

BYLAWS
TENNESSEE EMERGENCY NUMBER ASSOCIATION, INC.

ARTICLE I – PURPOSE AND AUTHORITY

Section 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.

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 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.
- B. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.
- 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.
- 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, 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.

ARTICLE II - MEMBERSHIP

Section 1 – Membership Designations

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

- A. ACTIVE MEMBER – The following shall be eligible for active membership in this Association: 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. Only active members, who have been members of TENA for two (2) consecutive years, are eligible to hold elected positions. Active members may only submit a nomination form for one (1) elected position per election.
- B. ASSOCIATE MEMBER – The following shall be eligible for ASSOCIATE membership in this Association: 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 or any interested individual.

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. A vote of the full membership is required at the annual conference to increase chapter membership dues collected by TENA if deemed necessary.

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.

ARTICLE III – EXECUTIVE BOARD

Section 1 - Designation

- A. OFFICERS –The Officers of the Association shall consist of the following: President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary. Officers shall hold membership in the National Emergency Number Association (NENA). The Officers will be responsible for their NENA membership dues.
- B. EXECUTIVE BOARD – The Executive Board is defined as Officers (President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary) and each elected regional representative, two (2) from each region of the state, currently serving the Association in

their designated capacities. The immediate Past President shall also be a member of the Executive Board in an advisory capacity with voting power. The Executive Director, if there be one, shall meet with and serve the Executive Board in an advisory capacity, without voting power.

C. TERMS OF OFFICE – Members elected to the Executive Board shall assume their duties and authorities upon being installed in office during the Annual Conference.

1. 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.
2. The office of 1st Vice-President shall be for a one-year term, and will succeed to President at the next Annual Conference.
3. The office of President shall be for a one-year term, and will succeed to Past President at the next Annual Conference.
4. The office of Treasurer shall be a two year term expiring on each odd numbered year and Secretary shall be for a two-year term with the term expiring on each even numbered year.
5. The office of six (6) regional representatives shall be for a two-year term with the terms of one member from each region expiring on each even numbered year and the terms of the remaining three members, one (1) from each region of the state, expiring on each odd numbered year. There shall be two (2) regional representatives from each region, elected by the members of that region.

D. 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.

Section 2 – Board Meetings

- A. The Executive Board shall meet bi-monthly with the schedule decided at the last meeting of the calendar year for the upcoming year. The President or two (2) Executive Board Members may call a special meeting of the Executive Board when deemed necessary provided that a simple majority of the Executive Board can attend. A simple majority is defined as 50% plus one (1). Reasonable advance notice of such meetings shall be provided in writing to all members of the Executive Board and the membership.
- B. An agenda will be prepared for all Executive Board meetings with space on the agenda to provide any person in the audience an opportunity to address the Board.

Section 3 – Executive Board Quorum

A meeting of the Executive Board shall not be official unless attended by a simple majority of its members. A simple majority is defined as 50% plus one (1). It shall take a simple majority of the Executive Board 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. Appoint all committees to perform tasks deemed necessary during his/her term of office. Members of these committees shall serve at the pleasure of the President. The committees shall serve with same membership until successor(s) are appointed.
- G. Authorize reasonable and proper expenses of any member up to \$500.00 for the purpose of specific Association duties. Such authorization shall be reported to the treasurer and secretary within 72 hours.
- H. Call any committee into session at any time.
- I. Engage any employee or agent, including an Executive Director if approved by Executive Board action.
- J. Engage legal counsel in accordance with Article X of these Bylaws if approved by Executive Board action.

Section 2 – 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 be the Chairperson of the Site Selection Committee as set out in Article VI, Section 1.

The 1st Vice-President shall be the Conference Chairperson for the Annual Conference.

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.

Section 3 – 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 be the Vice-Chairperson of the Site Selection Committee as set out in Article VI, Section 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.

Section 4 – Treasurer

The Treasurer shall keep an accurate record of all expenditures and income. The Treasurer shall provide the Executive Board a report at the regularly scheduled board meetings.

The Treasurer shall present the annual audit of the Association's finances and make available for the membership.

The Treasurer shall 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 provide notice of the meetings and be the custodian of the records of this Association.

