

NATIONAL ASSOCIATION OF STATE 9-1-1 ADMINISTRATORS
BYLAWS

ARTICLE I - PURPOSE

Section 1. Name and General Membership Requirement

This association shall be known as the National Association of State 9-1-1 Administrators (NASNA).

Membership in NASNA shall be open to all persons of good character who meet the membership requirements of these Bylaws adopted pursuant thereto.

Section 2. Dedication

NASNA is organized exclusively for charitable, educational and scientific purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code

Section 3. Purpose

The purpose of NASNA shall be to:

- A. Promote information sharing amongst those states with programs dedicated to implementing 9-1-1 emergency telephone systems;
- B. Assist other states with resolving issues necessary to accomplish statewide implementation and maintenance;
- C. Encourage the establishment of a coordination person within each state or province;
- D. Identify and recommend minimum standards for 9-1-1 emergency telephone systems;
- E. Identify and recommend appropriate legislation or rules concerning the administration of statewide 9-1-1 telephone system programs;
- F. Serve as a knowledge resource for fulfilling the purposes described in this section; and

G. Provide for membership in this Association in accordance with the language and intent of its Bylaws, 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 classifications as may be provided from time to time.

ARTICLE II - OFFICES

Section 1. Registered Office

The registered office of the Corporation (hereinafter referred to as NASNA) required by Oregon Corporation Law to be maintained in the State of Oregon may be, but need not be, identical with the principal office in the State of Oregon, and the address of the registered office may be changed from time to time as deemed necessary by the officers of the Corporation.

Section 2. Offices

The Corporation may also have offices at such other places both within and outside the State of Oregon as the officers or business of the Corporation may require.

ARTICLE III - MEMBERS

Section 1. Membership Designations

The membership of this Association shall be divided into classifications of either Active or Designee Member. Members shall be admitted in accord 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.

Section 2. Active Member

The following shall be eligible for Active membership in this Association: any individual whose position and/or program is established as a result of legislation or by appointment of the Governor; whose job it is to address 9-1-1 issues; is employed by a state, United States territory or non-profit organization representing the localities within a state; is publicly funded; and has statewide or territory-wide responsibility. Only one Active member per state shall be allowed membership in this Association. The Board shall have final authority to determine membership eligibility.

Section 3. Designee Member

The following shall be eligible for Designee membership in this Association: any non-industry individual whose responsibility it is to address 9-1-1 issues; or who is designated in writing by an Active Member of this Association to represent the Active Member and approved by the Board.

Section 4. Annual Meeting

The annual meeting of this Association shall be known as the Annual Meeting. The Annual Meeting shall be in conjunction with the Annual Conference of the National Emergency Number Association (NENA) at a date, time and place to be determined by the President. Announcement of future meeting sites shall be made at the close of the Annual Meeting. The purpose of the Annual Meeting shall be the election of officers and the transaction of such other business as may be brought before the Association.

Section 5. Interim Meeting

The interim meeting of this Association shall be known as the "Interim Meeting". The Interim Meeting shall be held no less than 165 days but no later than 195 days after the Annual Meeting at a date, time and place to be determined by the Board. The purpose of the Interim Meeting shall be the transaction of business as may be brought before the Association.

Section 6. Quorum

For the purpose of conducting Association business, a quorum shall consist of three members, one who shall be either President or Vice President/Treasurer.

Section 7. Membership Applications

Applications for membership into this Association shall be executed on the forms designated by the Association and shall be submitted to the President for further consideration by the membership.

Section 8. Voting and Officer Restrictions

Active and Designee Members who have paid their annual dues have the right to vote, however only one vote per state represented will be allowed. Only Active members may hold the elected position of President, Vice President/Treasurer and Secretary. Members

can only run for and hold one position/office. The Board may appoint a replacement officer in the event of a vacancy between elections.

ARTICLE IV - OFFICERS

Section 1. Designation

The officers of this Corporation shall consist of President, Vice President/Treasurer and Secretary.

Section 2. Election Procedure

The Chair of the Nominating Committee shall request from the membership nominations for offices to be filled at least 120 days before the Annual Meeting. Nominees must be eligible to hold the office nominated for in accord with Bylaws Article III, Section 8.

After receipt of nominations from the membership, the Nominating Committee shall submit a final slate to the membership at least forty days prior to the Annual Meeting together with election ballots. Election ballots will not be issued during the 30-day period preceding the date of the Annual Meeting.

Election ballots shall be returned by mail to the Chair of the Nomination Committee no later than fifteen days prior to the date of the Annual Meeting or delivered in person to the Executive Committee by 10:00 am the morning of the Annual Meeting.

Election of 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 by one candidate is not achieved, the candidate receiving the most votes shall be declared the winner.

Section 3. Terms of Office

Effective with the 2003 Annual Meeting all officers shall serve two-year terms of office.

Section 4. Vacancies in Office

Vacancy in the office of President shall be covered by the Vice President/Treasurer. Vacancy in the office of Vice President/Treasurer shall be by appointment by the

President with input from the Executive Committee. Vacancy in the office of the Secretary shall be by appointment by the President.

