

***MASSACHUSETTS***

**NENA**

**THE 9-1-1 ASSOCIATION**

massnena.org

**Massachusetts Chapter of NENA, Inc.**

**By-Laws and Constitution**

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## **ARTICLE I NAME OF ORGANIZATION**

This organization shall be known as the Massachusetts Chapter of NENA, Incorporated. The organization may also be referred to as “MassNENA,” “Mass NENA,” or the Massachusetts Chapter of the National Emergency Number Association, Incorporated.

## **ARTICLE II CORPORATE PURPOSE**

### **Section 1 Nonprofit Purpose**

This corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(6) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

### **Section 2 Specific Purpose**

MassNENA is organized to support the profession and any organizations and official public and private agencies engaged in the provision of emergency communications services in the Commonwealth of Massachusetts.

MassNENA is the Massachusetts Chapter of the National Emergency Number Association (NENA), an international organization whose purpose is to:

Lead in development, availability, implementation, and enhancement of a universal emergency telephone number common to all jurisdiction(s) through research, planning, training, and education; represent its members before communications regulatory agencies and appropriate policy-making and legislative bodies; and strive toward all 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;

Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number;

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

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 character and shall have such rights and privileges by classifications as may be provided from time to time.

## **ARTICLE III MEMBERSHIP**

### **Section 1 Eligibility for Membership**

Membership shall be open to all persons of good character who meet the membership requirements of the National Emergency Number Association. Membership is granted after completion and receipt of a membership application and payment of annual dues.

All applications and dues are to be sent to the National Office for processing and disbursement. Any questions regarding application qualifications will be handled by the National Office.

### **Section 2 Annual Dues**

The annual dues are set by the National Office at the time of registration. A portion of the membership fee for Active and Commercial Members will be returned to the chapter for each member. Membership dues are payable once a year in January. Members who are delinquent over 90 days from January 1 shall be dropped from the National and State Chapter Membership Rolls.

### **Section 3 Rights of Members**

Each member shall be eligible to participate in chapter activities and vote in association elections and chapter meetings.

### **Section 4 Resignation and Termination**

Any member may resign by filing a written resignation with the secretary. A member can have their membership terminated by a quorum of the membership.

### **Section 5 Classes of Membership**

The membership of this Chapter shall be divided into the classes of Active Public Safety Communications Agency Member, Commercial Member, Associate Member, Emergency Dispatcher, and Lifetime Member. Lifetime Member requires no annual membership fee.

Members shall be admitted in accord with the classification requirements outlined in this Article. Membership shall not be denied on the basis of race, color, religious creed, national origin, ancestry, sex, age, sexual orientation, disability, or numerical limitation. All members are eligible to serve on committees if appointed.

**Member Active Public Safety Communications Agency Responsible Member (or, "Agency Active Member"):** Those employed by, or appointed or elected to a government or quasi-government agency 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, including those who have previously served in or retired from such positions (*e.g. Public Safety Directors, Managers, Supervisors, Coordinators, Directors, Board Members, Trainers, Instructors, etc.*), or retired from one of the above categories. Individuals from non-governmental agencies that otherwise fall into the above designation may be considered in this category if their primary mission is

engaging in the provision of public safety communications services. All Members of NENA who live or work in Massachusetts are automatically placed into this membership category within MassNENA.

Any of the above individuals who also represent an organization not engaged in the provision of public safety services as their full-time or primary affiliation shall not be eligible for this category. These individuals shall not be considered voting members.

**Non-Agency Active Member:** Active members that do not fall into the “Agency Active Member” category. This may include those who provide products and services related to public safety emergency systems and the public safety emergency communications field, including both for-profit and non-profit organizations, and including those who have retired from such positions (*e.g. Consultants, Developers, Service Providers, Marketers, Sales Representatives, etc.*), or retired from one of the above categories. All Commercial Members of NENA who live or work in Massachusetts automatically become members of MassNENA.

**Telecommunicator Active Member:** Telecommunicator members are those 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 NENA (*e.g. non-supervisory Dispatchers, Call-Takers, Communications Officers, etc.*), or retired from one of the above categories. Telecommunicator members are nonvoting members of the national association, may not nominate candidates for national office, and may not hold national office. Telecommunicator members may vote on the Chapter level in matters of Chapter business, and in the election of Chapter officers, and may nominate candidates for Chapter offices.

