



BYLAWS

California Chapter of the NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.

ADOPTED MAY 20, 1991

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ARTICLE I. NAME

The name of this 501(c) (3) corporation is the California Chapter of the National Emergency Number Association, Inc., also referred to as CALNENA or the "chapter", under a charter granted by the NENA Executive Board.

ARTICLE II. OBJECT

The object of the chapter shall be to assist in the fulfillment of the NENA mission and objectives as it relates to the specific needs and objectives of the State of California and the CALNENA membership.

ARTICLE III. MEMBERS

Section 1. Membership Application

- A. All membership applications shall be submitted to the NENA office. Memberships applications are to be submitted online through the NENA website, www.nena.org. They are also accepted 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, Private Sector, Telecommunicator, Associate, Retired, and Hall of Fame.

D. Automatic membership in the chapter shall be granted to those NENA members who reside or work within this chapter's geographic boundaries.

Section 2. Membership Categories

A. 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 emergency communications systems which members include those who have retired from such positions. Public sector members shall be entitled to all rights of membership.

B. Private sector members are members who provide products or services related to public safety emergency 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 Commercial Vice President² and may serve on committees if appointed.

C. Telecommunicators members are members who are certified, engaged in, employed as, or retired from non-management and non-supervisory positions, including call-takers and dispatchers, who wish to further their career in the emergency communications industry and support the goals and objectives of CALNENA.

D. Associate members are members who are not eligible for public sector nor private sector membership, but who wish to support the goals and objectives of CALNENA. Associate members may not vote, nominate candidates for the association Executive Board, or hold any office on the association Executive Board. Associate members will not receive the annual membership directory. Associate members may participate in chapter activities and vote on the chapter level in matters pertaining to chapter business.

E. The NENA Executive Board has established a special designation in accordance with policies adopted by the NENA Executive Board. Such designation is known as the NENA Hall of Fame, created to honor those who have performed outstanding service to the association over a period of years. Those so honored shall no longer be required to pay association dues.

F. All questions of membership eligibility, including eligibility for nomination and election, shall be referred to the NENA Executive Board.

Section 3. 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 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 4. Office Holder's Change in Member Status

The office holders for Past President, President, First Vice President, Second Vice President, Treasurer, and Secretary shall retain the right to continue in office despite a change in member status from public sector member to private sector member. The officer shall also retain his or her right of succession to President.

ARTICLE IV. OFFICERS

Section 1. Definition

A. The officers of this chapter are President, First Vice President, Second Vice President, Secretary, Treasurer, Immediate Past President, and three Commercial Vice Presidents. These officers shall constitute the chapter's board of directors, also known as the 'Executive Board'. All officers must be current NENA members and maintain their primary residence in the State of California.

1. Two Commercial Vice Presidents shall be designated as Commercial Vice President (Vendor).
2. One Commercial Vice Presidents shall be designated as Commercial Vice President (Training and Social Media).

B. Elected officers shall assume their duties and authorities upon being sworn in at the Annual Conference. In years when there is no conference, officers will be sworn in at a virtual meeting on a date selected by the Executive Board.

C. Officers shall remain in office until the installation of their elected successor or the investiture of their successor.

D. The terms for the officers shall be: Commercial Vice President(s), Treasurer and Secretary shall be elected for a period of two years. In alternate years, two Commercial Vice Presidents and the Secretary will be elected and then one Commercial Vice President and the Treasurer will be elected.

E. The term of office for the remaining offices shall be for one year or until a successor is elected and assumes office. The First Vice President shall automatically succeed to the office of President at the end of the term. The Second Vice President shall automatically succeed to the office of First Vice President at the end of the term except if filling a vacancy.

F. The CALNENA President, with Board approval, may appoint a former Executive Board member to serve as Board Historian. The Board Historian is a non-voting member who provides historical perspective and serves a term concurrent with that of the appointing president.

The Board Historian may serve more than one consecutive term; there may also be periods during which the position remains vacant.

Section 2. Vacancies

- A. If an Officer becomes unable to discharge the duties attendant upon their position, they shall notify the Board of such inability within fourteen (14) days.
- B. If an Officer no longer meets the eligibility requirements or qualifications for the position, they were elected or appointed to, they shall promptly resign.
- C. Should an Officer fail to discharge the duties of their position as described by these Bylaws and in the duly adopted policies of the Association or the Board, they may be removed by a two-thirds (2/3) vote of the whole number of voting Officers that would remain if the Officer under consideration was removed.
- D. Upon the death, resignation, or removal of an officer, the Board shall promptly meet and declare vacant that post.
- E. When a vacancy occurs among the Executive Board due to death, disability, resignation, or removal, the Board shall appoint an otherwise eligible and qualified member to serve the remainder of that Director's term. The Board may leave vacant an Officer's seat when no more than six (6) months remain before the next scheduled Board election.
- F. When a vacancy occurs among the Officers, the following procedures shall apply:
 - i. Immediate Past President
When a vacancy occurs in the office of the Past President, the Board may appoint another eligible and qualified member to server out the remainder of the term, giving special consideration to other past presidents.
 - ii. President
When a vacancy occurs in the office of the President, the First Vice President shall immediately succeed to the office of President and shall serve the remainder of the vacating officer's term, plus one full term as President.
 - iii. First Vice President
When a vacancy occurs in the office of First Vice President, the Second Vice President shall immediately succeed to the office of First Vice President and shall serve the remainder of the vacating officer's term, plus at least one, but no more than two full term(s) as President.
 - iv. Second Vice President
Should a vacancy occur in the position of Second Vice President, the President shall nominate a replacement within thirty (30) days of the vacancy. This requirement shall not apply if the vacancy occurs within six (6) months of the next scheduled Board election, during which period the President may exercise discretion in determining whether to appoint a replacement. Any appointee shall serve until the next scheduled Board election and shall subsequently be required to seek election to the position.
 - v. Secretary, Commercial Vice Presidents
Should a vacancy occur in the positions of Secretary or Commercial Vice President, the President shall nominate a replacement within thirty (30) days of the vacancy. This requirement shall not apply if the vacancy occurs within six (6) months of the next scheduled Board election and shall subsequently be required to seek election to the position.

