## Code Of By-Laws

## Of THE

## Indiana Chapter OF

## The National Emergency Number Association, Inc.



AdOPTED MAy 23, 2003
Amended September 2, 2021

## ARTICLE 1

## Name

Section 1.01. Name. The name of the Corporation is the Indiana Chapter of the National Emergency Number Association, Inc. (the "Corporation").

## ARTICLE 2

## MISSION

## Section 2.01. Mission. The Corporation is formed to:

(i) lead to the development, availability, and implementation and enhancement of a universal emergency telephone number common to all jurisdictions through research, planning, training, and education:
(ii) represent its members before communications regulatory agencies and policy making bodies as appropriate;
(iii) strive toward citizens having immediate access to emergency public safety services so that safety to human life, protection of property, and civic welfare are benefited to the utmost degree;
(iv) aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.

## ARTICLE 3

## Members

## Section 3.01. Membership Applications.

i. Applications for membership shall be executed upon the standard forms as approved and directed by the Board of Directors of the National Emergency Number Association (the "National Board"). All membership forms shall be submitted to the National Emergency Number Association (the "National Association"). The National Association shall report new members to the Corporation.
ii. The Corporation shall not be discriminatory in any of its practices.

Section 3.02. Oualifications and Designations. The Corporation's members shall consist of such natural persons and entities who apply for membership. The members shall be divided into five (5) classes of members. These classes/categories include the following: (i) Public Sector/Government member; (ii) Private Sector/ Commercial member; (iii) Associate member; (iv) Telecommunicator; and (iv) Lifetime member.

Clause 3.02(a). Public Sector/Government Member. The following shall be eligible as an Public Sector/Government member of the Corporation: any Public Safety Directors, Managers, Supervisors, Coordinators, Board members, Trainers, Instructors, GIS Personnel, IT Personnel, and Network \& System Admins support personnel responsible for planning, organizing, staffing, directing, controlling, supporting and/or operating functions required in the design, promotion, construction, installation, maintenance, command and/or operation of local 9-1-1/public safety communications systems who are employed, compensated, appointed or elected by a federal, state or local government agency or an agency substantially supported by government funds or retired from one of the above categories.

Clause 3.02(b). Private Sector/Commercial Member. The following shall be eligible as a commercial member of the Corporation: Those persons in the business sector who receive 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 filed or who distribute goods and represent companies, firms or persons including themselves and others who profit materially from such activities.

Clause 3.02(c). Associate Member. The following shall be eligible as an associate member of the Corporation: Those persons not eligible for active or commercial classes of
membership; those persons involved in the emergency communication field in a capacity of support personnel or in a non-supervisory or non-management position; those persons who have otherwise qualified for commercial or active membership but are no longer employed or active in emergency communication field; or persons with no direct or indirect connection to emergency communication field in any way but wish to support the goals and objectives of the National Association. Associate members are non-voting members of the National and State Associations, may not nominate candidates for national or state offices and may not hold state or national office.

Clause 3.02(d). Telecommunicator Member. The following shall be eligible as a Telecommunicator member of the Corporation: Those persons not eligible for active or commercial classes of membership; 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. Telecommunicator members are non-voting members of the National Associations, may not nominate candidates for national offices and may not hold national office. Telecommunicator members are voting members of the Indiana NENA Association, may nominate candidates for state offices, but may not hold state office.

Clause 3.02(e). Retired. Retired membership are individuals who have at least twelve (12) years of membership in NENA and are no longer actively employed by any public safety entity (either public or private). Retired members may not hold an elected position on the NENA Board of Directors (State or National) but have all other privileges held during regular membership. Members who do not meet the status of Retired can continue to hold Private Sector or Public Sector membership.

Clause 3.02(e). Life Member. Life membership is an honorary term, determined by a member's regular classification and shall be bestowed by majority vote of the general membership and such member shall not pay dues but have all privileges held during regular membership. Lifetime membership can only be issued by the National Association.

Section 3.03. Membership Terms and Rights. Membership shall not be denied based on race, color, creed, national origin, sex, sexual orientation, age, or numerical limitation. The right of a member to vote and all the member's right, title and interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 3.04 Dues. The annual dues for the Corporation shall be set by the National Association for each membership classification and a designated portion of those dues shall be returned to the Corporation. The dues are payable annually each January. Each member who is delinquent for ninety (90) days or more in paying such dues shall have the membership terminated. Life members shall not pay annual dues.

