



**BYLAWS  
OF  
NATIONAL EMERGENCY NUMBER ASSOCIATION OF OHIO  
A NOT-FOR-PROFIT CORPORATION  
INCORPORATED UNDER THE LAWS OF  
THE STATE OF OHIO**

**Adopted and Submitted to the State of Ohio on 01/12/2023**

**Amended by the Executive Board on 10/09/2023**

## **ARTICLE I – OFFICES**

The principal office of the Corporation shall be in the State of Ohio.

The Corporation may also have offices at other places within or without this state as the Board may, from time to time, determine or the business of the Corporation may require.

### **Section 1. Name**

The 501(c) (3) Corporation chartered in the State of Ohio shall be known as the National Emergency Number Association of Ohio.

This Corporation shall function as an independent sub-division of the National Emergency Number Association, Inc., and is required to comply with the Bylaws of the National Emergency Number Association (National NENA) and applicable policies, but in all respects, is a separate and distinct Corporation operating independently in all respects, of National NENA and financially responsible for its operations.

### **Section 2. Mission**

The mission of the National Emergency Number Association of Ohio shall be to lead in the development, availability, implementation, and enhancement of a universal emergency telephone number common to all jurisdictions through research, planning, training, and education. Represent members before communications regulatory agencies, policymakers, and legislative bodies. Enable all citizens to have immediate emergency access to public safety services so that the safety of human life, the protection of property, and civic welfare are benefited to the utmost degree; and Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number.

## **ARTICLE II - PURPOSES**

The purposes for which this Corporation has been organized are stated in the Certificate of Incorporation, which may be amended as required.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distributions to Corporations that qualify as an exempt Corporation under section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes outlined in the purpose clause hereof. No substantial part of the activities of the corporation shall be carrying on propaganda or

otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from Federal Income Tax under section 501 (c) (3) of the Internal Revenue Code, or corresponding section of any future tax code, or (b) by a Corporation, contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code or shall be distributed to the federal government, or state or local government for public purpose. Any such asset not so disposed of shall be disposed of by the Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purpose or to such Corporation or Corporations as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Section 1. 501(c) (3) Status

The National Emergency Number Association of Ohio is organized exclusively for charitable, religious, educational, and scientific purposes, including making distributions that qualify as exempt Corporations under section 501(c) (3) of the Internal Revenue Code or corresponding section of any future tax code.

- 1.1 The Executive Board is responsible for maintaining the 501 (c) 3 status and filing all required annual returns including but not limited to annual tax return and annual IRS 990-N form.

#### Section 2. Articles of Incorporation

The National Emergency Number Association of Ohio shall be incorporated under the current laws of the State of Ohio. The Executive Board shall appoint a corporate agent and ensure that the corporate status shall be renewed annually. It shall maintain its corporation for non-profit status with the Ohio Secretary of State by complying with the following:

- 2.1 A statutory Agent

The Executive Board shall appoint and update the statutory agent on file with the Ohio Secretary of State as needed per Ohio Law, which requires every non-profit corporation to maintain up-to-date statutory agent information on file. Changes to the Statutory Agent must be filed through Form 521 and requires a filing fee of \$25.00.

- 2.2 Statement of Continued Existence

Every five years, a non-profit corporation must file a Statement of Continued Existence (Form 522) with the Ohio Secretary of State. The Executive Board shall ensure that Form 522 is filed as required.

Section 3. Ohio Charitable Registration - Ohio Attorney General

The National Emergency Number Association of Ohio is registered as an Ohio Charitable Organization through the Ohio Attorney General's Office.

- 3.1 An Annual charitable report is required to be filed with the Ohio Attorney General's Office by the 15<sup>th</sup> day of the fifth month following the close of the fiscal year.

**ARTICLE III – MEMBERSHIP**

Section 1. General Membership Requirements

Membership to the National Emergency Number Association of Ohio shall be open to all persons of good character who meet the membership requirements outlined by the National NENA.

Section 2. Membership Applications

Applications for membership, and reporting thereof, shall be executed upon standard forms as approved and directed by National NENA.