vi. Treasurer

Should a vacancy occur in the position of Treasurer, the President shall nominate a replacement within thirty (30) days of the vacancy. Any appointee shall serve until the next scheduled Board election and shall subsequently be required to seek election to the position.

Section 3. Eligibility

- A. Only Private Sector members maintaining a primary residence in the State of California shall be eligible to hold the elected office of Commercial Vice President. Only Active Public Sector or Telecommunicator members or Hall of Fame members may hold the elected office of President, First Vice President, Second Vice President, Immediate Past President, Treasurer, and Secretary.
 - 1. The ideal Commercial Vice President (Vendor) shall have significant experience exhibiting at conferences and trade shows, working with hotels, and requests for proposals.
 - 2. The Commercial Vice President (Training and Social Media) shall typically represent Public Safety training, consulting, or Social Media enterprises.
 - 3. The Board may exercise its discretion when determining which position a Commercial Vice President candidate meets
- B. Members are limited to running for one office per election.
- C. Notwithstanding provision of Section 2A, 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 to Private Sector Member. The officer shall also retain his or her right of succession to President as prescribed in the By-laws of this Chapter.
- D. Commercial Vice Presidents may not be employed by the same organization during overlapping terms.
- E. The Offices of President, First Vice President, Second Vice President, Immediate Past President, Secretary, and Treasurer shall not be held by more than one individual from the same organization.
- F. Eligibility for the Board Historian position requires a minimum of two years of service on the CALNENA Board.

Section 4. Duties and Authority of Officers

- A. President
 - 1. Serve as Chair of the Executive Board and preside at all meetings of the membership or the Board.
 - 2. Report on the State of the Chapter during the Annual Conference.

3. Nominate chapter leaders as required or allowed by these Bylaws or the policies of the Association.

B. First Vice President

1. Perform all the duties of the President in their absence or inability to act.
2. Oversee committee activities and provides updates to the President and the Executive Board, when appropriate.
3. Perform or oversee activities to increase membership.
4. Provide outreach to members that highlight the benefits of membership.
5. Increase all classes of membership and increase the revenues of this Chapter in a manner approved by the Executive Board.
6. The First Vice President 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.

C. Second Vice President

1. Perform all the duties of the First Vice President in his or her absence. When so acting, the Second Vice President shall assume the authority of the First Vice President.
2. Provide for the chapter's communications.
3. The Second Vice President shall have other duties and exercise authority as from time to time may be delegated or assigned by the President or Executive Board.

D. Secretary:

1. Record minutes of membership and chapter Executive Board meetings and distribute draft to the Executive Board for review and approval. Final minutes shall be posted to the CALNENA website and communication to the membership will be posted when such has been completed. Minutes shall be posted ideally, no later than 14 days from said meeting.
2. Produce membership notices as required by the Executive Board to the membership to ensure prompt and proactive notification of important matters (for example: major events, upcoming meetings, etc.)
3. Maintain a complete and current roster of the chapter membership.
4. Maintain the records, files, and library of the chapter and, when needed, handle its general correspondence; Perform the duties of the office and such other duties as may be prescribed by the governing documents or by the chapter Executive Board.

E. Treasurer:

1. The Treasurer is the officer assigned to manage and report on the status of the Chapter's finances.
2. 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.
3. Furnish financial statements upon the request of Executive Board members.
4. Make a financial report available for membership review at the annual Conference.
5. Promptly deliver all funds, books, and papers to whomever the Executive Board may designate.
6. 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.

F. Commercial Vice President(s)

Commercial VP's (Vendor):

1. Responsible for representing the needs of the Commercial CALNENA community membership.
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.

Commercial VP (Training and Social Media):

1. Manage the chapter's Training and Education program, including management of educational sessions at chapter meetings and the Annual Conference.
2. Manage the chapter's social media activities.
3. 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.

G. Immediate Past President

1. Act as an advisor and consultant to the President, the Executive Board, conference chair and other committees as requested.
2. Act as ex-officio representative of the chapter when called upon to do so by the President.
3. 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.