Section 3.05. Termination of Membership. The National Board may terminate or suspend the membership of any member for failure to pay such dues as may be required under Section 2.04. The National Board may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 3.06. Period of Membership. The term of membership of all members shall be each calendar year with each membership expiring at the end of the calendar year. The number of terms of membership is not limited.

## ARTICLE 4 <br> Meetings of Members

Section 4.01. Place of Meetings. All meetings of members shall be held at such place as may be designated by the Indiana Executive Board (as hereinafter defined) and specified in the respective notices or waivers of notice thereof, which includes meetings conducted virtually and/or online.

Section 4.02. Annual Meeting and Conference. An annual meeting and/or conference of the members shall be held each fiscal year of the Corporation.

Section 4.03. Special Meetings. Special meetings of the members may be called by the President of the Corporation or by the Indiana Executive Board. Notice of special meeting, stating its location, the date and time of its commencement, and a list of items of business to be considered during its pendency shall be sent to all members at least twenty-one (21) days in advance of the meeting. No items of busines may be proposed at a special meeting that were not listed in the notice.

Section 4.04. Notice of Meetings. A written or printed notice stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by regular mail, electronic mail, or facsimile by the Secretary or by the officer or persons calling the meeting to each member of record of the Corporation at such address as it appears on the records of the Corporation at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in a writing signed by any member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 4.05. Ouorum. A quorum for the conduct of business at any meeting of the members of the Corporation shall be comprised of the number of voting members present.

Section 4.06. Proxies and Representatives. Individual members shall not be allowed to vote by proxy. The vote of a member shall be cast by its designated representative.

Section 4.07. Voting Rights and Restrictions. Each member present in person shall be entitled to cast one (1) vote upon matters pertaining to chapter business and in the election of chapter officers. Only active Public Sector/Government, Private Sector/Commercial, and Life members may hold the elected positions of President, First Vice-President, Second VicePresident, Regional Vice President and At Large Vice President. Only commercial members may hold the office of Commercial Member Vice President, however, all members holding voting privileges shall vote on the Commercial Vice President. Associate members are non-voting members of the National Association and may not hold national or state office. Associate members may vote on matters pertaining to the Indiana chapter and in the election of officers of the Corporation; and may nominate candidates for offices of the Indiana chapter. Telecommunicator members are non-voting members of the National Association but may nominate candidates for election and vote in matters of the State Association. Telecommunicator members may not hold National or State offices. Retired members have all voting/nominating privileges as regular
membership. Retired members may not hold National or State offices. Any member holding a chapter office must be a member in good standing and hold residency in Indiana.

Section 4.08. Action Without Meeting. Any action required or permitted to be taken at a meeting of the members of the Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members at a duly held meeting of the members.

Section 4.09 Meeting by Telephone, etc. Any or all members of the Corporation may participate in a meeting by or using any means of communication by which all members participating may simultaneously communicate with each other during the meeting, including but not limited to virtual/online platforms. Participation in a meeting using these means constitutes presence in person at the meeting.

## ARTICLE 5 <br> Executive Board of Directors

Section 5.01. Functions. The business, property, and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Indiana Board") as from time to time constituted.

Section 5.02. Duties. The duties of the Indiana Board include the following: (i) Make appropriate recommendations to the Corporation at the annual conference on matters considered by the Indiana Board; (ii) Supervise all financial matters of the Corporation including, but not limited to, the review and audit of all accounts and expenses of the Corporation and approval of the financial institution of the Corporation; and (iii) Review, modify as necessary, and approve the proposed budget of the Corporation.

Section 5.03. Number. There shall be thirteen (13) Directors of the Corporation, which shall include President, First Vice-President, Second Vice-President, Immediate Past President, two At Large Vice Presidents, North Region Vice-President, Central Region Vice-President, South Region Vice-President, Treasurer, Secretary, and two Commercial Member Vice Presidents. The
number of Directors may, from time to time, be increased or decreased by resolution adopted by no less than a majority of the members of the Indiana Board, subject to the limitation that the Indiana Board shall never be reduced to less than three (3). In the event that the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the members of the Corporation according to a procedure established by resolution of the Indiana Board. Except as otherwise provided in these By-Laws, all members of the corporation shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 5.04 Voting Rights. All Directors of the Indiana Board shall have voting rights.

