3. 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.
- 1.4. Procedures for conducting the annual meeting shall be adopted by the executive board.

### **Section 2. Special Meeting Provisions**

- 2.1. The Executive Board of Officers shall notify the membership at least thirty (30) days in advance of any special meetings, stating the date, place and time of the meeting.
- 2.2. Notice of a special meeting must include the items that will be brought up at the meeting, and only such items may be taken up at the special meeting.

### **Section 3. Meeting Quorum**

3.1. The quorum for any Chapter meeting shall be the active members present and voting at the meeting. Each voting member shall be entitled to one vote on business brought before the assembly at any meeting. Proxy voting will not be allowed.

3.2. A simple majority of the Chapter members present shall decide all issues except an amendment to the Bylaws, which shall require 2/3 majority of the Chapter members present.

## **ARTICLE VI - EXECUTIVE BOARD**

### **Section 1. Designation**

1.1. The Executive Board of Officers shall consist of the President, Immediate Past President, Vice President, , Secretary, Treasurer, and the two (2) Members at Large.

1.2 One additional position shall be nominated by the President, with Executive Board confirmation, to serve as a Technical Advisor to the Executive Board. This individual shall serve on local, state and National committees (as appropriate) to represent the technical interests of the Virginia Chapter of NENA. This individual shall be held to the same standard and responsibilities of the two elected Members at Large. This position shall also serve under the same term limits as an elected Member at Large, with the position being appointed by the current President for each two-year term.

1.3. Each regularly elected officer shall have full voting power on the Executive Board, with each member possessing one (1) vote.

1.4. A simple majority vote of those present at a session shall determine issues before the Executive Board. In the event of a tie, the vote of the President, and Vice President shall determine the issue.

1.5. All committee chairs shall meet with and serve the Executive Board of Officers in an advisory capacity, without the right to vote.

### **Section 2. Authority & Duties**

2.1. Authority is hereby provided for the Executive Board of Officers, between Annual Conferences, to perform all functions and do all acts, which this Chapter might do or perform, except it shall not have the power to amend the By-laws.

2.2. The Executive Board decisions shall be final in all matters except those otherwise reserved exclusively to the members. It has the power to convene or poll itself by a majority vote,

2.3. Minutes shall be maintained of all meetings and conferences.

2.4. The Duties of the Executive Board of Officers are as follows:

A. Make appropriate recommendations to the membership at the Annual Conference on matters considered by the Executive Board since the last Annual Conference;

B. Supervise all accounts and expenses of the Chapter, and review the audit of the accounts of Chapter;

C. Review, modify as necessary, and approve the proposed budget of the Chapter. Such budget to show anticipated revenue by source, anticipated expenses of any projects and the desired objective, and anticipated expenses of any projects that are not a part of the regular activities of the Chapter.

D. Establish and maintain adequate management of the Chapter's activities;

E. Establish policies for the orderly conduct of business;

F. Supervise all accounts and expenses of the Chapter and review the financial status of accounts;

G. Fill vacancies in accordance with these bylaws;

H. Select the site of the Chapter Annual Conference and inform the membership thereof.

I. Be responsible for the operation of any publication that the Chapter publishes or sponsors;

J. Where or when appropriate, call a special meeting of the Chapter.

### **Section 3. Executive Board Meetings**

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

3.2. Reasonable advance notice of such meetings shall be provided to all members of the Executive Board.

3.3. The 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.

3.4. A meeting of the Executive Board shall not be official unless attended by a simple majority of the board members. A simple majority is defined as 50% plus one (1). Reasonable advance notice of such meetings shall be provided in writing, or by electronic means, to all members of the Executive Board and the membership.

## **ARTICLE VII - COMMITTEES**

### **Section 1. Standing Committees**

#### **1.1. Nominating Committee**

A. The members of the Nominating Committee shall be the immediate Past-President and two other members elected by the Executive Board preceding the Annual Conference by at least one hundred twenty (120) days.

B. The committee shall report a slate of nominees for Vice-President, Treasurer Secretary and Member at Large. The slate of nominees shall be presented to the membership in accord with the election procedure stated in the Policies and Procedures of the Chapter.

C. The Immediate Past-President shall be the chairperson of the committee.

#### **1.2 Commercial Committee**

A. There shall be a Commercial Committee composed of three commercial members, elected by the Executive Board. The chairperson will represent all commercial members on the Executive Board, and will act as an advisor to the Board, if no private sector members are members of the Executive Board. Private sector members serving on the Executive Board may fulfill this role.

B. The chairperson of the Commercial Committee will be a non-voting member of the Executive Board.

#### **1.3 Bylaws Committee**

A. There shall be a Bylaws Committee composed of three members elected by the Executive Board. The committee shall periodically review the Bylaws of the Chapter to ensure clarity, consistency and compliance with current policy and practices of the Association and in compliance with NENA Bylaws, making recommendations for amendments as necessary.



B. The Bylaws Committee shall receive proposed changes to the Bylaws from other members, present them to the membership for vote at any regular or special meeting as defined herein, and make recommendations as deemed necessary.

