

National Emergency Number Association Pennsylvania Keystone Chapter



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By-Laws

The following By-Laws were adopted by the membership of the Keystone State Chapter of NENA on September 10, 2009.

ARTICLE 1– PURPOSE AND AUTHORITY

Section 1. Name

This 501(c)(3) organization shall be known as the Keystone State Chapter of the National Emergency Number Association (NENA), also referred to as “PA NENA” or “Chapter”. The principal office of PA NENA shall be at a location as determined by the Executive Board.

Section 2. Purpose

The purpose of the Keystone State Chapter shall be to:

NENA’s mission is to foster the technological advancement, availability, and implementation of a universal emergency telephone number system. In carrying out its mission, NENA promotes research, planning, training and education. The protection of human life, the preservation of property and the maintenance of general community security are among NENA’s objectives.

The members of the Keystone (PA) Chapter of NENA are dedicated to enhancing the delivery of public safety and emergency service response to residents and visitors of the Commonwealth of Pennsylvania. Members pursue this commitment by attending meetings, educational opportunities, and conferences. These venues provide an opportunity to increase member knowledge and help foster information sharing.

ARTICLE 2 – MEMBERSHIP

Section 1. Membership Applications

A. Applications for membership and the reporting thereof shall be executed upon standard forms as approved and directed by the Chapter Executive Board.

B. PA NENA shall not be discriminatory in any of its practices.

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Section 2. Membership Categories

A. Public Sector Member

The following shall be eligible for Public Sector membership in this Chapter: any administrative, supervisory, and telecommunications 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. Public Sector members must be employed and salaried by a federal, state or local government 9-1-1 agency, or a 9-1-1 agency substantially supported by government funds, or who serve on the Board of Directors of an Emergency Communications District or other '9-1-1' agency established in accordance with Pennsylvania State Law. Public Sector members shall be entitled to all rights of membership along with individuals who have retired from such positions.

B. Private Sector Member

Private sector members are members who provide products or services related to public safety emergency systems and communications industries. Private sector members shall have the right to vote and hold appointed offices of regional director and may serve on committees if appointed. Any Private Sector member who retires from their place of employment shall be entitled to all rights of a private sector member.

C. Public Safety Telecommunicator

The following shall be eligible for Public Safety Telecommunicator membership in this Chapter: those persons, who are certified, engaged in, employed as, 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. Public Safety Telecommunicator members may not vote or hold any Chapter office. They may serve on committees if appointed. Any Public Safety Telecommunicator Member who retires from their place of employment is immediately transferred to Associate membership.

D. Associate Member

The following shall be eligible for Associate membership in this Chapter: those persons who are not eligible for, or restricted from, the other membership categories but who wish to support the goals and objectives of PA NENA. Associate members may not vote or hold any Chapter office. They may serve on committees if appointed.

Section 3. Dues

A. The annual dues for all membership categories shall be set by the Executive Board of National NENA.

B. Membership dues are payable as of January 1 of each year. Members who are delinquent over 90 days from January 1 may be dropped from both the National and Chapter membership rolls in accordance with National NENA policy.

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ARTICLE 3 – OFFICERS – GENERAL

Section 1. Designation and Terms of Office

A. The officers of the Keystone State Chapter shall consist of the following: President, Vice President, Secretary and Treasurer.

B. The term of office for President, Vice President, and Secretary shall be for one year or until a successor is elected and assumes office. The term of office for the Treasurer shall be for two years or until a successor is elected and assumes office.

C. Elected officers shall assume their duties and authorities upon their being installed as the first item of new business during the business meeting at the annual conference at which they were elected. Officers shall remain in office until the installation of their elected successors or the investiture of their successor, as provided in Section 2 herein.

Section 2. Succession of Office

At each annual conference, an investiture will be held wherein the person holding the office of Vice President shall succeed to the office of President, and the person holding the office of Secretary shall succeed to the office of Vice President.

The office of Treasurer shall not succeed and shall serve a two-year term.

Section 3. Vacancies in Office

3.1 A vacancy is declared when a voluntary or involuntary termination of employment occurs where the officer is no longer employed by a 9-1-1 agency. It is the responsibility of the Executive Board to declare the vacancy.