The Secretary shall submit a copy of all TENA general membership meeting minutes to the National Emergency Number Association (NENA) office within 20 days of approval. The Secretary shall also submit a copy of the TENA bylaws to the NENA office after each approved amendment.

The Secretary shall 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 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.

Conduct at least one (1) regular regional meeting within their regions between annual conferences.

Regional representatives 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 – 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 if there be 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.

Section 8 – Executive Director/Administrative Coordinator

The authority and duties of the Executive Director/Administrative Coordinator include, but are not limited to the following:

- A. Prepare and distribute the newsletter by mail or email.
- B. Record and transcribe the minutes of meetings and distribute them accordingly.
- C. Setup and maintain the TENA website.
- D. Distribute information to the membership upon approval from the President.
- E. Assist with the Annual Conference.
- F. Assist the Executive Board as needed.
- G. Perform any other duties that are assigned by the President throughout the year.

ARTICLE V – ELECTION OF EXECUTIVE BOARD

Section 1 – Nomination Committee

The President shall appoint the membership of the Nomination Committee. This Committee shall include a Chairman and at least one (1) member from each of the following geographical sections of the state which is defined by the Districts listed below:

Region I – East: The following Districts: 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: The following Districts: 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, Van Buren, Warren, White, Williamson, Wilson.

Region III – West: The following Districts: 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.

Section 2 – Election Procedure

- A. The Chairman of the Nomination Committee shall request nominations for particular offices from the Active membership at least sixty (60) days prior to the Annual Conference (2nd Vice-President, Secretary, one (1) West Regional Representative, one (1) Middle Regional Representative and one (1) East Regional Representative for even-numbered years. 2nd Vice-President, Treasurer, one (1) West Regional Representative, one (1) Middle Regional Representative, and one (1) East Regional Representative for odd-numbered years). Nominees for Regional Representative positions must reside or work within that region.
- B. Nominations shall be executed on a standard form as approved by the Executive Board. Local District written approval is required to serve on the Executive Board. Nominees must be eligible to hold office in accordance with Bylaws Article II. Only Active members, as defined in Bylaws Article II, in good standing, may vote for and hold elected positions in TENA. Beginning with candidates elected in 2011, two or more individuals representing the same District will not be allowed to serve on the Executive Board at the same time.
- C. After receipt of the nomination forms, the Nomination Committee shall report a final slate of nominees at least thirty (30) days prior to the Annual Conference, together with ballots for 2nd Vice-President, and Secretary along with one (1) regional representative for each of the designated regions each even-numbered year. This Committee shall report a slate of nominees for 2nd Vice-President, Treasurer and one (1) regional representative for each of the designated regions each odd-numbered year. The Executive Board shall be elected by secret ballot, in the event of more than one (1) candidate for a particular office being nominated.
- D. Reasons to refuse a nomination include, but are not limited to:
1. Resignation or dismissal from current position in the 911 field;
 2. Upon verification of nomination form, local District did not approve candidate nomination;
 3. Any professional or personal situation that would bring unfavorable publicity or discredit TENA.
- The Nomination Committee may conduct such investigations as it deems necessary to determine if the nominations will be accepted.
1. If a nomination is refused, the nominee will be informed in writing of the reasons.
 2. Nominees will be offered the opportunity to respond to any allegations that would cause their nominations to be refused.
 3. If a nomination is refused due to a fraudulent act, the nominee will be ineligible to run for a position on the Executive Board for a period of no less than seven (7) years.

- E. Ballots shall be mailed to members at least thirty (30) days prior to the Annual Conference. Ballots shall be returned to the Nomination Committee Chairman no later than seven (7) calendar days prior to the Annual Conference. Districts may also place their ballot in the ballot box at the annual conference with the deadline established by the Election Committee. The Nomination Chairman shall deliver the ballots, unopened, to the Nomination Committee at the Annual Conference. The Nomination Committee will then open and count each ballot at the Annual Conference prior to the business meeting. The President shall settle challenges to the validity of any ballot. 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. 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 representative(s). Upon completion and certification of the ballot count, the results shall be forwarded to the President. Ballots shall be maintained for a period of at least 90 days.