**Associate Member:** Those who are not eligible for other levels of membership but who wish to support the goals and objectives of NENA (i.e., *non-public safety related individuals that wish to support the goals and objectives of NENA*). Privileges of Associate Members are restricted as follows: Associate members are nonvoting members of the national association, may not nominate candidates for national office, and may not hold national office. Associate members may vote on the Chapter level in matters on Chapter business, and in the election of Chapter officers, and may nominate candidates for Chapter offices. Associate Members will not receive the annual Membership Directory. All Associate Members who live or work in Massachusetts automatically become members of MassNENA.

## **ARTICLE IV MEETINGS**

### **Section 1 Regular Meetings**

Regular meetings of the members shall be held no less than quarterly, at a time and place designated by the chair.

## **Section 2 Annual Meetings**

An annual meeting of the members shall take place in September, the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

## **Section 3 Emergency Meetings**

Emergency meetings may be called by the President or a simple majority of the Board of Directors.

## **Section 4 Notice of Meetings**

Notice of each meeting shall be posted on the association's website and distributed via email to the membership no less than three (3) days before the meeting unless an emergency meeting is called in which case the three (3) day requirement is waived.

## **Section 5 Quorum**

A quorum of the meeting of the members shall consist of at least two members of the Board of Directors and at least five (5) active members of the chapter.

## **Section 6 Voting**

All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place.

## **Section 7 Parliamentary Procedure**

Any question concerning parliamentary procedure at meetings shall be determined by the President by reference to Robert's Rules of Order.

# **ARTICLE V BOARD OF DIRECTORS**

## **Section 1 General Powers**

The affairs of MassNENA shall be managed by its Board of Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of MassNENA.

## **Section 2 Number, Membership, Authority, and Responsibility**

The number of Directors shall be fixed from time-to-time by the Directors but shall consist of no less than four (4) nor more than nine (9) including the following officers: President, Vice-President, Secretary, Treasurer, Immediate Past-President, and At-Large members.

Each duly elected officer is a member of the Board of Directors.

Authority is given to the Board of Directors, between annual meetings, to perform all functions and do all acts which this chapter might do or perform. Its decisions shall be

final in matters determined reasonable and proper. It has the power to convene or poll itself by a majority vote.

The MassNENA Board of Directors shall make appropriate recommendations to the membership at Chapter meetings on matters considered by the board since the last Chapter meeting; supervise all accounts and expenses of the chapter; 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. The Board of Directors shall convene regular meetings at a location as the President shall designate, or as the board itself may otherwise deem necessary to be a majority vote of its members. A meeting of the Board of Directors shall not be official unless attended by a majority of its members.

## **ARTICLE VI OFFICERS**

The officers of this Board shall be President, Vice-President, Secretary, Treasurer, Immediate Past-President, and four (4) At-Large Members.

### **Section 1 President**

The President shall carry out duties as delegated in this Article, and those policies duly adopted by the Executive Board; appoint special committees to perform tasks deemed necessary; authorize the necessary expenses of any board member or committee chair for the purpose of official MassNENA business, with such authorization shall be reported to the Executive Board in a quarterly financial statement; call any committee into session at any time; engage legal counsel in accordance with ARTICLE VIII of the Bylaws. The President's duties shall include the following: preside at all MassNENA meetings; serve as Chair of the Executive Board; report on the state of the chapter to the membership during its Annual Meeting; carry out the purposes of this chapter as set forth in its Constitution and Bylaws; make appointments to fill vacancies in office. The President's parliamentary decision within a formal meeting shall be final, provided that it is not in conflict with the Rules of this chapter and for other matters by Roberts Rules of Order to the extent practicable.

### **Section 2 Vice-President**

The Vice President shall perform all the duties of the President in his/her absence or 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. The Vice President shall have such other duties and exercise such other authority as may be delegated or assigned by the President or the Executive Board.

### **Section 3 Secretary**

The Secretary will provide the notice and take and keep the minutes and records of MassNENA meetings, including the meetings of the Board of Directors. The Secretary is



responsible for filing all appropriate paperwork with the Commonwealth of Massachusetts – Secretary of State’s Corporate Office. The 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.

**Section 4 Treasurer**

The Treasurer will administer all funds of the MassNENA Chapter and will make a report to the membership at the annual meeting as to the finances of the Chapter. The Treasurer is responsible for filing all appropriate paperwork with the Internal Revenue Service and the Massachusetts Department of Revenue. The 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.

**Section 5 Immediate Past-President**

The Immediate Past-President provides advice and leadership to the Board of Directors regarding past practices and other matters to assist the Board in governing the Association. The Immediate Past President supports the president and the Vice-President on an as-needed basis.