Section 5.05 Election. The Indiana Board shall be elected by the members of the Corporation at or before April $30^{\text {th }}$ of each year provided in Article 3 of this Code of By-Laws.

Section 5.06. Term. Each member of the Indiana Board shall serve for a term of one (1) year, or until a successor is elected and qualified, or until the member has resigned or been removed. Notwithstanding the foregoing that each Regional Vice President, At Large Vice President, and each Commercial Member Vice President shall serve for a term of two (2) years, or until a successor is elected and qualified, or until such member has resigned or been removed.

Section 5.07. Vacancies. Any vacancy among the Directors caused by death, resignation, removal, or otherwise, may be filled by the appointment of a new director by the President with such appointment subject to confirmation by a majority vote of the Indiana Board at the Board's next meeting. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 5.08. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Indiana Board, the President, or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 5.09. Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

## Section 5.10. Individual Bond or Blanket Bond. Whenever necessary, the Corporation

may cover any member of the Indiana Board by individual bonds or blanket bonds to cover faithful performance of duty. The Indiana Board shall determine the amount of the individual bond or blanket bond. An individual bond or blanket bond shall be paid for by the Corporation.

Section 5.11. Meetings. The Indiana Board shall meet at the annual and quarterly meetings of the members of the Corporation, or at any other time and place determined by the Indiana Executive Board, for the purpose of organization, election of officers, and consideration of any other business that may properly be brought before the meeting. 30-day notice shall be necessary for the holding of these annual and quarterly meetings. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Indiana Executive Board specifically called in the manner set forth herein.

Section 5.12. Notice of Meetings. Notice of all meetings of the Indiana Board, except as herein otherwise provided, shall be given by regular mail, electronic mail, telephone, facsimile, or personal delivery at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Indiana Board may be waived in a document filed with the Secretary by any Director if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Indiana Board shall constitute a waiver of notice of that meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.13. Ouorum. A quorum of the Indiana Executive Board at any annual, regular, or special meeting of the Indiana Executive Board shall be a majority of the duly qualified members of the Indiana Executive Board then occupying office, but in no case shall there be less than three (3) Vice Presidents present. The act of a majority of the Vice Presidents present at a meeting who constitute a quorum shall be the act of the Indiana Executive Board.

Section 5.14. Committees. The Indiana Executive Board, by resolution adopted by a majority of the Indiana Executive Board, may designate those committees noted below and may designate one or more committees in addition thereto, which committees, to the extent provided in said resolution, shall have and exercise all of the stated authority. Other committees
not having and exercising the authority of the Indiana Executive Board in the management of the Corporation may be designated by a resolution adopted by a majority of the Vice Presidents present at the meeting at which a quorum is present. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Indiana Board, or any individual Vice President, of any responsibility imposed by law.

The committees which the Indiana Board may designate, and their respective functions may include:

Clause 5.14(a). Nominating Committee. The members of this committee are the Immediate Past President (chairperson) and two (2) other members as appointed by the First Vice-President. Such appointments shall be made and announced at the business meeting of the annual conference. Members' terms shall run concurrently with that of the Indiana Executive Board (July 1 thru June 30 of each year). The committee shall report a slate of nominees for Second VicePresident and any other open offices. The slate of nominees shall be presented to the members in accord with the stated election procedures. The nominating committee shall determine special voting regulations for the current election of officers. Such rules shall include but not be limited to, the deadline date for ballots to be mailed to the chairperson of nominating committee.

Clause 5.14(b). Constitution and By-Laws Committee. Members of the constitution and By-Law committee shall review all proposed corporation's constitution and By-Law changes. Members of the Constitution and By-Law committee shall be appointed by the President and approved by the Indiana Executive Board. Members' terms shall run concurrently with that of the Indiana Executive Board (July 1 thru June 30 of each year).

Clause 5.14(c). Conference Committee. First Vice-President and one current member of the chapter, as appointed by the President and approved by the Indiana Executive Board, shall serve as co- chairpersons of the conference committee. All other members of the conference committee shall be appointed by
the chairpersons. Members of the conference committee shall be responsible for the planning and operation of the annual conference. Members' terms shall run concurrently with that of the Indiana Executive Board (July 1 thru June 30 of each year).