3.2 Should the office of President become vacant, the Vice President shall fill the vacancy. The fulfillment will be in an acting capacity until the next annual conference where the acting President shall be invested in office as President for the new term. Such acting capacity shall have no other effect upon normal terms of office or eligibilities thereto.

3.3 Should the office of Vice President become vacant, the Secretary shall fill the vacancy. The fulfillment will be in an acting capacity until the next annual conference where the acting Vice President shall be invested in office as Vice President for the new term. Such acting capacity shall have no other effect upon normal terms of office or eligibilities thereto.

3.4 Vacancy in the office of Secretary or Treasurer shall be filled by majority vote of the Chapter Executive Board and such approved appointee shall perform their duties in an acting capacity until the next annual conference where the person so acting shall be eligible for regular nomination to office.

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Section 4. Election Procedure (Amended by membership, 2015)

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

4.2. 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.

4.3. 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.

ARTICLE 4– 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 adopted by the Chapter Executive Board, as well as any duties and authority of the Executive Director if there be no Executive Director.

B. Appoint special committees to perform tasks deemed necessary during their term of office.

C. Authorize reasonable and proper expense not to exceed \$1,000.00 of any member for the purpose of specific Chapter duties.

D. Call any committee into session at any time.

E. Engage any employee or agent, including an Executive Director, in accordance with Article XII of these By-Laws, if approved by Chapter Executive Board action.

F. Engage legal counsel in accordance with Article IX of these By-Laws, if approved by Chapter Executive Board action.

G. Appoint a Secretary on an interim basis to serve at any meeting in the event the Secretary is absent.

H. Appoint three (3) Regional Directors.

1.2 Duties

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

A. Preside at all meetings of this Chapter and/or the Chapter Executive Board and serve as chairperson of the Chapter Executive Board.

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B. Appoint committees in accordance with Article IV of these By-Laws.

C. Represents the Chapter and/or Executive Board in those matters where he/she has a responsibility in accordance with his/her required duties.

D. Supervise the general conduct, planning, and activity of the annual conference and provide for the official requirements of the Chapter Executive Board during these and other meetings of such bodies.

E. Carry out the purposes of this Chapter as set forth in its By-Laws.

1.3 Parliamentary Authority

The latest edition of Roberts Rules of Order shall govern the Chapter in all cases not specifically addressed by the By-Laws.

Section 2. Other Officers

2.1 Vice President

2.1.1 Authority

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

2.1.2 Duties

Conduct a continuous effort to increase all classes of membership and to increase the revenues of this Chapter in a manner approved by the Chapter Executive Board.

2.2 Secretary

2.2.1 Authority

The Secretary shall have such duties and exercise such authority as from time to time may be delegated or assigned by the President of the Chapter Executive Board.

2.2.2 Duties

A. Provide for the notice and keeping of minutes and records of statewide and regional business meetings of the Chapter. The Secretary will disseminate these meeting minutes to the Chapter membership in an appropriate manner.

B. 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.

C. Handle the general correspondence of the Chapter.

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D. Serve as the Secretary of the Chapter Executive Board. Furnish a copy of the Executive Board meeting minutes to Board members within ten (10) business days.

E. Furnish a copy of the Chapter business meeting minutes to National NENA within thirty (30) days of the meeting.

2.3 Treasurer

2.3.1 Authority

The Treasurer shall have such duties and exercise such authority as from time to time may be delegated or assigned by the President or the Chapter Executive Board.

2.3.2 Duties

A. Establish banking facilities, prepare checks for the expenditure of funds, and provide a copy of the completed check in an acceptable fashion, to the President for his/her prior approval.

B. 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 of payment of, and accounting for, Chapter funds.

C. Receive all funds due this Chapter and maintain bank accounts for the orderly processing of all funds.

D. Make a full report of his/her activities of each statewide and regional business meeting.

E. Furnish monthly financial statement containing his/her comments and recommendations to the members of the Chapter Executive Board.

Section 3. Regional Representation

3.1 Three (3) Regional Directors shall be appointed by the President. One from each region designated in Section 3.2. Regional Directors shall serve one-year terms at the discretion of the President, and shall have full voting privileges on the Chapter Executive Board as described in Section 4.