- 2.1 All membership applications shall be submitted and approved by the National NENA office;
- 2.2 National NENA will report new members to the National Emergency Number Association of Ohio.

Section 3. Membership Classifications

3.1 Active Member

The following shall be eligible for ACTIVE membership in this Association: Any management, supervisory, or support personnel responsible for planning, organizing, staffing, directing, controlling, supporting, or operating functions required in the design, promotion, construction, installation, maintenance, command or operation of public safety emergency communications systems which are employed, compensated, appointed, elected by a federal, state, county, provincial; territorial or local government agency, or an agency substantially supported by government funds, or retired from one of the above

categories, or other "9-1-1" agency established of the National Emergency Number Association become members of the State/Provincial Chapter.

### 3.2 Commercial Member

The following shall be eligible for Commercial Membership in this Association. 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 field or who distribute goods and represent companies, firms, or persons including themselves and others engaged in such activities. All Commercial members of the National Emergency Number Association become State/Provincial Chapter members.

### 3.3 Associate Member

The following shall be eligible for Associate Membership in this Association. Those persons not eligible for the Active or Commercial classes of membership; those persons involved in the emergency communications field in a capacity of support personnel or a non-supervisory or non-management position; those persons who have otherwise qualified for commercial or active membership but are no longer employed or involved in the emergency communications field; or persons with no direct or indirect connection to the emergency communications field in any way but who wish to support the goals and objective of NENA. Privileges of Associate Members are restricted as follows: Associate members are not eligible to nominate candidates for national or Chapter offices. Associate Members will not receive the annual Membership Directory. All associate Members of the National Emergency Number Association automatically become members of the State/Provincial Chapter.

## Section 4. Voting and Officer Restrictions

All persons in a voting-eligible category of the National NENA membership are entitled to one vote on matters before the membership.

- 4.1 Only members in good standing in the National Emergency Number Association of Ohio may hold an elected office or committee chair of this Chapter;
- 4.2 Members in Public or Private Sector classes of membership shall be eligible for elective offices of this Chapter.

Section 5. Membership Dues

5.1 Dues Rate

The annual dues rate for the Chapter shall be covered in whole or in part by the NENA National dues as stated in the NENA National Bylaws. However, the Executive Board reserves the right to levy a surcharge on the state chapter members if additional funds are needed for the budget.

5.2 Dues Payment Schedule

Membership dues are payable annually in January to National NENA. Members who are delinquent over 90 days shall be dropped from the National and State Chapter membership.

**ARTICLE IV – OFFICERS**

Section 1. Management of the Corporation

The corporation shall be managed by the Executive Board, which shall consist of at least seven members. Each member shall be at least eighteen years of age.

Section 2. Election and Term of Officers

2.1 Elected Officers

The Offices of the National Emergency Number Association of Ohio shall consist of the following: President, Vice-President, Secretary, and four (4) District Trustees.

2.2 Nominated Officers

The Treasurer shall be an appointed position by the Board of Directors. This office will be recommended by the President and voted on by the Executive Board.

Section 3. Executive Board

The Executive Board of the National Emergency Number Association of Ohio shall consist of the President, Vice-President, Secretary, Treasurer, District I Trustee, District II Trustee, District III Trustee, District IV Trustee, and past presidents.

3.1 Voting Executive Board Members

Executive Board members with voting rights shall be the President, Vice-President, Secretary, District I Trustee, District II Trustee, District III Trustee, District IV Trustee, and the immediate past President.

### 3.2 Non-voting Executive Board Members

Executive Board members with no voting rights shall be the Treasurer and past presidents.

### 3.3 Authority

Authority is provided to the Executive Board between regular Chapter meetings to perform all functions and all acts that the Chapter might do or accomplish. Its decision shall be final in matters determined as reasonable and proper. It has the power to convene or poll itself by majority vote. The Executive Board may utilize telephonic or virtual meetings instead of in-person meetings, and any decisions made telephonically or virtually shall be valid and binding as those made otherwise. Minutes shall be maintained at all Executive Board meetings and conferences. Any actions or votes taken by the Executive Board shall be reflected in the minutes.