Clause 5.14(d). Legislative Committee. Members of the Legislative committee are responsible for concerns involving legislative proceedings that are in the best interest of the Corporation. Members of the legislative committee shall be appointed by the President and approved by the Indiana Executive Board. Members' terms shall run concurrently with that of the Indiana Executive Board (July 1 thru June 30 of each year).

Clause 5.14(e). Special Committees. Special committees may be appointed by the President as necessary. Members of these committees shall serve at the pleasure of the President, and their terms otherwise shall expire concurrently with that of the President.

Section 5.15. Duties of the Committees. If not otherwise specified, the duties of the Committees shall be designated by the President.

Section 5.16. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Indiana Board or of any committee thereof may be taken without a meeting if the action is taken by all members of the Indiana Board or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Indiana Board or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 5.17. Meeting by Telephone, etc. Any or all of the members of the Indiana Board or of any committee designated by the Indiana Executive Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting, including but not limited to virtual/online platforms. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 5.18. Official Publication. There may be an official publication of the Corporation which shall be governed by the Indiana Executive Board. The operation of the official publication shall be the responsibility of the Indiana Executive Board.

## ARTICLE 6 Officers

Section 6.01. Officers and Agents. The officers of the Corporation shall consist of President, First Vice-President, Second Vice-President, Immediate Past President, two At Large Vice Presidents, North Region Vice-President, Central Region Vice-President, South Region VicePresident, Treasurer, Secretary, two Commercial Member Vice Presidents, and such other officers as the Indiana Board may, by resolution, designate from time to time. Any two (2) offices may not be held by the same person. The Indiana Board may, by resolution, create, appoint, and define the duties of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 6.02. Designation. The offices of the President, First Vice-President and Second Vice-President shall be filled by an election on or before April $30^{\text {th }}$ of each year. The succession of officers, as set forth in Section 6.05, requires only the election of the Second Vice- President, Regional Vice-Presidents At Large Vice-Presidents, and Commercial Member Vice Presidents. The offices of Treasurer and Secretary are appointments made by the President, First Vice-President, and Second Vice-President. Such appointments shall be approved by the Indiana Executive Board.

Section 6.03. Election Procedures. The officers shall be chosen in the following manner:

Clause 6.03(a). Nominations. The chairperson of the nominating committee shall request nominations for specific offices from the members. A call for nominations shall be taken from the floor at the winter quarterly meeting. Other nominations may also be canvassed by the nominating committee. Nominees must
be eligible to hold the office for which nominated in accordance with the Corporation's Constitution and By-Laws. Nominations shall be closed forty-five (45) days prior to the decided election date (on or before April $30^{\text {th }}$ ).

Clause 6.03(b). Final Slate of Candidates and Ballots. After receipt of nominations from the members, the nominating committee will report a final slate of candidates at least forty (30) days before the decided date of the election (on or before April $30^{\text {th }}$ ), together with ballots and any special voting regulations. Officers shall be elected by electronic ballot from the final slate of candidates. The electronic election ballot shall be sent to each eligible voting member to the email listed for that member. Notwithstanding the foregoing, the Indiana Executive Board may determine not to email ballots nor any other materials to the current members for any election which is uncontested.

Clause 6.03(c). Election Ballots. Election ballots for contested races shall be completed electronically no later than 4:00 P.M. on the decided date of the election (on or before April $30^{\text {th }}$ ). The full nominating committee will then view the final tabulations of the electronic ballots. Challenges as to the validity of any ballot shall be settled by the Indiana Board. Candidates may have a representative present when final votes are tabulated, but candidates themselves cannot be present.

Clause 6.03(d). Election to Office. Election to office shall be determined by receiving simple majority of the votes cast. If two individuals compete for the same office and the election results in a tie, the deference to Robert's Rules of Order in handling the tie shall apply (Article 13). If more than two candidates compete for the same office and a simple majority of one candidate is not achieved, the candidate receiving the most votes shall be declared the winner.

Clause 6.03(e). New Members. New members who become members of the Corporation less than forty (40) days prior to the decided election date (on or before April $30^{\text {th }}$ ) shall not have the right to vote for elections of officers until the succeeding year.

Clause 6.03(f). Commercial Member. Commercial member representative shall be elected by a simple majority of votes cast by all members with voting privileges.

