

CONSTITUTION & BYLAWS
CALIFORNIA CHAPTER
OF THE
NATIONAL EMERGENCY NUMBER ASSOCIATION
ADOPTED MAY 20, 1991
AS REVISED GENERAL SESSION 1999, LONG BEACH, CALIFORNIA
AS REVISED GENERAL SESSION 2009, San Diego, CALIFORNIA

CONSTITUTION

ARTICLE I - PURPOSE & AUTHORITY

SECTION 1 - Name and General Membership Requirement

This organization shall be known as the California Chapter of the National Emergency Number Association (CALNENA). Its membership shall be open to all persons of good character who meet the membership requirements of this Constitution and/or Bylaws adopted pursuant thereto.

SECTION 2 - Purpose

The purpose of CALNENA shall be to:

A. Foster a reliable and continuously improved emergency telephone number network through research, planning, training and education; represent its members before communications 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.

B. Aid and assist in the timely collection and dissemination of information relating to the emergency telephone number network.

C. Prepare, publish and distribute or cause to be prepared, published and distributed a publication. This publication may contain technical, administrative, operational, training, and educational information considered of interest to the membership of this Chapter and to other people interested in public safety emergency communications.

D. Provide for membership in this Chapter in accordance with the language and intent of its Constitution and Bylaws, which are now, and may later be, in effect.

Membership shall not be limited other than by classification and good standing, and shall have such rights and privileges by classifications as may be provided from time to time.

ARTICLE II – MEMBERSHIP

SECTION 1 - Membership Designations

The membership of this Chapter shall be divided into the classes of Active Member, Commercial Member, Associate Member, and Hall of Fame Member. Hall of Fame Member requires no annual member fee. 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.

1.1 Active member

The following shall be eligible for Active membership in this Chapter: all 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 public safety emergency communications systems who are employed and salaried by a 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 Chapter:

Those persons in the business sector who receive the majority of their compensation from the 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 classes of membership shall be eligible for Associate Membership. Privileges of Associate Members are restricted as follows: Associate Members are nonvoting members, Associate Members may not nominate candidates for offices, Associate Members are restricted from holding offices, and Associate members will not receive, nor be listed in, the annual Membership Directory.

1.4 Hall of Fame Member

This Class of membership is extended by special action of the National Association's Board of Directors.

SECTION 2 Dues

The dues rate for each class of membership in this Chapter is set forth in Bylaws Article V.

SECTION 3 - Voting and Officer Restrictions

Active, Commercial, and Hall of Fame Members have the right to vote. Only Commercial Members may hold the elected office of Commercial Vice President. Only Active or Hall of Fame Active members may hold the elected position of President, First Vice President, Second Vice President, Treasurer, and Secretary. Members can only run for one position/office.

SECTION 4 - Office Holders Change In Member Status

Notwithstanding provision of Section 3, above, the office holders for President, First Vice President, and Second Vice President shall retain the right to continue in office despite a change in member status from Active Member to Commercial Member. The officer shall also retain his or her right of succession to President as prescribed in the Bylaws of this Chapter.

ARTICLE III – OFFICERS

SECTION 1 - Designation

The Offices of the Chapter shall consist of the following:

President, First Vice President (Membership), Second Vice President (Communications), two Commercial Vice Presidents, Secretary, Treasurer, First Past President, and Second Past President as defined in the Bylaws, Article III. These officers shall constitute the Chapter's Board of Directors, also known as the Executive Board.

All offices will be filled by election at the First Annual Conference of the Chapter. A succession of officers as set forth in Bylaws, Article II, requires only the election of Second Vice President (Communications), the two Commercial Vice Presidents, Treasurer and Secretary at subsequent Annual Conferences. The term of office for the officers of this Chapter is established in the Bylaws, Article II.

SECTION 2 - Election Procedure

2.1 The Chairman of the Nominating Committee shall request nominations for particular offices from the membership through a CALNENA announcement at least 120 days before the Annual Conference. Nominees must be eligible to hold the office nominated for in accordance with the Constitution Article II, Section 3. All nominations must be received by the Nominating Committee 60 days before the date of the annual conference. After receipt of nominations from the membership, the Nominating Committee will report a final slate of candidates to the membership at least 40 days before the date of the Annual Conference, together with ballots. Officers shall be elected by ballot from this final

slate, prepared as required by Bylaws, Article IV, and this section.

2.3 Election ballots shall be returned to the CALNENA Nominating Committee not later than 5:00 p.m. 21 days prior to the Annual General Meeting. All ballots shall then be delivered, unopened, to the Chairperson of the Nominating Committee. The full Committee will then open and count each ballot. Challenges as to the validity of any ballot shall be settled by the Nominating Committee. Upon completion and certification of the ballot count, the results shall be forwarded to the Executive Board.

2.4 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.