Section 5. President

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 VI of these Bylaws;
- C. Report on the State of the Association to the membership during its Annual Meeting;
- D. Carry out the purposes of this Association as set forth in its Bylaws;
- E. Make appointments to fill vacancies in office.
- F. The President's parliamentary decision shall be final, provided it not be in conflict with the Bylaws of this Association and for other matters by Roberts Rules of Order to the extent practicable.

Section 6. Vice President/Treasurer

It shall be the duty of the Vice President/Treasurer to perform all the duties of the President in his/her absence. When so acting, the Vice President/Treasurer shall have all the powers of and be subject to all the restrictions upon the President.

The Vice President/Treasurer shall have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President.

The Vice President/Treasurer shall be authorized to write checks up to \$ 100.00 for each expenditure without Board approval. Expenditures over \$ 100.00 require Board approval.

Section 7. Secretary

It shall be the duty of the Secretary to maintain and mail minutes of meetings held by the Association, maintain a current roster of the Associations members, prepare correspondence, notices, and mailings as directed by the Board.

Section 8. 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 9. Parliamentary Procedure

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

ARTICLE V - GRANTS AND CONTRIBUTIONS

Section 1. Application for Funds

The President of this Association or any member 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 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, but 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 both on behalf of the Association and the donor.

Section 3. Administration of Funds

Any grant or contribution to the Association shall be credited to its general fund unless, under the terms thereof, a special fund is prescribed. The budgeting, receipt, custody and

disbursement of any such grant or contribution shall follow the procedure defined for general funds of this Association, unless provided otherwise in the terms of the grant or contribution and agreed to by the Executive Board.

Section 4. Restrictions on Use of Funds

No part of the net earnings of the association shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I hereof. No substantial part of the activities of the association shall be the carrying on of propaganda, or otherwise attempting to influence the passage of legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this association.

ARTICLE VI - COMMITTEES

Section 1. Executive Committee

This Committee shall consist of the President, Vice President/Treasurer and the Secretary.

Section 2. Membership Committee

This Committee shall consist of five (5) members appointed by the President who shall serve as an ex-officio member of the Committee. At least three of the Membership Committee members shall be non- Executive Committee members.

Section 3. Legislative/Regulatory Committee

This Committee shall consist of the President and three members appointed by the President.

Section 4. Nominating Committee

This Committee shall consist of the immediate Past President who shall serve as Chair, the current President, and the Vice President/Treasurer of the Association. The immediate past President shall not be considered for nomination.

Section 5. 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.

Section 6. Duties of Committees

Where not otherwise specified, duties of committees shall be designated by the President.

ARTICLE VII - DUES/CONFERENCE FEES

Section 1. Dues Rates

The annual dues rates for Members of this association are \$100.00 per year for each membership.

Section 2. Dues Payment Schedule

Membership dues are payable by or before June 1st of each year.

Section 3. Conference Fees

The Board reserves the right to charge a nominal fee to cover the cost of holding the bi-annual conference.

ARTICLE VIII - SEAL/LOGO

Section 1. Policy Regarding Use

At such time as the Association may acquire or designate an Association seal or logo, the Association shall adopt a policy regarding its use. Except as provided for in this Article, any seal or logo maintained by this Association shall be strictly controlled by the

Executive Committee.

ARTICLE IX - PUBLICATION

Section 1. Name and Purpose

There shall be an official publication of this Association, which shall be governed by the Association. Operation of this publication shall be the responsibility of the President. The publication will be distributed to all paid members of the organization, regardless of membership classification.

ARTICLE X - AMENDMENTS

Section 1. Amending Procedure

The Bylaws of this Association may be amended only by a two-thirds vote of the voting membership.

Section 2. Requirements

A proposal to amend the Bylaws of the Association shall be honored from any member of the Association. 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 President, 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 Meeting where consideration is desired;
- D. Indication of the Article(s), Section(s), and Paragraph(s) of the Bylaws proposed to be amended;
- E. Proposed amending language.

Section 3. Required Publication

An amending proposal, which has been processed with the requirements of Section 2 of this article, shall be published and distributed to all members of this Association no less than sixty days before the Annual Meeting for consideration.

Section 4. Quorum Revision of Amending Proposals

An Annual Meeting quorum may make amendments to a proposal to amend the Bylaws by means of a majority vote on each amending proposal.

Section 5. Effective Date of Amending Proposal

An amending proposal passed and adopted by this Association in accord with other provisions of the Bylaws shall be in force and effect upon the adjournment of the Annual Meeting where considered and adopted, provided an exception to this effect is not otherwise contained in the language of the amending proposal adopted.

ARTICLE XI - DISSOLUTION

Section 1. Dissolution Procedure

The Association may be voluntarily dissolved in the manner provided in by Oregon Corporation Law. In the event of liquidation or dissolution of the corporation, whether voluntary or involuntary, the assets of the corporation received from any source whatever, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the laws of the State of Oregon, exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for recreation, pleasure, or other non-profitable purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

ARTICLE XII - RETENTION OF PROPERTY INTEREST

Section 1. Retention of Title

All right, 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

Any 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.

Section 3. Fund Distribution at Dissolution:

Upon the 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. 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 corporation 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.

Amended: June 2004