ARTICLE V. – NOMINATION AND ELECTION

1. The President of the Chapter will ensure that three members of the Executive Board staff a 'Nominations Committee'.
2. The Chair of the Nominations Committee shall open the process for nominations for those positions whose term expires the upcoming year. The Nominations process will start on or before November 1 of every year.
3. All nominations must be received by the deadline established by the Nominations Committee. The nomination period will be a minimum of 30 days from the day the process opens. After receipt of nominations from the membership and the nomination period has closed, the Nominations Committee will report a final slate of candidates to the membership and announce the Elections process.
4. Voting for elections will be via electronic balloting. A paper ballot by mail will be a contingency as a special accommodation.
5. Challenges as to the validity of any ballot shall be settled by the Nominations Committee.
5. Upon completion and certification of the ballot count, the results shall be forwarded to the Executive Board.
6. Election to the office shall be determined by a plurality of the votes cast. In the event of a tie, a runoff election shall be promptly conducted.
7. In case of a tie, the winner will be determined in accordance with a vote of eligible voting members at the Annual Conference or electronically, at the discretion of the Board.

ARTICLE VI – MEMBERSHIP MEETINGS

Section 1. Membership meetings.

- A. The chapter shall meet with its membership annually, at a time and place as determined by the Executive Board for the purpose of receiving reports on the activities and financial condition of the chapter and such other business as may be brought before it.
- B. The quorum for all membership meetings shall be the voting members present. Each voting member shall be entitled to one vote on business brought before the assembly.
- C. Proxy voting shall not be allowed.
- D. 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.
- E. Procedures for conducting the annual meeting shall be adopted by the Executive Board. This would remain consistent with NENA.

Section 2. Special meetings

- A. Special membership meetings may be called by the Executive Board or upon the written request of a majority of the chapter members.
- B. Notice of a special meeting shall be provided to chapter members at least 21 days prior to a special meeting and must include an agenda, as well as the date, time and location of the special meeting.
- C. Proxy voting shall not be allowed.

ARTICLE VII – EXECUTIVE BOARD

Section 1. Composition.

The Executive Board shall be comprised of the President, First Vice President, Second Vice President, three Commercial Vice Presidents, Treasurer, Secretary, and Immediate Past President. The Executive Board may also include an appointed Board Historian.

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 the powers of the chapter except those powers otherwise reserved exclusively to the members.
- B. Establish and maintain adequate management of the chapter's activities.
- C. Provide periodic updates of the chapter's activities to the membership.
- D. Engage appropriate staff as deemed necessary to manage the administrative affairs of the chapter.
- E. Fill vacancies in accordance with these bylaws.
- F. Appoint additional committees as deemed necessary.
- G. Review the Treasurer's financial reports.
- H. 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, as well as anticipated expenses of any projects that are not part of the regular activities of the chapter.

Section 3. Chapter Executive Board Meetings.

- A. The Executive Board shall meet at such times and places as the President shall designate, or as the Board itself may otherwise deem necessary.
- B. A quorum shall be a majority of the chapter Executive Board then in office.
- C. Special meetings of the chapter Executive Board may be called by the President or any three members of the chapter Executive Board.

D. The Executive Board may conduct its meetings via teleconference, videoconference or other viable medium easily accessible to all Executive Board members.

ARTICLE VIII - ADMINISTRATION

Section 1. 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.

Section 2. Employment of counsel

A. 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.

B. Counsel or subject matter expert shall be employed for the purpose of providing advice to the chapter for the preparation and presentation of matters before governmental bodies as desired by the chapter.

ARTICLE IX – SPECIAL COMMITTEES

Special committees may be appointed by the President as necessary and voted upon by the Executive Board. Approval of a 2/3rds vote must be received in order to establish a Special Committee. Members of these committees shall serve at the pleasure of the President, and their terms otherwise shall expire concurrently with that of the President. The chairpersons of the special committees report to the First Vice President in an advisory capacity and have no voting authority.

ARTICLE X – 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 consistent with these bylaws and any special rules of order which the association may adopt.

ARTICLE XI – AMENDMENT

A. Amendments of the Chapter Bylaws will be voted upon by the membership present at the annual conference. A majority vote of the membership present is required to enact the amendment. In the absence of an annual conference, out of exigence or other necessity, the Executive Board may opt to conduct the vote electronically.

B. A proposal to amend the Bylaws of the Chapter shall be accepted from any active member in good standing. The proposal shall be submitted in the following format shall in order be:

1. Name of author submitting proposal
2. Intent of the proposal.
3. Indication of the Article(s), Section(s) and Paragraph(s) of Bylaws proposed to be amended.
4. Proposed amending language.
5. Proposals are to be addressed to the President of the CALNENA Executive Board and sent to the designated email address as provided on website.
6. Errors in the format of such proposal shall not be sufficient cause for rejection.

C. Consideration and publication of proposal The Executive Board will take receipt of the proposal and forward response and recommendations to the membership no less than 30 days before the Annual Conference.

D. Effective Date of Approved Amendments

All approved amendments shall be effective immediately upon adoption unless a proviso is adopted that changes the effective date.

END