

BYLAWS OF THE TENNESSEE EMERGENCY NUMBER ASSOCIATION

ARTICLE I – PURPOSE AND AUTHORITY

Section 1 – Name and Membership Requirement.

The name of this 501(c)(6) non-stock corporation chartered in the State of Tennessee shall be known as the Tennessee Emergency Number Association (TENA). Its membership shall be open to all persons who meet the membership requirements of these Bylaws.

Section 2 – Purpose

The purpose of TENA shall be to:

- A. Foster the development, availability and implementation of a universal emergency telephone number common to all jurisdictions through research, planning, training and education;
- B. Represent its members before communications regulatory agencies and policy making bodies and through its efforts strive toward citizens having immediate access to emergency public safety services to the end that the safety of human life, the protection of property and the civil welfare are benefited to the utmost degree.
- C. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.
- D. Establish and maintain an office, if deemed necessary and appropriate, wherein shall be housed its staff, files, records, equipment and those functions necessary for the adequate management of the Association's activities.
- E. Provide for membership in this Association in accordance with the language and intent of its Bylaws.

ARTICLE II - MEMBERSHIP

Section 1 – Membership Designations

The membership of the Association shall be divided into the following classifications:

1. ***INDIVIDUAL MEMBER*** - An individual member is any non- NENA member who wishes to support the goals and mission of TENA or any NENA member who is not actively affiliated with a Tennessee Emergency Communications District which is in good standing.
2. ***ASSOCIATE MEMBER*** - Associate members are individuals who provide products or services related to public safety emergency communications systems and related industries, along with individuals who have retired from such positions.
3. ***ECD AFFILIATE MEMBER*** - ECD Affiliate Members include: Directors, Assistant Directors, 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 who are employed and salaried by a local government agency, or an agency substantially supported by local government funds or who serve on the Board of Directors of an Emergency Communications District established in accordance with Tennessee law.
4. ***HONORARY LIFETIME MEMBER*** – Honorary Lifetime Member includes individuals who have served TENA and have retired from a PSAP or ECD in good standing. Honorary Lifetime Members are exempt from dues for life or until the resignation or disqualification of such member. Honorary Lifetime

Members carry the same privileges as Individual Members, in addition to other privileges outlined within the TENA policy

Section 2 – Dues

All NENA members shall be classified members of TENA.

TENA reserves the right to collect additional chapter membership dues as deemed necessary.

Annually, each member shall contribute to the financial operation of the Association dues based on that member's category of membership.

The amount of dues for each category of membership, the dates on which those dues become due and payable, and any consequences of non-payment shall be determined by a duly adopted policy of the Association.

The Association may offer discounts and other incentives to members joining as a group, however each membership shall remain the sole property of the individual member by or for whom it is purchased and shall not be transferable.

Section 3 – Membership Applications

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

The Association shall not be discriminatory in any of its practices.

ARTICLE III – EXECUTIVE BOARD

Section 1 - Designation

A. *Officers* – The Officers of the Association are:

1. President
2. 1st Vice-President
3. 2nd Vice-President
4. Treasurer
5. Secretary

B. *Executive Board* – The Executive Board is made up of the following:

1. President
2. 1st Vice-President
3. 2nd Vice-President
4. Treasurer
5. Secretary
6. Regional Representatives, two (2) from each Region for six (6) total
7. At-Large Representative, one (1) statewide.
8. Immediate Past President

If an Executive Director/Administrative Coordinator is retained, that Director may serve in a non-voting advisory capacity to the Board.

C. *Terms of Office*

The terms for office of the Executive Board will begin upon installation of office at the Annual Conference or upon publicly taking oath of office at another time under special circumstances.

1. The office of 2nd Vice-President shall be for a one-year term.
2. The office of 1st Vice-President shall be for a one-year term.
3. The office of President shall be for a one-year term.
4. The office of Treasurer and one regional representative from each region shall be a two-year term

expiring in each odd-numbered year.

5. The office of Secretary and one regional representative from each region and the At-Large Representative shall be a two-year term expiring in each even-numbered year.
 - a. The At-Large representative shall be elected pursuant to this sub-section, solely by the Tennessee voting- eligible NENA membership.

D. Succession of Office

1. The office of 2nd Vice-President shall succeed to the office of 1st Vice-President for a one-year term.
2. The office of 1st Vice-President shall succeed to the office of President for a one-year term.
3. The office of President shall succeed to the office of Immediate Past President for a one-year term.