- F. Elections shall take place by secret ballot at the Annual Conference and shall be determined by a simple majority of the ballots cast. In the event of more than two (2) candidates for a particular office and a simple majority is not decided on the first ballot, the candidates receiving the two largest number of votes shall engage in a run-off election. A simple majority is defined as 50% plus one (1) of the votes received. Ballots shall be mailed to the Active membership and the candidate receiving a simple majority of the ballots cast shall be declared the winner at the next regularly scheduled board meeting. In the event of a tie, a run-off election shall be conducted. Ballots will be mailed to the Active membership and the candidate receiving a simple majority of the ballots cast shall be declared the winner at the next regularly scheduled board meeting.

ARTICLE VI – ANNUAL CONFERENCE

Section 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 five (5) members – one (1) from each of the three (3) regions, appointed by the President, 1st Vice-President and 2nd Vice-President. The 1st Vice-President shall be the Chairman of the Site Selection Committee and the 2nd Vice-President shall be the Vice-Chairman of the Site Selection Committee. They shall pick the site(s) and date(s) for the Annual Conference(s) for up to five 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.

Section 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.

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

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.

Section 6 – Annual Reporting

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

The Treasurer shall initiate an annual audit of the Association's finances upon completion of the fiscal year. The annual audit shall be presented to the Executive Board upon completion at the next scheduled board meeting for review. The presentation of the annual audit shall be noted as an agenda item and the membership shall be notified of the presentation. The annual audit shall be made available to the membership for review upon request.

Section 7 – Voting

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

ARTICLE VII – VACANCIES AND REMOVAL

Section 1 – Vacancy in the office of President

Vacancy in the office of the President will result in the succession of the 1st 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.

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

Vacancy in the office of the 1st Vice-President will result in the succession of 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.

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

Vacancy in the office of 2nd Vice-President shall be filled by a simple majority vote of the membership to fulfill the unexpired vacated term. If the term of the 2nd Vice-President is vacated ninety (90) days or less prior to the Annual Conference, the position will remain vacant and nominations will be requested pursuant to Article V, Section 2. If the position of 2nd Vice-President is vacated more than ninety (90) days prior to the Annual Conference, the Executive Board shall notify the Active membership of the vacancy and shall request nominations for this particular office. The Active membership will be allowed thirty (30) days from date of notification of the vacancy to submit a nomination form signed and approved by their District Board of Directors. Upon verification of nomination forms, ballots will be mailed to each District maintaining Active membership. The Active membership will be given a deadline of thirty (30) days to return their ballots. In the event of more than two (2) candidates for the particular office a simple majority is not decided on the first ballot, the candidates receiving the two largest number of votes shall engage in a run-off election. The candidate receiving a simple majority of the ballots cast during the run-off election shall be declared the winner. A simple majority is defined as 50% plus one (1) of the votes received. The newly elected 2nd Vice-President shall perform his/her duties in an acting capacity until the term in which he/she is fulfilling expires; 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.

Section 4 – Vacancy in the office of Treasurer or Secretary

Vacancy in the office Treasurer or Secretary shall be filled by a simple majority vote of the membership to fulfill the unexpired vacated term. If the term of the Treasurer or Secretary is vacated ninety (90) days or less prior to the Annual Conference, the position will remain vacant and nominations will be requested pursuant to Article V, Section 2. If the position of Treasurer or Secretary is vacated more than ninety (90) days prior to the Annual Conference, the Executive Board shall notify the Active membership of the vacancy and shall request nominations for this particular office. The Active membership will be allowed thirty (30) days from date of notification of the vacancy to submit a nomination form signed and approved by their District Board of Directors. Upon verification of nomination forms, ballots will be mailed to each District maintaining Active membership. The Active membership will be given a deadline of thirty (30) days to return their ballots. In the event of more than two (2) candidates for the particular office a simple majority is not decided on the first ballot, the candidates receiving the two largest number of votes shall engage in a run-off election. The candidate receiving a simple majority of the ballots cast during the run-off election shall be declared the winner. A simple majority is defined as 50% plus one (1) of the votes received. The newly elected Treasurer or Secretary shall perform his/her duties in an acting capacity until the term in which he/she is fulfilling expires.