2.5 In case of a tie a selection shall be made in accordance with a vote of eligible voting members at the Annual General Meeting.

ARTICLE IV - TRADEMARK PROTECTION

SECTION 1 Statement of Policy

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

1.1 The Chapter is specifically authorized to use the logo for stationery 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 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 in each particular instance.

ARTICLE I ELECTION OF MEMBERS

SECTION 1 - Membership Applications

Applications for membership in NENA and the reporting thereof, shall be executed

upon standard forms as approved and directed by the National Executive Board.

1.1 Applications for Membership

Persons residing and/or employed within the State of California shall normally submit completed standard application forms through the National Office.

ARTICLE II OFFICERS - GENERAL

SECTION 1 Terms for Offices

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.

The terms for the following offices shall be:

Commercial Vice President, Treasurer and Secretary shall be elected for a period of two years. In alternate years one Commercial Vice President and the Secretary will be elected and then one Commercial Vice President and the Treasurer shall be elected.

SECTION 2 Succession of Office

At each Annual Conference, an investiture will be held wherein the person holding the office of First Vice President (Membership) shall succeed to the office of President, and the person holding the office of Second Vice President (Communications) shall succeed to the office of First Vice President (Membership).

SECTION 3 Vacancies in Office

3.1 Vacancies in the offices of President and First Vice President (Membership) 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 thereto.

3.2 Vacancies in the office of Second Vice President (Communications), and any of the Commercial Vice President posts, the office of Treasurer, or the office of Secretary

shall be filled by Presidential appointment as confirmed by the Executive Board and such approved appointee shall perform their 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 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. Authorize reasonable and proper expenses, up to \$1000.00, of any Board member for the purpose of specific Chapter duties. Such authorization shall be reported to the full Board, by mail (standard or electronic) within 72 hours.

D. Call any committee into session at any time.

E. Engage legal counsel in accordance with Article XI of these Bylaws.

1.2 Duties

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

A. Preside at all meetings of this Chapter 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 Chapter to the membership during its Annual Conference.

D. Carry out the purposes of this Chapter as set forth in its Constitution and Bylaws.

E. Keep the National Executive Director appropriately informed of Chapter matters.

F. Make appointments to fill vacancies in office.

G. Supervise the general conduct, planning, and activity of the Annual Conferences in conjunction with the Commercial and Conference Chairs, and provide for the official requirements of the Executive Board during these and other meetings of such bodies.

H. Prepare an annual budget of the Chapter for consideration by the Executive Board at its Annual Conference Meeting, such proposed budget to be submitted to the Executive Board for its consideration and recommendations 30 days prior to the Annual Conference.

I. Assist the committees of the Chapter by furnishing them with information and in preparing their reports.

J. Supervise such research programs or special studies as the Executive Board may prescribe.

K. Serve as the coordinator of the functions of the Chapter, representing the Executive Board in those matters where he or she has a responsibility in accord with his or her required duties.

L. Provide information and other services as necessary to perform his or her duties.

1.3 Parliamentary Authority

The President's parliamentary decision 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 Robert's Rules of Order to the extent practicable.

SECTION 2 - Vice Presidents

2.1 First Vice President (Membership)

It shall be the duty of the First Vice President (Membership) to perform all the duties of the President in his or her absence. When so acting, the First Vice President (Membership) shall have all the powers of and be subject to all the restrictions upon the President. Conduct a continuous effort to increase all classes of membership, and

increase the revenues of this Chapter in a manner approved by the Executive Board. The First Vice President (Membership) shall have other duties and exercise other authority as from time to time may be delegated or assigned by the President or the Executive Board.

2.2 Second Vice President (Communications)

It shall be the duty of the Second Vice President (Communications) to perform all the duties of the First Vice President (Membership) in his or her absence. When so acting, the Second Vice President (Communications) shall have all the powers and be subject to all restrictions upon the First Vice President (Membership). The Second Vice President (Communications) shall provide for the Chapter's communications; be responsible for the daily operation of the Official Publication and other publications which the Chapter publishes or sponsors; establish printing and recording facilities. The Second Vice President (Communications) shall have other duties and exercise authority as from time to time may be delegated or assigned by the President or Executive Board.

2.3 Commercial Vice Presidents

Commercial Vice Presidents are empowered to perform such duties and exercise that authority delegated or assigned by the President or the 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 quarterly 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.

F. Promptly deliver all funds, books, and papers to whomever the Executive Board may designate.

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 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 72 hours 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. Assist the First Vice President (Membership) in keeping a complete roll of the membership of this Chapter.

C. Maintain the records, files and library of the Chapter and handle its general correspondence.

D. 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 the morgue of all Official Publications, and cause to be printed in the Official Publication, information of historical interest to the membership of this Chapter. 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.