### 3.4 Duties

The Duties of the Executive Board are as follows:

- 3.4.1 Report all measures considered during the current year at each chapter meeting;
- 3.4.2 Make recommendations to the membership at the chapter meetings on matters published to the membership and on issues of which the membership has received the notice;
- 3.4.3 Supervise all accounts and expenses of the Chapter and review the financial status of the Chapter and the Executive Director, if there is one;
- 3.4.4 Review, modify, and approve the proposed budget of the Chapter. Such a Budget to show anticipated revenues by source, anticipated expenses, and the desired objective and anticipated expenses of any projects are not part of the regular activities of the Chapter;
- 3.4.5 Select the sites and dates of the annual or bi-annual chapter conference and quarterly meetings, and inform the membership of said dates;
- 3.4.6 Responsible for operating any publications or websites the Chapter publishes or sponsors;

- 3.4.7 Where or when appropriate, call a special meeting of the Chapter;
- 3.4.8 Maintain the corporate status of the Chapter and assist with filing annual tax returns or reports;
- 3.4.9 Maintain the non-profit 501 (c) 3 status of the Chapter;
- 3.4.10 Maintain OH sales tax exemption;
- 3.4.11 Maintain the Ohio Charitable Registration through the Ohio Attorney General's Office and assist with filing annual reports.
- 3.4.12 Establish a grievance policy/procedure to resolve conflicts between members or chapters;
- 3.4.13 Establish and maintain such additional policies/procedures as may be necessary to orderly conduct the Chapter's business;
- 3.4.14 Establish and implement charitable fundraising activities as deemed appropriate by the Board;
- 3.4.15 Ensure the conduct of an annual audit, review its results, and issue an audited financial statement to the membership annually.

#### Section 4 Election Procedure

The nominating committee shall call for nominations for elected officers from the active membership and prepare a slate of candidates. Nominations shall be taken from the active membership at the September meeting. The slate of candidates shall be prepared and presented to the membership for voting at the November meeting. Incoming officers shall be sworn in at the following February meeting.

- 4.1 The Executive Board shall establish voting procedures for the election of candidates, which may include a process for in-person or electronic voting/balloting or by secret ballot.

#### Section 5. Terms of Office

Elected officers shall assume their duties and authorities upon their office installation during the February meeting. Officers shall remain in office until the installation of the elected successor.

- 5.1 The term of office for officers of this Chapter will be a two (2) year term;
- 5.2 Elections for officers will be held in odd-numbered years.



- 5.3 Elections for District II and District IV Trustees will be held in even-numbered years. Elections for District I and District III will be held in odd-numbered years.

Section 6. Succession of Office

At the February meeting, an investiture will be held wherein the person holding the office of Vice-President shall succeed to the office of President, and the person holding the office of the Secretary shall succeed to the office of Vice-President.

Section 7. Increase or Decrease in Number of Officers

The number of officers may be increased or decreased by a majority vote of the Executive Board. No decrease in the number of directors shall shorten the term of any incumbent officer.

Section 8. Newly Created Offices and Vacancies

Newly created offices resulting from an increase in the number of officers and vacancies occurring in the Board for any reason except the removal of officers without cause may be filled by a vote of the majority of the Executive Board then in office. Vacancies occurring because of the removal of officers without a cause shall be filled by vote of the remaining Executive Board. An officer elected to fill a vacancy caused by resignation, death, or removal shall be elected to hold office for the unexpired term of their predecessor.

Section 9. Removal of Officers

Any or all the officers may be removed for cause by action of the Executive Board. For example, officers may be removed due to non-fulfillment of duties required by the Board, misconduct, theft, and misrepresentation of our Corporation, all by a majority vote of the Executive Board members.

Section 10. Removal or Resignation

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of an officer's death, resignation, or removal, the Executive Board, at its discretion, may elect or appoint a successor to fill the unexpired term.