C. The Chairperson of the Bylaws Committee will be a non-voting member of the Executive Board.

#### 1.4 Conference Committee

A. There shall be a Conference Committee composed of three members elected by the Executive Board. The committee shall be responsible for all duties required for the Annual Conference. The Annual Conference will be held each year in conjunction with the spring meeting.

B. The Chairperson is permitted to appoint members of the committee as necessary to facilitate the conference with the concurrence of the President. The chairperson shall report to the Executive Board on all matters related to the committee's activities.

C. The Chairperson of the Conference Committee will be a non-voting member of the Executive Board.

### ***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 or completion of the appointed duty.

### ***Section 3. Duties of Committees***

Where not otherwise specified, duties of committees shall be designated by the President, or the designated committee chairpersons. The President may request that the activities of any committee be discussed before the Chapter Executive Board at one of its meetings, and may invite committee chairpersons or other committee members to attend that meeting.

## ***ARTICLE VIII - PROCEDURES***

### ***Section 1. Amendment Procedure***

#### 1.1. Statement of Restrictions

The By-laws of this Chapter may be amended only by a majority vote of the voting membership, as specified herein.

#### 1.2. Requirements

A proposal to amend the By-laws of the Chapter shall be honored from any chapter member. Errors in the format of such proposal shall not be sufficient cause for rejection. An amending 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 Conference where consideration is desired;

D. Indication of the Article(s), Section(s), and Paragraph(s) of the By-laws proposed to be amended;

E. Proposed amending language

### 1.3. Drafting of Resolutions to Amend

A. A resolution to amend the By-laws of this Chapter shall be based upon the required amending proposal, and with the guidance of the Chapter 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 publication for his/her concurrence.

B. 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 amending 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 Chapter no less than thirty (30) days before the meeting at which the vote will occur for consideration.

### 1.5. Quorum Revision of Resolutions

A meeting quorum may make amendments to a resolution to amend the By-laws by means of a majority vote on each proposed resolution amendment.

### 1.6. Effective Date of Amendments

Resolutions passed and adopted by this Chapter in accord with other provisions of the By-laws shall be in force and effect upon the adjournment of the meeting 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 an officer of this Chapter from office

## ***Section 3. Parliamentary Procedure***

### 3.1. Parliamentary Decisions

The President's or President's designee parliamentary decision upon the floor and the Annual Conference or any regularly scheduled Chapter meeting shall be final, provided it is not in conflict with the conference rules of this chapter or its Bylaws.

The rules contained in the current issue 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.

### 3.2. Questions Before the Chapter

Upon any question coming before this Chapter not otherwise specifically provided for in the By-laws, the presiding officer shall be governed to the extent practicable by Robert's Rules of Order.

### 3.3. Meeting Agenda

All items, whether it is old or new business, shall be presented to the Executive Board or designee to be approved and added to the agenda by the third day before the regularly scheduled board meeting. The meeting will follow an agenda set forth and approved by the Executive Board at their regularly scheduled meeting. If any items are not submitted to the Executive Board to be on the agenda they are required to be submitted to the Executive Board before the next scheduled meeting to be heard during the next meeting.

### 3.4. Speaking at Meetings

Anyone wishing to speak or comment on any items shall raise their hand and wait to be called on by the President or designee, in turn. No speaking out of turn or at the same time as the designated person shall be permitted.

## **ARTICLE IX - TRADE MARK PROTECTION**

### **Section 1. Statement of Policy**

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

1.1. The Chapter is 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 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 the restrictions of Section 1.2 above shall require the express written authority of the Executive Board of the Association in each particular instance.

## **ARTICLE X - DISBURSEMENT OF ASSETS UPON DISSOLUTION**

### **Section 1. Statement of Intent**

Should Virginia Chapter of NENA be dissolved, all assets shall be distributed to an organization, or organizations, of similar purpose as selected by a two thirds majority vote of an Annual Conference quorum, or by the Chapter Executive Board, if between Annual Conferences.

## **ARTICLE XI - GRANTS AND CONTRIBUTIONS**

### **Section 1. Application for Funds**

The President of this Chapter or any member designated by him/her may make application to any organizations, corporations, agencies, groups, or persons for grants or contribution 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 Chapter would be motivated by the desire to further the purpose of the Chapter and not to derive personal benefit or privilege to the donor.

### **Section 2 - Acceptance of Grant or Contribution**

Any member who may be offered a grant, or contribution, or contract for this Chapter shall immediately notify the President and no grant or contribution shall be finally accepted by the Chapter 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 Chapter and the donor.

### **Section 3. Administration of Funds**

Any grant or contribution of the Chapter 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 Chapter, unless provided for otherwise in the terms of the grant or contribution and agreed upon by the Executive Board

## **ARTICLE XII - RETENTION OF PROPERTY INTEREST**

***Section 1. Retention of Title***

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

***Section 2. Requirements for Return of Property***

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

***Proposed August, 2017***