

**BYLAWS
TENNESSEE EMERGENCY NUMBER ASSOCIATION, INC.**

**ARTICLE I
PURPOSE AND AUTHORITY**

1.1 NAME AND MEMBERSHIP REQUIREMENT

This organization shall be known as the TENNESSEE EMERGENCY NUMBER ASSOCIATION (TENA).

Its membership shall be open to all persons of good character who meet the membership requirements of these Bylaws adopted pursuant thereto.

1.2 PURPOSE

The purpose of TENA shall be to:

1.2(a) Foster the development, availability and implementation of a universal emergency telephone number common to all jurisdictions by means of research, planning, training and education; represent its members before communications regulatory agencies and policy making bodies as may be appropriate, 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.

1.2(b) Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.

1.2(c) 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 to other people who are interested in the field of public safety emergency communications.

1.2(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.

1.2(e) Provide for membership in this Association in accordance with the language and intent of 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 classification as may be provided from time to time in keeping with the state of the development of the art of public safety emergency communications.

2.1 MEMBERSHIP DESIGNATIONS

The membership of the Association shall be divided into the following classes: ACTIVE and ASSOCIATE.

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

2.2 ACTIVE MEMBER

The following shall be eligible for ACTIVE membership in this Association:

2.2(a) 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 who are employed and salaried by federal, state or local government agency, or an agency substantially supported by government funds or who serve on the Board of Directors of an Emergency Communications District or other "911" agency established in accordance with Tennessee law.

2.2(b) Dues for Active Membership for an entire Board of Directors of an Emergency Communications District or "911" Agency are .0085 x District population with a ceiling rate of no more than Six Hundred (\$600.00) per District annually. There will also be minimum dues of One Hundred (\$100.00) per District annually.

2.2(c) Only Active Members, who have been members of TENA for two (2) consecutive years, are eligible to hold office.

2.3 ASSOCIATE MEMBER

The following shall be eligible for ASSOCIATE membership in the Association:

2.3(a) Those persons in the business sector who receive the majority of their compensation from the design, manufacture, sale, service, maintenance, lease, rental or promotion of equipment or systems which are used or can be used in public safety emergency systems; and those persons who are engaged in writing, publishing, advising and consulting in the public safety emergency communications field or who distribute goods and represent companies, firms or persons including themselves and others who profit materially from such activities.

2.3(b) Any interested individual.

2.3(c) The dues for Associate Membership are Fifty Dollars (\$50.00) annually.

2.4 MEMBERSHIP APPLICATIONS

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

ARTICLE III ANNUAL CONFERENCE

3.1 DEFINITION

The annual meeting of this Association shall be known as the ANNUAL CONFERENCE. The selection of site(s) and date(s) for the Annual Conference of this Association shall be the responsibility of a standing committee made up of four (4) members – one (1) from each of the three (3) regions, appointed by the President and the 2nd Vice-President. The 2nd Vice President shall be the Chairman of the Conference Committee and the 1st Vice President shall be the Vice Chairman of the Conference Committee. They shall pick the site(s) and date(s) for the Annual Conference(s) for up to three years in advance. Future conference sites and dates will be announced at the Annual Conference. Conference contracts will be brought before the Executive Board for approval.

3.2 PARLIAMENTARY AUTHORITY

The President's parliamentary decision upon the Conference floor shall be final, provided it not be in conflict with the Conference Rules of this Association and for other matters pursuant to Robert's Rules of Order to the extent practicable.

3.3 MEETING

3.3(a) The Executive Board shall meet bi-monthly with the schedule decided at the end of each Annual Conference for the coming year. The President or two (2) Executive Board Members may call a special meeting of the Executive Board when deemed necessary provided that a majority of the Executive Board can attend. Reasonable advance notice of such meetings shall be provided in writing to all members of the Executive Board.

3.3(b) An agenda will be prepared for all Board Meetings with space on the agenda to provide any person in the audience an opportunity to address the Board.

3.4 QUORUM

3.4(a) Conference

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

3.5 EXECUTIVE BOARD

A meeting of the Executive Board shall not be official unless attended by a majority of its members.

3.6 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 Bylaws Article VIII are waived with respect to the conference rules only.