Section 5 – Vacancy in the office of any Regional Representative

Vacancy in the office of any of the six (6) Regional Representatives shall be filled by a simple majority vote of the membership in said region to fulfill the unexpired vacated term. If the term of the Regional Representative is vacated ninety (90) days or less prior to the Annual Conference, the position will remain vacant and nominations will be requested pursuant to Article V, Section 2. If the position of is vacated more than ninety (90) days prior to the Annual Conference, the Executive Board shall notify

the Active membership in the region of the vacancy and shall request nominations for this particular office. Nominees for Regional Representative positions must reside or work within that region. The Active membership of that region will be allowed thirty (30) days to submit a nomination form signed and approved by their District Board of Directors. Upon verification of nomination forms, ballots will be mailed to each District maintaining Active membership in that region. The Active membership in that region will be given a deadline of thirty (30) days to return their ballots. In the event of more than two (2) candidates for the particular office a simple majority is not decided on the first ballot, the candidates receiving the two largest number of votes shall engage in a run-off election. The candidate receiving a simple majority of the ballots cast during the run-off election shall be declared the winner. A simple majority is defined as 50% plus one (1) of the votes received. The newly elected Regional Representative shall perform his/her duties in an acting capacity until the term in which he/she is fulfilling expires.

Section 6 – 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 any Executive Board Member.

ARTICLE VIII – AMENDMENTS

These Bylaws, or any part thereof, may be amended, repealed, or new Bylaws adopted by a simple majority of the votes cast by the membership. A simple majority is defined as 50% plus one (1) of the votes cast. 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. The membership shall vote on the amendments by secret ballot.

Amendments passed and adopted by this Association in accord with other provisions of the Bylaws shall be in force and effect upon the adjournment of the Annual Conference where considered and adopted, provided an exception to this effect is not otherwise contained in the language of the resolution adopted.

ARTICLE IX – BONDS

The Officers of the Executive Board 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 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 his/her 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 majority vote of an Annual Conference quorum, or by the Executive Board if between Annual Conferences.

ARTICLE XIV – CODE OF ETHICS

Section 1 – Applicability

This is the code of ethics for the Tennessee Emergency Number Association (TENA) Executive Board. It applies to appointed officials and employees, whether compensated or not, including those of any separate board, commission, committee, authority, corporation, or other instrumentality appointed or created by TENA.

Section 2 – Definition of “personal interest”

- A. For the purposes of Sections 3 and 4, “personal interest” means:
1. Any financial, ownership, or employment interest in the subject of a vote by a board not otherwise regulated by state statutes on conflicts of interests; or
 2. Any financial, ownership, or employment interest in a matter to be regulated or supervised; or

3. Any such financial, ownership, or employment interest of the official's or employee's spouse, parent(s), step parent(s), grandparent(s), sibling(s), child(ren), or step child(ren).
- B. The words "employment interest" includes a situation in which an official or employee or a designated family member is negotiating possible employment with a person or organization that is the subject of the vote or that is to be regulated or supervised.
- C. In any situation in which a personal interest is also a conflict of interest under state law, the provisions of the state law take precedence over the provisions of this chapter.

Section 3 – Disclosure of personal interest by official with vote.

An official with the responsibility to vote on a measure shall disclose during the meeting at which the vote takes place, before the vote and so it appears in the minutes, any personal interest that affects or that would lead a reasonable person to infer that it affects the official's vote on the measure. In addition, the official may recuse himself from voting on the measure.

Section 4 – Disclosure of personal interest in non-voting matters.

An official or employee who must exercise discretion relative to any matter, other than casting a vote, and who has a personal interest in the matter that affects or that would lead a reasonable person to infer that it affects the exercise of the discretion shall disclose, before the exercise of the discretion when possible, the interest on a form provided by and filed with the Executive Board attorney. In addition, the official or employee may, to the extent allowed by law, or policy, recuse himself from the exercise of discretion in the matter.

Section 5 – Acceptance of gratuities, etc.

An official or employee may not accept, directly or indirectly, any money, gift, gratuity, or other consideration or favor of any kind from anyone other than TENA.

- A. For the performance of an act, or refraining from performance of an act, that he would be expected to perform, or refrain from performing, in the regular course of his duties; or
- B. That might reasonably be interpreted as an attempt to influence his action, or reward him for past action, in executing TENA business.