**Section 6 At-Large Members**

The At-Large Members are empowered to perform such duties and exercise that authority delegated or assigned by the President or the Executive Board, including functions such as membership, database management, newsletter production, and special projects. To the greatest extent practicable, these positions will be used to create a diversity of membership and regional representation on the Board of Directors.

**Section 7 Election of Officers**

The officers of President, Vice-President, Secretary, and Treasurer will be filled by election at the Annual Meeting. Election to office shall be determined by receiving a plurality of the votes cast. The President will become Immediate Past President at the end of his/her term. The At-Large Members will be chosen by the Board of Directors at its first meeting following the Annual Meeting. All officers shall serve for a term of one (1) year.

**Section 8 Removal of Officer**

Any of the officers may be removed with or without cause, at any time, by a vote of three-quarters (3/4) of the members of the Board of Directors if in their judgment the best interest of MassNENA would be served thereby. Each member of the Board of Directors must receive written notice of the proposed removal at least five (5) days in advance of the proposed action. An officer who has been removed from office will also be automatically removed as a member of the Board of Directors.

**Section 9 Vacancies**

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a regular

meeting.

## **ARTICLE VII TRADEMARK PROTECTION**

The NENA logo is the registered trademark and its use, except as specifically provided for in this Article, shall be strictly controlled by the NENA National Executive Board. Chapters are specifically authorized to use the logo for stationery purposes in the pursuit of their normal business activities. The use of the logo in the manufacture of jewelry and hardware in conjunction with identification or commercial activities is expressly prohibited as provided in this section. Any deviation from the restrictions above shall require the express written authority of the Executive Director of the National Association in each particular instance.

## **ARTICLE VIII EMPLOYMENT OF COUNSEL**

Counsel may be employed upon the direction of the MassNENA Executive Board. Counsel shall be employed for the purpose of providing legal advice to MassNENA and for the preparation and presentation of matters before governmental bodies.

## **ARTICLE IX GRANTS & CONTRIBUTIONS**

The President of this Chapter or any member designated by him/her may make an 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 MassNENA. No application or solicitation shall be made to, or contributions received from, any person or agency, absent a determination by the Board of Directors that a grant or contribution to MassNENA would be motivated by the desire to further the purpose of MassNENA and not to derive personal benefit or privilege to the donor.

Any member who may be offered a grant, or contribution, or contract for MassNENA shall immediately notify the President. No grant or contribution shall be finally accepted by the Chapter, except upon approval of the Board of Directors. The terms of any such grant or contribution shall be outlined in writing and signed both on behalf of MassNENA and the donor.

Any grant or contribution to MassNENA shall be credited to its general fund unless, under the terms of 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 MassNENA unless provided otherwise in terms of the grant or contribution and agreed to by the Executive Board.

## **ARTICLE X RETENTION OF PROPERTY INTEREST**

All rights, title, and interest, both legal and equitable, in and to a property of this chapter

shall remain in the chapter. 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/her death, resignation, suspension, expulsion, or termination of relationship with this chapter.

## **ARTICLE XI DISBURSEMENT OF ASSETS UPON DISSOLUTION**

Should MassNENA be dissolved, all assets shall be distributed to an organization of similar purpose as selected by a two-thirds majority vote of an Annual Meeting quorum, or by the Executive Board if between annual conferences.

## **ARTICLE XII COMMITTEES**

### **Section 1 Committee Formation**

The Board of Directors may create committees as needed, such as fundraising, public relations, data collection, etc. The President appoints all committee chairs.

## **ARTICLE XIII BOOKS AND RECORDS**

The corporation shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

## **ARTICLE XIV AMENDMENTS**

### **Section 1 Articles of Incorporation**

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. As required by the Articles, any amendment to Article III or Article VI of the Articles shall require the affirmative vote of all directors then in office. All other amendments of the Articles shall require the affirmative vote of an absolute majority of directors then in office.

### **Section 2 Bylaws**


The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.

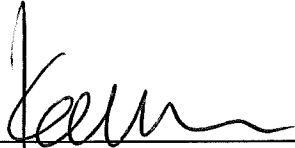
A proposal to amend the Bylaws of the chapter shall be honored from any member. Errors in the format of such proposal shall not be sufficient cause for rejection.

## **ARTICLE XV ADOPTION OF BYLAWS**

We, the undersigned, consent to, and hereby do, adopt and/or amend the foregoing Bylaws, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this 18<sup>th</sup> day of September, 2019.

  
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Christopher Ryan, President – MassNENA

  
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ATTEST: Kenneth E. Handfield, Jr., Secretary – MassNENA