Section 2 – Board Meetings

- A. The Executive Board will meet in regular session at least six times per year.
- B. The President or two (2) Executive Board Members may call a special meeting of the Executive Board when deemed necessary.
- C. An agenda will be prepared for all Executive Board meetings. Meeting Notice shall be sent to all Executive Board and membership designated points of contact in the following cases:
 - Seven (7) days in advance of a regular Board of Directors meeting
 - Twenty-four (24) hours in advance of a special meeting
 - Four (4) hours in advance of a conference call
- D. Conference call may be convened by or email poll conducted of the Executive Board to vote on any time sensitive matter. The membership will be notified of the outcome within twenty-four (24) hours of the vote. The vote shall be ratified at the next regularly scheduled board meeting.

Section 3 – Executive Board Quorum

- A. Meeting of the Executive Board shall not be official unless attended by a simple majority of its members.
 1. All members of the Executive Board shall have voting authority on all matters presented to the Executive Board
- B. A simple majority is defined as 50% plus one (1).
- C. It shall take a simple majority of the Executive Board present to approve any item requiring a vote.

ARTICLE IV – AUTHORITY AND DUTIES

Section 1 – President

The President’s power shall include the authority to:

- A. Preside at all meetings of this Association and/or the Executive Board and serve as Chairperson of the Executive Board.
- B. Carry out the purposes of this Association as set forth in these Bylaws.
- C. Carry out duties as delegated in this Article, and the policies duly adopted by the Executive Board.
- D. Keep the Executive Board informed of Association matters.
- E. Approve all agenda items and notify Secretary.
- F. Nominate all committees to perform tasks deemed necessary during his/her term of office. The committees, upon confirmation by a majority of the Executive Board, shall serve with same membership until successor(s) are appointed.
- G. Authorize reasonable and proper expenses up to \$500.00 for the purpose of specific Association duties.
- H. Call any committee into session at any time.

Section 2 – 1st Vice-President

It shall be the duty of the 1st Vice-President to:

- A. Perform all the duties of the President in his/her absence, or in the event of the President's inability or refusal to act. When so acting, the 1st Vice-President shall have all the powers of and be subject to all the restrictions upon the President.
- B. Be the Chairperson of the Site Selection Committee.
- C. Be the Conference Chairperson for the Annual Conference.
- D. Have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or the Executive Board.

Section 3 – 2nd Vice-President

It shall be the duty of the 2nd Vice-President to:

- A. Perform all the duties of the 1st Vice-President in his/her absence, or in the event of the 1st Vice-President's inability or refusal to act. When so acting, the 2nd Vice-President shall have all the powers of and be subject to all the restrictions upon the 1st Vice-President.
- B. Be the Vice-Chairperson of the Site Selection Committee.
- C. Have such other duties and exercise such other authority as from time to time may be delegated or assigned by the President or the Executive Board.

Section 4 – Treasurer

The Treasurer shall:

- A. Keep an accurate record of all expenditures and income.
- B. Provide the Executive Board a report at the regularly scheduled board meetings.
- C. Present the annual audit of the Association's finances and make available for the membership.
- D. Have such duties and exercise such authority as from time to time may be delegated or assigned by the Executive Board.

Section 5 – Secretary

The Secretary shall:

- A. Provide notice of the meetings and be the custodian of the records of this Association with provisions allowing the records to be housed and archived in the office established by the organization.
- B. Submit a copy of all TENA general membership meeting minutes to the National Emergency Number Association (NENA) office within 20 days of approval.
- C. Submit a copy of the TENA bylaws to the NENA office after each approved amendment.
- D. Have such duties and exercise such authority as from time to time may be delegated or assigned by the Executive Board.

Section 6 – Regional Representatives

Regional representatives shall:

- A. Represent their regions at all meetings of the Executive Board and serve as a liaison between the members of their region and the Executive Board.
- B. Conduct regular regional meetings between annual conferences.
- C. Are empowered to perform such duties and exercise such other authority as from time to time may be delegated or assigned by the President or the Executive Board.