Section 11. Impeachment

Written notice of an impeachment proceeding shall be rendered. A two-thirds vote of the total membership present at a chapter meeting shall be required to remove an officer from a Chapter office.

Section 12. A quorum of the Executive Board

Unless otherwise provided in the certificate of incorporation, a majority of the Executive Board shall constitute a quorum for the transaction of business or any specified item of business. If there is no quorum, the Executive Board meeting shall be information only, and no action or votes shall be taken.

Section 13. The action of the Executive Board

Unless otherwise required by law, the vote of a majority of the Executive Board members present at the time of the vote shall be the act of the Board if a quorum is present at such time. Each voting officer present shall have one vote.

Section 14. Place and Time of Board Meetings

The Executive Board may hold its meetings at the office of the corporation or such other places, either within or without the state, as it may, from time to time.

Section 15. Regular Annual Meeting

A regular annual meeting of the Executive Board shall be held.

Section 16. Notice of Meetings of the Executive Board, Adjournment

Regular meetings of the Executive Board may be held without notice at such time and place as it shall from time to time determine. Special meetings of the Executive Board shall be held upon notice to the officers and may be called by the President upon three days' notice to each officer either personally or by mail or by wire; special meetings shall be called by the President or by the Secretary in a like manner on the written request of two officers. Notice of a meeting need not be given to any officer who submits a waiver of notice, whether before or after the meeting or who attends the meeting without protesting before that or at its commencement, the lack of notice.

Whether or not a quorum is present, the officers present may adjourn any meeting to another time and place. Notice of the adjournment shall be given to all officers absent at the time of the adjournment and unless such time and place are announced at the meeting, to the other officers.

Section 17. Chairperson

At all meetings of the Executive Board, the President, or in their absence, a chairperson chosen by the Board shall preside.

Section 18. Executive and Other Committees

The Board, by resolution adopted by a majority of the entire Board, may designate from among its members an Executive Committee and other committees, each consisting of

three or more directors. Each such committee shall serve at the pleasure of the Board. Where not otherwise specified, the duties of committees shall be designated by the President.

18.1 Executive Committee

The Executive Committee shall consist of the President, Vice-President, and Secretary. The Executive Committee shall be able to perform as needed between regular Executive Board meetings. The Executive Committee shall not have the power to amend or change Bylaws. All actions of the executive committee actions presented to the Executive Board at the next meeting.

18.2 Nominating Committee

The nominating committee members are the Immediate Past President (Chair) and two other members at the direction of the President.

18.2.1 The committee shall report a slate of nominees for Secretary, District I Trustee, District II Trustee, District II Trustee, and District IV Trustee;

18.2.2 The committee shall be responsible for determining that all candidates are in good standing with National NENA and are eligible to hold office in the Chapter;

18.2.3 The committee shall request/accept nominations at the September meeting through October;

18.2.4 The slate of nominees will be presented to the membership for a vote at the November meeting in odd-numbered years.

18.3 Audit Committee

At the end of each corporate year, the Treasurer shall have an audit of the corporation's accounts made by a committee appointed by the President and shall present such audit in writing at the annual meeting of the Executive Board.

18.4 Conference Committee

The conference committee is a joint committee with the Ohio APCO chapter responsible for the overall Corporation and planning of meetings, training, and conferences for emergency telecommunicators in the State of Ohio.

## 18.5 Special Committees

Special Committees may be formed and appointed by the President as necessary for specific tasks. Members of special committees shall serve at the pleasure of the President, and terms otherwise shall expire concurrently with the President.

## **ARTICLE V – OFFICER’S AUTHORITY AND DUTIES**

### Section 1. President

The President shall be the chief executive officer of the corporation; the President shall preside at all meetings of the members and of the Board; the President shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect.