3.7 ANNUAL CONFERENCE VOTING

Each District or Agency maintaining Active membership shall be entitled to cast one (1) vote for any voting issue called at the Conference. Each District shall choose a voting delegate that shall be the Board Chairman or Director of such District or their designee. This name shall be listed on the Annual Conference Registration Form and given to the Executive Secretary prior to the start of the Annual Conference.

3.8 ANNUAL REPORTING

The Executive Board shall make available at each Annual Conference a copy of the Annual Audit, Annual Operating Budget, and the Annual Conference Budget for the membership to review.

3.9 VOTING

All voting matters coming before the Executive Board shall be by a majority vote except where there is a required 2/3 majority stated elsewhere in these Bylaws.

ARTICLE IV ELECTION OF OFFICERS AND REGIONAL BOARD MEMBERS

4.1 NOMINATING COMMITTEE

The President shall appoint the membership of this Committee. The Committee shall include at least one (1) member from each of the following geographical sections of the state:

Region I – East: The following counties: Anderson, Blount, Bradley, Campbell, Carter, 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 – Central: The following counties: Bedford, Bledsoe, Cannon, Cheatham, Clay, Coffee, Cumberland, Davidson, DeKalb, Fentress, Franklin, Giles, Grundy, Jackson, Lawrence, Lincoln, Macon, Marshall, Maury, Moore, Overton, Pickett, Putnam, Robertson, Rutherford, Sequatchie, Smith, Sumner, Trousdale, Van Buren, Warren, White, Williamson, Wilson.

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

4.2 PROCEDURE

4.2(a) This Committee shall report a slate of nominees for 2nd Vice-President, Treasurer, and Secretary along with one (1) regional Board Member per seat for each of the designated regional Board seats each even-numbered year. This Committee shall report a slate of nominees for 2nd Vice President and one (1) regional Board Member per seat for each of the designated regional Board seats each odd-numbered year. Nominees for Regional Board seats must reside or work within that region. Local District written approval to serve on the Board of Directors is required for all TENA Board Members.

4.2(b) The nominating committee shall call for nominations for particular offices from the Active membership and prepare a slate of candidates. Nominations shall be executed on a standard form as approved by the Executive Board. Officers shall be elected by secret ballot, in the event of more than one (1) candidate for a particular office being nominated. Ballots shall be mailed thirty (30) days prior to the Annual Conference. Officers must be eligible to hold office in accordance with Bylaws Article II, Section 2.1. Ballots shall be counted at the Annual Conference by the Nominating Committee prior to the business meeting.

4.2(c) The candidate receiving the majority of votes will be elected.

4.2(d) Each District maintaining Active membership shall be entitled to cast one (1) vote for each office. The votes of each respective region shall determine that region's Board members.

4.2(e) Votes may be submitted in writing, provided that the written votes are received at least seven (7) days prior to the meeting. Districts may also vote by proxy, provided that the person casting the vote of a District has a proxy that is signed by a duly authorized officer of the District.

ARTICLE V OFFICERS

5.1 DESIGNATION

5.1(a) Officers – The corporation shall have five (5) general officers. The officers shall be President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary.

5.1(b) Executive Board – The Executive Board shall consist of the regularly elected officers currently serving the Association in their designated capacities. The Executive Director, if there be one, shall meet with and serve the Executive Board in an advisory capacity, without voting power. The immediate past President shall also be a member of the Executive Board in an advisory capacity with voting power.

5.1(c) The five (5) General Officers shall hold membership in the National Emergency Number Association (NENA). The officers will be responsible for their NENA membership dues.

5.2 TERMS OF OFFICE

Elected officers shall assume their duties and authorities upon being installed in office during the Annual Conference. The office of 2nd Vice-President shall be for a one-year term, and will succeed to 1st Vice-President at the next Annual Conference. The office of 1st Vice-President shall be for a one-year term, and will succeed to President at the next Annual Conference. The office of President shall be for a one-year term, and will succeed to Past President at the next Annual Conference.

5.3 SUCCESSION OF OFFICE

At each Annual Conference, an investiture will be held wherein the person holding the office of 2nd Vice-President shall succeed to 1st Vice-President, and the 1st Vice-President shall succeed to the office of President.