Section 7 – At-Large Representative

- A. Represent the Tennessee NENA voting eligible members at all meetings of the Executive Board and serve as a liaison between these members and the Executive Board

- B. Conduct regular meetings between annual conferences.
- C. Are empowered to perform such duties and exercise such other authority as from time to time as may be delegated or assigned by the President or the Executive Board

Section 8 – Executive Board

The authority and duties of the Executive Board include the following:

- A. Perform all functions and do all acts which this Association might do or perform except it shall not have the power to amend the Bylaws. Its decision shall be final in matters determined reasonable and proper.
- B. Convene or poll itself by telephone, fax, mail, or email.
- C. To report at each Annual Conference of this Association all measures considered during the current year.
- D. Make recommendations to the membership at the Annual Conference on matters published to the membership and/or matters of which the membership has received notice.
- E. Supervise all accounts and expenses of the Association and review the audit of the accounts of the Executive Director/Administrative Coordinator if there is one.
- F. Review modify as necessary, and approve the proposed budget of the Association, such budget to show anticipated revenues by source, anticipated expenses and desired objective and anticipated expenses of any projects that are not part of the regular activities of the Association.
- G. No member of the Executive Board shall be a paid employee of the Tennessee Emergency Number Association (TENA), Inc.

ARTICLE V – ELECTION OF EXECUTIVE BOARD

Section 1 – Election Committee

The President shall nominate the Election Committee, including a Chairman and at least one (1) member from each of the following Regions listed:

Region I – East: Anderson, Blount, Bradley, Campbell, Carter, City of Bristol, City of Clinton, City of Kingsport, City of LaFollette, City of Oakridge, Claiborne, Cocke, Grainger, Greene, Hamblen, Hamilton, Hancock, Hawkins, Jefferson, Johnson, Knox, Loudon, Marion, McMinn, Meigs, Monroe, Morgan, Polk, Rhea, Roane, Scott, Sevier, Sullivan, Unicoi, Union, Washington.

Region II – Middle: Bedford, Bledsoe, Cannon, Cheatham, City of Brentwood, Clay, Coffee, Cumberland, Davidson, DeKalb, Fentress, Franklin, Giles, Grundy, Jackson, Lawrence, Lincoln, Macon, Marshall, Maury, Montgomery, Moore, Overton- Pickett, Putnam, Robertson, Rutherford, Sequatchie, Smith, Sumner, Trousdale, VanBuren, Warren, White, Williamson, Wilson.

Region III – West: Benton, Carroll, Chester, Crockett, Decatur, Dickson, Dyer, Fayette, Gibson, Hardeman, Hardin, Haywood, Henderson, Henry, Hickman, Houston, Humphreys, Lake, Lauderdale, Lewis, Madison, McNairy, Obion, Perry, Shelby, Stewart, Tipton, Wayne, Weakley.

Statewide Region - Statewide encompasses all counties in Region I; Region II, Region III.

Section 2 – Qualifications

Each Officer of the Association at the time of their nomination and throughout all times during their candidacy and term(s) of service must:

- A. Be employed by or a Board Member of a component of an ECD Affiliate member with at least two consecutive years in good standing in the organization;
- B. Have documented ECD or Agency Representative approval for serving as an officer;
- C. Have two or more years current experience in the 911 field;

- D. Hold and maintain Public Sector membership in NENA for prior 2 years, using the election qualifying date as the effective date.
- E. If employed by an ECD Affiliate, must be a full-time employee of a 911 agency/component of an ECD Affiliate member as determined by the local Emergency Communications Board or that is considered full-time based on National Labor Board standards.
- F. If a Board member of an ECD Affiliate, must be a Board member in good standing of the ECD.
- G. Discharge, with all due diligence, the duties attendant upon the position they hold;
- H. Comply with all Association policies pertaining to activities in which they participate;
- I. If serving as a Regional representative, are employed in the Region which they represent;
- J. If serving on the Executive Board:
 - a. Derive no more than 15% of their instantaneous income from for-profit or commercial activity that is connected in any way to the 911 industry;
 - b. Annually, or at the time of any change in employment, sign an affidavit of compliance attesting they meet this qualification; and
 - c. Consent to the release, at any time, of any employment, financial, or tax information that may be requested by the Board of Directors in order to validate compliance with this qualification.
- K. If an Executive Board member has:
 - a. An employment status change that results in a lateral move or promotion within the original ECD Affiliate member agency/components, no action shall be required.
 - b. An employment status change that results in a lateral move or promotion to an ECD Affiliate member agency/component other than the original nominating ECD Affiliate member, the Executive Board member will have a period of fifteen (15) days to submit written ECD Board approval from the current ECD Affiliate member in order to retain the office. If the approval is not submitted within the required period, the office will be vacated.
 - c. An employment status change within the original ECD Affiliate member that results in reduction of hours to part-time status, resignation or termination of post, the Executive Board member shall be required to resign the office within fifteen (15) days. If the office is not resigned, the office will be vacated after fifteen (15) days of the status change upon official written verification from the ECD Affiliate member agency/component.
- L. If an ECD Board Member is serving on the Executive Board and the ECD Board Member is removed from the local board, the Executive Board office shall be resigned within fifteen (15) days. If the office is not resigned, the office will be vacated after fifteen (15) days upon official written verification of the status change from the ECD Affiliate member.
- M. Only one (1) Executive Board member from an ECD Affiliate member may serve concurrently.