3.2 The three (3) designated Regions of the Keystone State Chapter, and the Counties contained therein, are as follows:

EASTERN REGION

Berks

Bucks

Carbon

Chester

Delaware

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Lackawanna

Lehigh

Luzerne

Monroe

Montgomery

Northampton

Philadelphia

Pike

Schuylkill

Susquehanna

Wayne

Wyoming

CENTRAL REGION

Adams

Blair

Bedford

Bradford

Centre

Clinton

Columbia

Cumberland

Dauphin

Franklin

Fulton

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Huntingdon

Juniata

Lancaster

Lebanon

Lycoming

Mifflin

Montour

Northumberland

Perry

Potter

Snyder

Sullivan

Tioga

Union

York

WESTERN REGION

Allegheny

Armstrong

Beaver

Butler

Cambria

Cameron

Clarion

Clearfield

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Crawford

Elk

Erie

Fayette

Forest

Greene

Indiana

Jefferson

Lawrence

McKean

Mercer

Somerset

Venango

Warren

Washington

Westmoreland

Section 4. Chapter Executive Board

4.1 Designation

The Chapter Executive Board shall consist of the regularly elected officers, as defined in Article III, three (3) Regional Directors, and the immediate past President.

4.2 Authority

Authority is hereby provided for the Chapter Executive Board, between annual business meetings, 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. Its decision shall be final in matters determined reasonable and proper. It has the power to convene or poll itself by a majority vote. The Chapter Executive Board may utilize telephone conferences in addition to meeting in person, and any decisions made telephonically shall be valid and binding as those made otherwise. Decisions made telephonically shall be documented by the Secretary.

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4.3 Duties

The duties of the Chapter Executive Board are as follows:

- A. Make a report at each statewide and regional business meeting of the Chapter.
- B. Supervise all accounts and expenses of the Chapter and review the financial status of accounts.
- C. Review, modify as necessary and approve the proposed budget of the Chapter. The budget will 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.
- D. To select the site(s) and date(s) of annual and regional business meetings and/or conferences and to inform the membership thereof.
- E. Be responsible for the operation of any publication or website which the Chapter publishes or sponsors.

4.4 Meetings

A. Executive Board shall meet at least monthly at such times and places as the Board may otherwise deem necessary by a majority vote of its members. Reasonable advance notice of such meetings shall be provided to all members of the Chapter Executive Board. A meeting of the Chapter Executive Board shall not be official unless attended by a simple majority of its voting members. The Regional Directors are responsible for scheduling, advertising, and organizing one meeting in their respective regions to be held in the spring of each year. The meeting dates must be submitted to the Executive Board by no later than the December Executive Board meeting. The Executive Board will assist in developing the meeting agenda. The members attending a regional meeting shall constitute a quorum.

The annual Business meeting will be held in conjunction with the annual Chapter conference. The President has the authority to convene additional business meetings with thirty (30) calendar days' notice, if necessary. The members attending a business meeting shall constitute a quorum.

ARTICLE 5- COMMITTEES

Section 1. Standing Committees

1.1 Nominating Committee

The President shall appoint the membership of this committee. This committee shall include at least one member from each region designated in the By-Laws Article III, Section 3.2. This committee shall report a slate of nominees for Secretary and Treasurer. The slate of nominees shall be presented to the membership in accord with the election procedure stated in the By- Laws Article III, Section 4.

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1.2 Conference Committee

The President shall appoint the Chairperson of this committee. The Chairperson is permitted to appoint members of the committee as necessary to facilitate the conference with the concurrence of the President. The Chairperson of the Conference Committee will be a non-voting member of the Executive Board.

1.3 Legislative Committee

The President shall appoint the Chairperson of this committee. The PA NENA Legislative Committee shall make every effort to work cooperatively with other organizations with similar interests, such as the Joint PA NENA-PA APCO Legislative Committee. The Chairperson may appoint members as necessary with the concurrence of the President. The Chairperson of the Legislative Committee will be a non-voting member of the Executive Board.

Section 2. Special Committees

Special committees may be formed and appointed by the President with the approval of the Executive Board and shall perform duties as directed by the Executive Board. Members of these committees shall serve at the discretion of the President and their terms shall expire concurrently with that of the President.

Section 3. Duties of Committees

Where not otherwise specified, the President, with the concurrence of the Executive Board, shall designate duties of committees.