5.4 AUTHORITY AND DUTIES

5.4(a) President

The President's power shall include the authority to:

1. Preside at all meetings of this Association and/or the Executive Board and serve as Chairperson of the Executive Board.
2. Carry out the purposes of this Association as set forth in its Bylaws.
3. Carry out duties as delegated in this Article, and the policies duly adopted by the Executive Board.
4. Appoint all committees to perform tasks deemed necessary during his/her term of office.
5. Authorize reasonable and proper expense of any member for the purpose of specific Association duties.
6. Call any committee into session at any time.
7. Engage any employee or agent, including an Executive Director if approved by Executive Board action.
8. Engage legal counsel in accordance with Article X of the Bylaws if approved by Executive Board action.

5.4(b) 1st Vice-President

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

The 1st Vice-President shall 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.

5.4(c) 2nd Vice-President

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

The 2nd Vice-President shall also be a member of the Annual Conference Committee as set out in Article III, Section 3.1.

The 2nd Vice-President shall 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.

5.4(d) Treasurer

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

5.4(e) Secretary

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

5.4(f) Executive Board

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

1. 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.
2. Convene or poll itself by telephone, fax, mail, or email.
3. To report at each Annual Conference of this Association all measures considered during the current year.
4. 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.
5. Supervise all accounts and expenses of the Association and review the audit of the accounts of the Executive Director if there be one.
6. 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.
7. No member of the Executive Board shall be a paid employee of the Tennessee Emergency Number Association, Inc.

ARTICLE VI REGIONAL BOARD MEMBERS

6.1 QUALIFICATIONS

Only Active members, as defined in the Bylaws Article II, in good standing, may vote for and hold elected positions in TENA.

6.2 DUTIES

Regional Board Members 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.

6.3 TERM

Three (3) Regional Board Members shall initially be elected for a term of two (2) years. The remaining three (3) Regional Board Members shall be elected for a term of three (3) years. Subsequent elections of Regional Board Members shall be for a two (2) year term.

6.4 NUMBER

There shall be two (2) Regional Board Members from each region, elected by the members of that region.

ARTICLE VII VACANCIES AND REMOVAL

7.1 VACANCY

Vacancy in the office of 2nd Vice-President, Treasurer, Secretary and any of the six (6) Regional Board Member posts shall be filled by majority vote of the Executive Board, and such approved appointee shall perform his/her duties in an acting capacity until the term in which he/she is filling expires. In the case of a 2nd Vice-President's term being appointed by the Board of Directors, he/she will not be in succession to fill the slot of 1st Vice-President; instead, the full membership will vote on a 1st Vice-President and 2nd Vice-President at the next Annual Conference. In the case of the President or 1st Vice-President slot becoming vacant, the succession process will take place from the 2nd Vice-President, where he/she will fill the remainder of the term and then serve his/her elected term by being invested in his/her office for the new term at the Annual Conference. The Executive Board will give 30 days written notice of vacancy to membership regarding the vacant Board of Directors position. After proper notice, the Board of Directors will vote by secret ballot on a replacement at a regularly scheduled board meeting.

7.2 REMOVAL

A two-thirds majority vote of the Active membership present at the Annual Conference, or at a special meeting, shall be required for the removal of an officer from office of this Association.

ARTICLE VIII AMENDMENTS

These Bylaws, or any part thereof, may be amended, repealed, or new bylaws adopted by a majority of the votes cast by the members attending the Annual Conference. Any proposed amendment shall be published and distributed to all members of this Association no less than thirty (30) days before the Annual Conference for consideration.

ARTICLE IX BONDS

The Board of Directors shall be bonded 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

The President of this Association or any member designated by him/her 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.

No application shall be made to, or contribution received from, any person or agency except after a determination by the Executive Board that a grant or contribution to the 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.

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 right, 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 his/her death, resignation, suspension or expulsion.

**ARTICLE XIII
DISBURSEMENT OF ASSETS UPON DISSOLUTION**

Should TENA, Inc. be dissolved, all assets shall be distributed to an organization or organizations of similar purpose as selected by a two-thirds majority vote of an Annual Conference quorum, or by the Executive Board if between Annual Conferences.

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