Section 6 – Use of information

- A. An official or employee may not disclose any information obtained in his official capacity or position of employment that is made confidential under state or federal law except as authorized by law.
- B. An official or employee may not use or disclose information obtained in his official capacity or position of employment with the intent to result in financial gain for himself or any other person or entity.

Section 7 – Use of time, facilities, etc.

- A. An official or employee may not use or authorize the use of TENA time, facilities, equipment, or supplies for private gain or advantage to himself.
- B. An official or employee may not use or authorize the use of time, facilities, equipment, or supplies for private gain or advantage to any private person or entity, except as authorized by

legitimate contract or lease that is determined by the governing body to be in the best interests of TENA.

Section 8 – Use of position or authority

- A. An official or employee may not make or attempt to make private purchases, for cash or otherwise, in the name of TENA.
- B. An official or employee may not use or attempt to use his position to secure any privilege or exemption for him or others that are not authorized by the general law, or policy of TENA.

Section 9 – Outside employment

An official or employee may not accept or continue any outside employment if the work unreasonably inhibits the performance of any affirmative duty of the position or conflicts with any provision of the charter or policy.

Section 10 – Ethics complaints

- A. The attorney is designated as the ethics officer of the Board. Upon the written request of an official or employee potentially affected by a provision of this chapter, the attorney may render an oral or written advisory ethics opinion based upon this chapter and other applicable law.
- B. Except as otherwise provided in this subsection, the attorney shall investigate any credible complaint against an appointed official or employee charging any violation of this chapter, or may undertake an investigation on his own initiative when he acquires information indicating a possible violation, and make recommendations for action to end or seek retribution for any activity that, in the attorney's judgment, constitutes a violation of this code of ethics.
- C. The attorney may request the governing body to hire another attorney, individual, or entity to act as ethics officer when he has or will have a conflict of interests in a particular matter.
- D. When a complaint of a violation of any provision of this chapter is lodged against a member of the Board, the Board shall either determine that the complaint has merit, determine that the complaint does not have merit, or determine that the complaint has sufficient merit to warrant further investigation. If the governing body determines that a complaint warrants further investigation, it shall authorize an investigation by the attorney or another individual or entity chosen by the Board.
- E. The interpretation that a reasonable person in the circumstances would apply shall be used in interpreting and enforcing this code of ethics.

Section 11 – Violations

A member of a board, committee, or other instrumentality who violates any provision of this chapter is subject to punishment as provided by the charter or other applicable law, and in addition is subject to censure by the Board. An official or an employee who violates any provision of this chapter is subject to disciplinary action.

ARTICLE XV – TENA CARES FUND

Section 1 – Definition

The TENA CARES Fund is a fund that has been established to assist the needs of a Tennessee Emergency Number Association (TENA) member, who is defined as an ECD Board member, ECD/PSAP Management or Administrative staff, or PSAP Dispatcher, during times of devastating personal tragedy. This fund has been established to assist the TENA member with the immediate needs that are associated with these tragedies.

Section 2 - Applicability

These tragedies include but not limited to;

- A. Death of the TENA member or immediate family member (spouse, child, parent) with related financial hardships;
- B. Catastrophic illness of TENA member or immediate family member
- C. Loss of personal property due to fire or natural disaster

Section 3 – Procedures & Guidelines

The request should be made in writing, either from the ECD Chairman or Director or the PSAP Director and should provide this committee with details necessary to make the decision. The committee will convene, either by email or conference call and the request discussed and the distribution will be decided. When the committee makes the final decision as to the appropriate amount, a pre-paid VISA card will be purchased and sent to the member.

The management of the Fund will be handled by a committee, which will be made up of

1. one TENA Officer,
2. one Regional Representative from each of the 3 regions of the state and
3. the TENA Administrative Coordinator.

This Fund has been established with the support of the Tennessee Emergency Number Association and a Financial Report will be presented at each TENA Board meeting.

TENA's Treasurer and Administrative Coordinator will be signatories on the bank account that has been established in the name of "TENA Cares Fund". This bank account will be at a different bank from the primary TENA account. Audit of this account will follow the standards already set for the primary TENA account.