ARTICLE 6– DUES

Section 1. Dues Rates

Established by National NENA.

Section 2. Dues Payment Schedule

Membership dues are payable annually. The Treasurer will contact members who are delinquent over 90 days from their anniversary date, prior to being dropped from the membership.

ARTICLE 7– PROCEDURES

Section 1. Amendment Procedure

1.1 Statement of Restrictions

The By-Laws of this Chapter may only be amended by a majority vote of the membership attending three concurrent regional meetings, or the annual conference at which the amendment is put to a vote.

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1.2 Requirements

A proposal to amend the By-Laws of this Chapter shall be honored from any member. Errors in the format of such proposal shall not be cause for rejection of that proposal. The maker shall submit a written amending proposal to the Executive Board using the following format:

- A. Name of the maker of the proposal.
- B. Intent of the proposal.
- C. Annual conference or Regional Meeting where consideration is desired.
- D. Article(s), Section(s), and Paragraph(s) of By-Laws proposed to be amended.
- E. Proposed amending language.

1.3 Drafting of Resolutions

The Executive Board shall provide a copy of the draft resolution to the maker prior to publication for their concurrence.

1.4 Required Publication

An amending resolution which has been processed in accordance with the requirements of Section 1.2 and 1.3 of this Article shall be published and distributed to all members of this Chapter with no less than 30 calendar days before the Regional Meeting or Annual conference at which it will be put up for consideration.

1.5 Revision of Resolution

Once an amendment is proposed, it must be approved by a majority vote. It may not be amended.

1.6 Effective date of Amendments

All amendments to these By-Laws shall become effective immediately upon adoption, unless there is a provision in the amendment stating an effective date.

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 at the annual business meeting, or at a special business meeting convened by the Executive Board.

ARTICLE 8– REGIONAL MEETINGS / ANNUAL CHAPTER CONFERENCE

Section 1. Quorum

The members attending a business of an annual Chapter and regional conference shall constitute a quorum.

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ARTICLE 9– DISBURSEMENT OF ASSETS UPON DISSOLUTION

Section 1. Statement of Intent

Upon the dissolution of the Keystone State Chapter of NENA, the Executive Board shall, after paying or making provisions for the payment of all of the liabilities of the organization dispose of the assets of the organization in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization under section 501(c)(3) of the internal revenue code of 1954, as the governing staff shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation or organization is then located, exclusively for such purposes as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 10– EMPLOYMENT OF COUNSEL

Section 1. Employment Procedure

Counsel may be employed for the purpose of providing legal advice to the Chapter and for the preparation and presentation of matters before governmental bodies as desired by the Chapter.

No Executive Board member will provide court testimony, or be deposed, without legal counsel present.

ARTICLE 11– GRANTS AND CONTRIBUTIONS

Section 1. Application for Funds

The President of this Chapter or any member designated by them may make application to any organizations, corporation, agencies, groups or person for grants or contributions of funds or property for carrying out general or specific purposes of this Chapter.

No application shall be made to, or contribution received from, any person or agency except after a determination by the Chapter 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 Grants or Contributions

Any member who is 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 Chapter 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. All grants and contributions accepted by the Chapter must be in compliance with appropriate IRS regulations.

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Section 3. Administration of Funds

Any grant or contribution to the Chapter shall be credited to its general fund unless under the terms there of 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 Chapter Executive Board. No part of the Keystone State Chapter of NENA's net earnings shall inure to the benefit of any private individual.

ARTICLE 12– 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. Requirements 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 when their term of office or appointment ends, or in the event of their death, resignation, suspension, or expulsion.

ARTICLE 13– BONDING AND INSURANCE

Section 1. Bonding

The President, Vice President, Secretary, and Treasurer shall be bonded in the minimum amount of the total assets of this Chapter and/or as otherwise stipulated by the Chapter Executive Board. Estimates of the value of the Chapter treasury are to be made at the business meeting at the annual conference and each officer identified above is to be bonded to that level at a minimum. No bonding will be required until the Chapter assets are valued over \$1,000 dollars.

Section 2. Insurance

The Chapter shall maintain liability and errors and omissions insurance on an annual basis in the amount approved by the Chapter Executive Board.