#### 1.1 Authority

The President's authorities shall include the following:

- 1.1.1 Carrying out duties delegated in this Article and those policies duly adopted by the Executive Board;
- 1.1.2 Appoint special committees to perform tasks deemed necessary during their term of office;
- 1.1.3 Authorize reasonable and proper expenses not to exceed \$100.00 for specific corporation duties;
- 1.1.4 Call any committee into session at any time;
- 1.1.5 Engage any employee or agent, including an Executive Director, if approved by the Executive Board;
- 1.1.6 Engage legal counsel under the Articles of these Bylaws if the Executive Board approves;
- 1.1.7 Have signing authority in contractual agreements on behalf of the Corporation to carry out the Corporation's business.

#### 1.2 Duties

Duties of the President include but are not limited to the following:

- 1.2.1 Preside at all chapter meetings and Executive Board meetings, and serve as the chairperson of the Executive Board;

- 1.2.2 Appoint committees as needed;
- 1.2.3 Serve as the coordinator of the functions of the Chapter representing the Executive Board in those matters where they have a responsibility under their required duties;
- 1.2.4 Supervise the general conduct, planning, and activity of the chapter meetings, and provide for the official requirements of the Executive Board during these and other meetings;
- 1.2.5 Carry out the purpose of the Chapter as outlined in these Bylaws.

1.3 Miscellaneous

The President shall attend the National NENA Conference representing the State of Ohio, and the Chapter shall pay for registration for the conference if funds are available.

Section 2. Vice-President

During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. In addition, the Vice-President shall perform such other duties as the Board shall prescribe.

2.1 Authority

It shall be the Vice-President's duty to perform all the President's duties in their absence or in the event of the President's inability to act. When so acting, the Vice-President shall have all of the authorities and powers and be subject to all restrictions of the President.

2.1 Duties

2.1.1 The Vice-President shall have other duties and exercise such other authority from time to time that may be delegated or assigned by the President or the Executive Board.

2.1.2 Conduct a continuous effort to increase all membership classes and the Chapter's revenue in a manner approved by the Executive Board.

Section 3. Secretary

The Secretary shall keep the minutes of the Executive Board and the members' minutes. The Secretary shall have custody of the seal of the corporation and shall affix and attest

the same to documents when duly authorized by the Executive Board. The Secretary shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the Board of directors may direct; the Secretary shall attend to such correspondence as may be assigned to the Secretary and perform all the duties incidental to the Secretary's office. In addition, the Secretary shall keep a membership roll containing the names, alphabetically arranged, of all persons who are members of the corporation, showing their places of residence and the time when they became members.

### 3.1 Authority

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

### 3.2 Duties

Provide for the notice and keeping of minutes and records of chapter meetings, Executive Board Meetings, and other business meetings of the Chapter.

3.2.1 Serve as records custodian of the Chapter, coordinate the input, and maintain an archive that shall store, list, maintain, and publish that which is deemed to be of historical value to the Chapter;

3.2.2 Maintain records, files, and library of the Chapter and handle its general correspondence;

## Section 4. Treasurer

The Treasurer shall have the care and custody of all the funds and securities of the corporation and shall deposit said funds in the name of the corporation in such bank or trust company as the Executive Board may elect; the Treasurer shall, when duly authorized by the Executive Board, sign and execute all contracts in the name of the corporation when countersigned by the President; the Treasurer shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Executive Board and shall be countersigned by the President; the Treasurer shall at all reasonable times exhibit the books and accounts to any officer or member of the corporation upon application at the office of the corporation during ordinary business hours. In addition, at the end of each corporate year, the Treasurer shall have an audit of the corporation's accounts made by a committee appointed by the President and shall present such audit in writing at the annual meeting of the Executive Board. At this time, the Treasurer shall also submit an annual report setting forth in full the financial conditions of the corporation.