Section 6.04. Term of Office. Elected officers shall assume their duties and authorities on July $1^{\text {st }}$ in the year in which they were elected. Officers shall remain in office until the installation of their elected successor or the investiture of their successor, as provided in Section 5.04. Regional Vice Presidents, At Large Vice Presidents, and the Commercial Member Vice Presidents shall serve a term of two (2) years. The North Region Vice President, South Region Vice President, one At Large Vice President, and one Commercial Member Vice President will be elected on odd calendar years. The Central Region Vice President, one At Large Vice President, and one Commercial Member Vice President will be elected on even calendar years.

Section 6.05. Succession of Office. After the election of officers, the present President of the Corporation shall hold a swearing in ceremony. The President shall move to the office of Immediate Past President, the First Vice-President shall move to the office of President, and the Second Vice-President shall move to the office of First Vice-President. The Second Vice-President shall be elected from the members of the Corporation.

Section 6.06. Vacancies in Office. Vacancies in the offices of President and First VicePresident shall be filled by advancement in rank, provided that such fulfillment shall be in acting capacities until the next annual election where the acting officer shall be eligible for regular investiture to office. Such acting capacities shall have no otherwise effect upon their normal terms of office or eligibilities thereto.

Vacancies in the office of the Second Vice-President, Regional Vice Presidents, At Large Vice Presidents, and Commercial Member Vice Presidents shall be filled by Presidential appointment as confirmed by the Indiana Executive Board, and such approved appointee shall perform his duties for the remainder of the term of the office being filled and hereafter follow the rules of succession as provided in Section 5.04.

Section 6.07. President. The President shall (i) preside at all meetings of the Indiana Board
and members, if present; (ii) appoint special committees to perform tasks deemed necessary and call any committee into session at any time; (iii) be the chief executive officer of the Corporation; (iv) have and exercise general charge and supervision of the affairs of the Corporation; and (v) do and perform such other duties as the Code of By-Laws provides or as may be assigned by the Indiana Executive Board.

Section 6.08. Duties of the President. The duties of the President include the following:

Clause 6.08(a). Authorize Expenses. The President may authorize reasonable and proper expenses, up to $\$ 250.00$ to any member of the Indiana Executive Board, standing committee member and special committee member for the purpose of specific duties. After such expenses have reached a total of $\$ 3,000.00$ in the current President's term, any additional expenses shall be reported to the Indiana Executive Board at the next regular meeting for approval.

Clause 6.08(b). Legal Counsel. The President may engage in legal counsel in accordance with the approval of the Indiana Executive Board.

Clause 6.08(c). Additional Duties. In addition to such other authority, the President's duties shall include the following: (i) Presiding at all meetings of the Corporation and/or the Indiana Executive Board and serving as chair of the Indiana Executive Board; (ii) Appointing committees; (iii) Reporting on the state of the Corporation to the members at its annual conference; (iv) Carrying out the purposes of the Corporation; (v) Keeping the Indiana Executive Board informed of matters of the Corporation; (vi) Making appointments to fill vacancies in office; and (vii) attending the national conference. Travel and registration expenses (including per diem rate for meals based on Federal rates) will be paid for by the Corporation.

Section 6.09. Parliamentary Authority. The President's parliamentary decision upon the conference floor shall be final.

Section 6.10. First Vice-President. It shall be the duty of the First Vice-President to perform all the duties of the President in his/her absence. When so acting, the First Vice-President shall have all powers of and be subject to all the restrictions upon the President. The First Vice-

President shall have such other duties and exercise such other authority as from time to time may be delegated by the President or the Indiana Executive Board. It shall be the duty of the First VicePresident to appoint two (2) chapter members to the subsequent year nominating committee prior to the business meeting of the annual conference.

Section 6.11. Second Vice-President. It shall be the duty of the Second Vice-President to perform all the duties of the First Vice-President in his/her absence. When so acting, the Second Vice-President shall have all the powers and be subject to all restrictions upon the First VicePresident. The Second Vice-President shall have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or Indiana Executive Board.