2.6 First and Second Past Presidents

It shall be the responsibility of the First Past President and Second Past President to perform the following duties:

A. Act as advisor and consultant to the President, the Executive Board, Conference Chair and other committees as may require assistance.

B. Act as ex-officio representative of the Chapter when called upon to do so by the President. The Past Presidents 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.

SECTION 3 Executive Board

3.1 Designation

The Executive Board membership shall include the President, First and Second Vice Presidents, all Commercial Vice Presidents, Treasurer, Secretary, First Past President, and Second Past President. The Chairpersons of all Special Committees shall serve the Executive Board in an advisory capacity, without vote.

3.2 Authority

Authority is hereby provided for the Executive Board between Annual Conferences, to perform all functions and do all acts which this Chapter might do or perform except that 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.

3.3 Duties

The duties of the Executive Board area as follows:

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

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

C. Review, modify as necessary, and 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.

3.4 Meetings

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

3.5 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 Committees

1.1 Nominating Committee

The members of this committee are the immediate Past President (Chair), Commercial Vice Presidents and others at the discretion of the President. This committee shall report a slate of nominees for Second Vice President, Treasurer Secretary and Commercial Vice President conditional on whether the Treasurer, Secretary's or commercial Vice President's term of office is ending. Ballots shall be executed upon a standard voting form and procedure as approved and directed by the Executive Board.

The slate of nominees shall be presented to the membership in accordance with the election procedure slated in the Constitution Article III, Section 2.

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.

SECTION 3 Duties of Committees

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

ARTICLE V - DUES

The annual dues rates for all Member classes will be as designated by the National Association. These dues along with the approval of the membership application shall constitute membership in both the CALNENA Chapter and the national Association. Nationally appointed Hall of Fame Members who reside in California are extended Hall of Fame Member status in the CALNENA Chapter and are exempt from annual membership dues.

SECTION 2 Dues Payment Schedule

Membership dues are payable as designated by the National Association.

ARTICLE VI - OFFICIAL PUBLICATION

There shall be an official publication of this Chapter, which shall be governed by the Executive Board. The operation of this publication shall be the responsibility of the Second Vice President (Communications). The publications are available to all paid members of the organization, regardless of membership classification.

ARTICLE VII - OFFICIAL PROCEDURES

SECTION 1 Amendment Procedure

1.1 Statement of Restrictions

The Constitution and/or Bylaws of this Chapter may be amended only by majority vote of the voting membership, except as provided for in Bylaws Article IX, Section 2.

1.2 Requirements

A proposal to amend the Constitution and/or Bylaws of the Chapter shall be honored from any 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 constitution and/or Bylaws proposed to be amended.

E. Proposed amending language.

1.3 Drafting of Resolutions to Amend

A resolution to amend the Constitution and/or Bylaws of this Chapter shall be based upon the required amending proposal and, with the guidance of the Executive Board. It shall be so devised and forwarded to the National Executive Director for approval. A copy of the draft resolution shall be provided to the maker prior to publication for his or her concurrence. Participation by the Executive Board and the National Executive Director 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 30 days before the Annual 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

Resolutions passed and adopted by this Chapter in accordance with other 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 2 - Impeachment

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

SECTION 3 - Parliamentary Procedure

Upon any question coming before this Chapter not otherwise specifically provided for by 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 CALNENA, Inc. be dissolved, all assets shall be distributed to an organization of 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 Conference shall constitute a Conference Quorum.

SECTION 2 - Conference Rules

Conference rules may be established by a majority vote of an 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 - BONDS

SECTION 1 - Requirement

The President, First Vice President, Second Vice President, Treasurer and Secretary shall be bonded in the minimum amount of ten thousand dollars (\$10,000.00) and/or as otherwise stipulated by the Executive Board. Estimates of the value of the treasury are to be made at the Annual Conference and each officer identified above is to be bonded to that level at a minimum.

ARTICLE XI - EMPLOYMENT OF COUNSEL

SECTION 1 Employment Procedure

Counsel and or Subject Matter Expert shall be employed upon a recommendation by the

President and a simple majority approval of the Executive Board. The Executive Board shall stipulate the retainer fee.

SECTION 2 - Purpose

Counsel or Subject Matter Expert shall be employed for the purpose of providing advice to the Chapter and for the preparation and presentation of matters before governmental bodies as desired by the Chapter.

ARTICLE XII - GRANTS AND CONTRIBUTIONS

SECTION 1 - Application for Funds

The President of this Chapter or any member designated by him or 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 Chapter. No applications 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 purposes 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, but 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 both on behalf of the Chapter and the donor.

SECTION 3 - Administration of Funds

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

**ARTICLE XIII - RETENTION OF
PROPERTY INTEREST**

SECTION 1 - Retention of Title

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

**SECTION 2 - Requirement for Return of
Property**

Any 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 or her death, resignation, suspension, or expulsion.