### 4.1 Authority

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

4.1.1 Treasurer is a non-voting member of the Executive Board.

#### 4.2 Duties

Establish and maintain banking facilities; prepare checks for the expenditure of funds to cover chapter indebtedness and deliver them to the President or any other authorized officers for countersignature, if required;

4.2.1 Keep and maintain complete records of all monies owed to the Chapter and all expenditures incurred by the Chapter. Take all appropriate measures to ensure the prompt collection of payment and account for all chapter funds;

4.2.2 Receive all funds due to the Chapter and maintain bank accounts to process all funds;

4.2.3 Prepare and furnish quarterly financial statements containing comments and recommendations to the members of the Executive Board;

4.2.4 Prepare and furnish quarterly Treasurer's report containing comments and recommendations to the chapter members at each meeting;

4.2.5 Prepare and maintain documentation for the annual financial audit;

4.2.6 Annually prepare and submit appropriate tax documents to the IRS and the State of Ohio;

### Section 5. District Trustees

#### 5.1 Authority

The District Trustees shall have such duties and exercise such authority as from time to time may be delegated or assigned by the President or Executive Board. The National Emergency Number Association of Ohio is divided by counties into four districts.

District I: Northwest Ohio Counties of Williams, Defiance, Paulding, Fulton, Henry, Van Wert, Mercer, Darke, Miami, Shelby, Champaign, Union Delaware, Logan, Auglaize, Hardin,

Marion, Morrow, Crawford, Wyandot, Allen, Hancock, Putnam, Seneca, Wood, Lucas, Sandusky, and Ottawa.

District II: Northeast Ohio Counties of Erie, Huron, Richland, Knox, Coshocton, Tuscarawas, Harrison, Jefferson, Carroll, Holmes, Ashland, Wayne, Stark, Columbiana, Lorain, Medina, Summit, Portage, Mahoning, Trumbull, Cuyahoga, Geauga, Lake, and Ashtabula.

District III: Southwest Ohio Counties of Preble, Butler, Montgomery, Hamilton, Clermont, Brown, Adams, Highland, Clinton, Warren, Fayette, Greene, Madison, and Clark.

District IV: Southeast Ohio Counties of Franklin, Licking, Muskingum, Guernsey, Belmont, Monroe, Noble, Morgan, Perry, Fairfield, Ross, Pike, Scioto, Lawrence, Gallia, Jackson, Meigs, Vinton, Athens, Washington, Hocking, and Pickaway.

## 5.2 Duties

Shall provide a written or verbal district report at each quarterly meeting; and make every effort to promote NENA throughout their District.

## Section 6 Immediate Past President

### 6.1 Authority

The Immediate Past President shall assume the office upon election of the succeeding President.

6.1.1 The Immediate Past President shall have such duties and exercise such authority as from time to time may be delegated or assigned by the President or Executive Board;

6.1.2 The Immediate Past President is a voting member of the Executive Board.

### 6.2 Duties

6.2.1 Advise the President and the Vice-President on the precedents, traditions, and history of the Chapter;

6.2.2 Act as Parliamentarian of the Chapter, guiding the smooth and expeditious conduct of meetings of the membership or Executive Board;



- 6.2.3 Assist the other officers in the discharge of their duties when necessary or convenient;
- 6.2.4 Serve as the chair of the nominating committee;
- 6.2.5 Participate in meetings of the Executive Board in an advisory capacity, but with full voting rights, for the two-year term immediately following the conclusion of their term as President.

Section 7. Parliamentary Authority

Upon any question coming before this Chapter not otherwise explicitly provided for in the Bylaws, the presiding officer shall be governed to the extent practicable by the Roberts Rules of Order.

Section 8. Securities and Bonds

In case the Executive Board shall so require, any officer or agent of the corporation shall execute to the corporation a bond in such sum and with such surety or sureties as the Board may direct, conditioned upon the faithful performance of the officer's duties to the corporation and including responsibility for negligence and for the accounting for all property, funds or securities of the corporation which may come into the officer's hands.

**ARTICLE VI - AMENDMENTS**

The Bylaws may be adopted, amended, or repealed by the Executive Board at the time they are entitled to vote in the election of directors. Bylaws may also be adopted, amended, or repealed by the Executive Board, but any Bylaw adopted, amended, or repealed by the Board may be amended by the Executive Board members entitled to vote thereon as herein before provided.