Section 6.12. Secretary. The Secretary shall be responsible for all minutes of chapter and board meetings, roster of members and any other duties that are delegated or assigned by Indiana Executive Board. The Secretary shall be approved to disseminate funds from all financial accounts of the Corporation in the absence of the Treasurer. The Secretary shall also be bonded in an amount to be determined by the Indiana Executive Board. The Corporation shall pay the annual fee for the bond. The Secretary shall be appointed by the executive officers of President, First Vice-President and Second Vice-President and approved by the Indiana Executive Board on an annual basis. The Secretary's term shall expire June 30 of each year.

Section 6.13. Treasurer. It shall be the duty of the Treasurer to (i) Keep the records of all financial accounts of the Corporation and pay all bills due and proper; (ii) Handle all expenses and receivables for the Corporation; (iii) Handle the Treasurer position for the annual conference held by the Corporation; and (iv) Handle all the financial affairs of the Corporation and present a quarterly accounting of all monies to the members.

The Treasurer shall provide a written financial report to the Indiana Executive Board prior to June 30 of each year. Such financial report shall be published and distributed to all current members of the Corporation. Upon request of the Indiana Executive Board, the Treasurer shall cause to be completed an independent audit of the Corporations finances. 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 Indiana Executive Board. Any bills over $\$ 500.00$ shall be approved by majority vote of the Indiana Executive Board.

The Treasurer shall be appointed by the executive officers of President, First Vice- President and Second Vice-President and approved by the Indiana Executive Board on an annual basis. The Treasurer's term shall expire annually on June 30 of each year. The Treasurer shall be bonded in an amount to be determined by the Indiana Executive Board. The Corporation shall pay the annual fee for the bond. The Treasurer is responsible for all forms that are to be filed and kept current for tax purposes.

Section 6.14. Regional Vice Presidents. Regional Vice President shall (i) Represent their regions at all meetings of the Indiana Executive Board and serve as liaison between the members of the region being represented and the Indiana Executive Board; (ii) Plan for and conduct one regular regional meeting within their region between annual conference, in coordination with the meetings of the Corporation schedule as set forth by the President; (iii) Solicit new members from within their region, establish and maintain contact with the 9-1-1 and other communications centers within their region; and (iv) Promote all activities, goals, and objectives of the corporation within their region. Regional Vice Presidents shall reside and be employed in the region they represent.

Clause 6.14(a). Regions. The following are the regions:
North Region: Lake, Porter, LaPorte, Newton, Jasper, Starke, Pulaski, Benton, White, Warren, Fountain, Carroll, Tippecanoe, St. Joseph, Elkhart, LaGrange, Steuben, Marshall, Kosciusko, Noble, DeKalb, Fulton, Cass, Miami, Wabash, Whitley, Allen, Huntington, Wells and Adams.

Central Region: Montgomery, Boone, Clinton, Vermillion, Parke, Putnam, Hendricks, Vigo, Clay, Morgan, Sullivan, Owen, Monroe, Howard, Grant, Blackford, Jay, Tipton, Madison, Delaware, Randolph, Hamilton, Marion, Hancock, Henry, Wayne, Johnson, Shelby, Rush, Fayette, and Union.

South Region: Knox, Daviess, Martin, Lawrence, Greene, Gibson, Pike DuBois, Orange, Posey, Vanderburgh, Warrick, Spencer, Perry, Crawford, Brown, Bartholomew, Decatur, Franklin, Jackson, Jennings, Ripley, Dearborn, Washington, Scott, Jefferson, Ohio, Switzerland, Harrison, Floyd, and Clark.

Section 6.15. At Large Vice Presidents. The At Large Vice Presidents shall (i) represent the State of Indiana at all meetings of the Indiana Executive Board and serve as liaison between the members of the corporation and the Indiana Executive

Board; (ii) have such other duties and exercise such authority as from time to time may be delegated or assigned by the President or Indiana Executive Board; and (iii) promote all activities, goals, and objectives of the corporation within the state.

Section 6.16. Commercial Member Vice Presidents. The Commercial Member Vice Presidents shall: (i) Represent the commercial members at all meetings of the Indiana Executive Board; (ii) Establish and maintain contact with the commercial membership of the Corporation; and (iii) Promote all activities, goals, and objectives of the Corporation. The Commercial Member Vice Presidents shall reside and be employed in Indiana.

Section 6.17. Removal. Any officer may be removed from office, with or without cause, by the Indiana Executive Board upon a two-thirds majority vote of the entire Indiana Executive Board.