Section 3 – Nominations

- A. The Association shall publish on its website a Nomination form consistent with these Bylaws and any applicable policies of the Association, upon which a member may be nominated for election.
- B. Nominations will be accepted consistent with these Bylaws and any applicable policies of the Association.

Section 4 – Elections

- A. An election for the office of Second Vice-President shall be held every year.
- B. An election for the offices of Secretary, one (1) regional representative from each of the following: Region I-East; Region II-Middle; and Region III-West; and the At-Large Representative; shall be held in even-numbered years.
 - 1. The At-Large Representative shall be elected pursuant to this sub-section, solely by the voting

eligible Tennessee NENA membership.

- C. An election for the offices of Treasurer and one (1) regional representative from each of the following: Region I-East, Region II-Middle and Region III-West; shall be held in odd- numbered years.
- D. A single voting delegate from an ECD Affiliate member agency/component shall have the right to cast the vote for that ECD Affiliate member on all matters of business that may be brought up before the general membership, provided the ECD Affiliate member is in good standing.
- E. All regular elections in a given year shall be held concurrently and in accordance with an election policy established by the Association.
- F. The Election Committee will oversee the conduct of balloting, certify the proper returns, and report the results of each election in accordance with these bylaws and election policies established by the Association.

Section 5--Legal Notices to Members

- A. Upon applying for and during the course of membership, each applicant must supply the Association with a valid electronic mail address.
- B. If the application is approved, the member consents to receive any and all notices required by law, by these Bylaws, or by the duly adopted policies of the Association at the electronic mail address supplied by the member.

ARTICLE VI – VACANCIES AND REMOVAL

Section 1 –Vacancy in the office of President

When a vacancy occurs in the office of President, the 1st 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.

Section 2 –Vacancy in the office of 1st Vice-President

When a vacancy occurs in the office of 1st Vice-President due to death, inability, resignation, or removal, the 2nd Vice-President shall immediately succeed to the office of 1st 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.

Section 3 –Vacancy in the office of 2nd Vice-President

When a vacancy occurs in the office of 2nd Vice-President due to death, inability, resignation, or removal:

- a. If the vacancy occurs before the month of April, a special election will be convened. The officer who is elected will continue to serve in the office of 2nd Vice-President for the remainder of the term, but no more than two terms, until succeeding to the office of 1st Vice-President.
- b. If the vacancy occurs during or after the month of April, the position of 2nd Vice-President, the office will remain vacant until the next regularly scheduled election.

Section 4 –Vacancy in the office of Treasurer or Secretary

In the event of a vacancy in the office of Treasurer or Secretary, the President shall appoint someone to fulfill the unexpired term at the next regularly scheduled TENA board meeting.

The appointment is subject to confirmation by the Executive Board, and the individual appointed must meet the requirements set forth in Article V, Section 2.

Section 5 –Vacancy in the office of any Regional Representative or At-Large Representative

When a vacancy occurs in the office of regional representative due to death, inability, resignation, or removal:

- a. If the vacancy occurs before the month of April, a special election will be conducted by the Election Committee. The officer who is elected will continue to serve in the office of regional representative or the at-large representative for the remainder of the term.

- b. If the vacancy occurs during or after the month of April, the region will convene a meeting to solicit nominees and hold a special election at the meeting. The officer who is elected will continue to serve in the office of regional representative or the at-large representative for the remainder of the term.

Section 6 – Vacancy in the office of Past President

In the event of a vacancy in the office of Past President, this position shall remain vacant until the current President fulfills his or her term and assumes the position of Past President.

Section 7 – Removal

A two-thirds (2/3) majority vote of the ECD Affiliate membership present at the Annual Conference, a special meeting, or in conjunction with a regularly scheduled Executive Board meeting shall be required for the removal of any Executive Board Member.

ARTICLE VII – ANNUAL CONFERENCE

Section 1 – Definition

The annual meeting of this Association shall be known as the “Annual Conference” or “Conference”.

Section 2 – 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 Association and for other matters pursuant to Robert’s Rules of Order to the extent practicable.

Section 3 – Conference Quorum

The members attending a business session of an annual conference shall constitute a conference quorum.

Section 4 – Conference Rules

Conference rules may be established by the Executive Board between annual conferences or by a majority vote of an annual conference quorum. The conference rules shall be a part and parcel of these Bylaws provided the provisions of these Bylaws Article VIII are waived with respect to the conference rules only.

Section 5 – Annual Conference Voting

Only one (1) delegate from an ECD Affiliate Member will be entitled to cast a vote for any voting issue called at the conference.

ARTICLE VIII – AMENDMENTS

Section 1 – Proposal

These Bylaws may be amended only if each of the following are met:

- A. An amendment is proposed through the Standing Committee on Bylaws from a formal request made by the Executive Board, upon the receipt of a petition signed by at least ten (10) ECD Affiliate voting delegates who are requesting the amendment, or upon the Bylaws Committee’s recommendation for a proposed change.
- B. The exact text of the change being proposed is submitted to the Chair of the Bylaws Committee at least ninety (90) days in advance of the Annual Conference or meeting at which the proponent(s) of such change seek consideration of the amendment.

Section 2 – Review

- A. When one or more authorized proponents submits a timely amendment, the Bylaws Committee shall:
 - 1. Review the submission(s) and edit for composition and conformance with the structure and defined terms of these Bylaws;

2. Consolidate similar amendments for joint presentation to the membership, subject to the approval of the proponent(s) of each amendment consolidated.
3. Submit final proposals for amendments to the membership at least thirty (30) days prior to the Annual Conference or meeting of the membership at which the proponents seek their consideration.
4. Ballots or voting notice shall be distributed to the authorized Voting Delegate on file from each District and the Tennessee voting- eligible NENA membership at least fifteen (15) days prior to the close of the voting period.
5. Provide a written recommendation and explanation for action by the membership based on the Committee's review of the proposed change(s).

Section 3 - Adoption

A duly proposed and reviewed amendment shall be incorporated into these Bylaws only if it receives the affirmative vote of two- thirds (2/3) of the members voting during the specified voting period of at least 30 days as defined by the election policies.

Section 4--Effective Date

- A. All amendments to these Bylaws shall become effective immediately upon adoption by the membership, unless a provision is simultaneously adopted to change the effective date. Such provisions shall automatically be removed from these Bylaws upon their execution.
- B. Adopted amendments shall be incorporated into the official publication of these Bylaws on the Association's website within thirty (30) days.

ARTICLE IX – BONDS

The Officers of the Executive Board shall be bonded, or covered by insurance, as stipulated by the Executive Board. Estimates of the value of the treasury are to be made at the Annual Conference and each Officer and the Director identified above are to be bonded to that level at a minimum.

ARTICLE X – EMPLOYMENT OF COUNSEL

Counsel shall be employed upon a recommendation by the President and approval of the Executive Board for the purpose of providing legal advice to the Association and for the preparation and presentation of matters before governmental bodies as desired by the Association. The Executive Board shall stipulate the legal fees and expenses.

ARTICLE XI – GRANTS AND CONTRIBUTIONS

- A. The President of this Association or a designee may make application to any organizations, corporations, agencies, groups or persons for grants or contributions of funds or property for carrying out general or specific purposes of this Association.
- B. No application shall be made to, or contribution received from, any person or agency except after a determination by
- C. 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.
- D. 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 and contribution and agreed to by the Executive Board.

ARTICLE XII – RETENTION OF PROPERTY INTEREST

All rights, title and interest both legal and equitable, in and to property of this Association shall remain in the trust of a member or employee shall be returned immediately to the Association in the event of that member/employee's death, resignation, suspension, or expulsion.

ARTICLE XIII – DISBURSEMENT OF ASSETS UPON DISSOLUTION

If the Tennessee Emergency Number Association (TENA) Inc. should be dissolved, all assets shall be distributed to an organization or organizations of similar purpose as selected by a two- thirds (2/3) majority vote of an Annual Conference quorum, or by the Executive Board if between Annual Conferences.