## ARTICLE 7

## Loans to Officers and Directors

The Corporation shall not lend money to or guarantee the obligations of any officer or Vice President of the Corporation.

## ARTICLE 8

## Financial Affairs

Section 8.01. Contracts. The Indiana Executive Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Indiana Executive Board, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 8.02. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness in an amount greater than Five Hundred Dollars (\$500.00) shall, unless otherwise directed by the Indiana Executive Board or required by law, be signed by any two (2) of the following officers who are different persons:

President, a First Vice-President, Second Vice-President, or Treasurer; provided however, that any such obligations in an amount equal to or less than Five Hundred Dollars (\$500.00) may be signed by any one (1) of such preceding officers. The Indiana Executive Board may, however, designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf.

Section 8.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Indiana Executive Board.

## ARTICLE 9

## Fiscal Year

The fiscal year of the Corporation shall begin on the first day of July of each year and end on the last day of June of each year.

## ARTICLE 10

## Corporate Indemnification

To the extent consistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Vice President or officer of the Corporation, shall be indemnified by the Corporation as provided in the Act.

## ARTICLE 11

## Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no member, Vice President, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

## ARTICLE 12

## Amendments

Section 12.01. Power to Amend. The power to make, alter, amend, or repeal the Code of By-Laws is vested in the attending voting members, which power shall be exercised by affirmative vote of a majority of the members present at any meeting. The proposal shall be honored from any member and errors in the format of the proposal shall not be a sufficient cause for rejection; provided, however, that the proposed amendment shall be included in the notice of such meeting.

Section 12.02. Proposal. An amending proposal shall be submitted by the maker in written form to the Indiana Executive Board and its format shall in order be forwarded to the Chairperson of the Constitution and By-Laws committee to investigate.

The proposal shall include the following: (i) The name of the maker of the proposal; (ii) The intent of the proposal; (iii) The anticipated timeline when/where consideration is desired; (iv) The article(s), section(s), and paragraph(s) of the Constitution and/or By-Laws proposed to be amended; and (v) The proposed amending language. Such proposed changes shall be submitted no less than ninety (90) days prior to presenting proposed changes to the membership. An amending resolution which has been processed in accordance with this requirement shall be published and distributed to current members of the Corporation by physical or electronic means.

Section 12.03. Resolution to Amend. A resolution to amend the constitution and/or ByLaws of the Corporation shall be based upon the required amending proposal, and it shall be so devised and drafted by the constitution and By-Laws committee. A copy of the draft resolution shall be provided to the maker prior to consideration for his/her concurrence. Participation by the committee in these matters shall not be construed to imply his/her support of the measures considered therein. Amendments to the By-Laws must be approved by the NENA National's Bylaw Committee before the By-Laws will be adopted.

Section 12.04. Effective Date. Resolutions passed and adopted by the Indiana Executive Board as voted by the membership in accord with such provisions shall be in force and effective upon the adjournment of the membership meeting where proposed changes
were considered and adopted, provided an exception to this effect is not otherwise contained in the language of the resolution adopted.

## ARTICLE 13

## Parliamentary Procedure

Upon any question coming before this Corporation not otherwise specifically provided for in the Articles of Incorporation or By-Laws, the presiding officer shall be governed to the extent practicable by Roberts Rules of Order.

## ARTICLE 14

## Grants and Contributions

Section 14.01. Application for Funds. The President of the Corporation or any member designated by him/her may make 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 the Corporation. No application shall be made to, or contribution received from, any person or agency except after a determination by the Indiana Board that a grant or contribution to the Corporation would be motivated by the desire to further the purposes of the Corporation and not to derive personal benefit or privilege to the donor.

Section 14.02. Acceptance of Grant or Contribution. Any member who may be offered a grant, or contribution, or contract for the Corporation shall immediately notify the President and no grant or contribution shall be finally accepted by the Corporation except upon approval of the Indiana Board. The terms of any such grant or contribution shall be set forth in writing and signed on behalf of the Corporation and the donor.

Section 14.03. Administration of Funds. Any grant or contribution of the Corporation shall be credited to its general fund unless, under the terms thereof, a special fund of such grant or contribution shall follow the procedure defined for general funds of the Corporation, unless provided for otherwise in the terms of the grant or contribution and agreed upon by the Indiana Board.