If any Bylaw regulating an impending election of officers is adopted, amended, or repealed by the Board. In that case, there shall be set forth in the notice of the next meeting of all board members for the election of directors the Bylaw so adopted, amended, or repealed, together with a concise statement of the changes made.

Section 1. Amendment Resolutions

Any eligible voting member shall honor a proposal to amend the Chapter's Bylaws. Errors in the format of such a proposal shall not be cause for rejection.

- 1.1 The maker shall submit an Amending proposal in written form to the Executive Board, and the proposal shall include the following information: name of the maker of the proposal; the intent of the proposal; the Date of the chapter meeting designated for the proposal consideration; the Article (s), Sections(s), and

Paragraph(s) of the Bylaws proposed for amendment; and proposed amending language.

- 1.2 A resolution to amend the Bylaws of the Corporation shall be based upon the required amending proposal and drafted with the Executive Board's guidance. A copy of the draft resolution shall be provided to the maker for concurrence before publication. Participation by the Executive Board in these matters shall only be considered therein when the Executive Board initiates an amending resolution.
- 1.3 An amending resolution that has been processed under the requirements of this Article shall be published and distributed to all Chapter members at least 30 days before final consideration.
- 1.4 A quorum vote may make amendments to a resolution to amend the Bylaws through a majority vote on each proposed resolution amendment.
- 1.5 Resolutions passed and adopted by the Chapter under other provisions of the Bylaws shall be in force and effect upon the adjournment of the chapter meeting where considered and adopted, provided an exception to this effect is not otherwise contained in the language of the resolution assumed.

## **ARTICLE VII GRANTS AND CONTRIBUTIONS**

The President or any member designated by the Executive Board may apply to any Corporation, corporation, agency, group, or person for grants, contributions, contract funds, or property for carrying out general or specific purposes of the Chapter.

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, contribution, or contract to the Chapter would be motivated by the desire to further the purposes of the Chapter and not to derive personal benefit or privileged to the donor.

Any member who may be offered a grant, contribution, or contract for the Chapter shall immediately notify the President or a member of the Executive Board. Still, the Chapter shall finally accept no grant or contribution except upon approval of the Executive Board. The terms of any such grant or contribution shall be outlined in writing and signed by a Chapter representative and the donor.

Any grant or contribution to the Chapter 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 the Chapter unless provided otherwise in terms of the grant or contribution and agreed to by the Executive Board.

## **ARTICLE VIII EMPLOYMENT OF LEGAL COUNSEL**

Counsel shall be employed to provide legal advice to the Chapter and for the preparation and presentation of the matter before governmental bodies as desired by the Chapter.

#### **ARTICLE IX - CONSTRUCTION**

If there be any conflict between the provisions of the certificate of incorporation and these Bylaws, the provisions of the certificate of incorporation shall govern.

#### **ARTICLE X - CONDUCT**

Because of its strong beliefs in high moral standards based on traditional values, the Corporation reserves the right to expect all its officers to maintain high ethical standards and social values that do not conflict with traditional spiritual morals.

#### **ARTICLE XI- INDEMNITY**

The corporation shall indemnify its directors, officers, and employees as follows:

Every officer, member, or employee of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which they may be made a party or in which they may become involved, because of being or having been an officer, member, employee, or agent of the corporation or is or was serving at the request of the corporation as an officer, member, employee, or agent of the corporation, whether or not they are an officer, member, employee, or agent at the time such expenses are incurred, except in such cases wherein an officer, member, employee, or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of their duties.

The corporation shall provide any person who is an officer, member, employee, or agent of the corporation or was serving at the request of an officer, member, employee, or agent of the corporation the indemnity against expenses of suit, litigation, or other proceedings which are expressly permitted under applicable law.

#### **CERTIFICATE OF SECRETARY**

I, Mindy Lane, certify that I am the current elected and acting Secretary of the National Emergency Number Association of Ohio., and the above bylaws are the bylaws of this corporation as adopted by the Board of Directors on XX/XX/23 and that they have not been amended or modified since the above.

*EXECUTED* on this day of 10/09/2023 in the State of Ohio.

  
Mindy Lane, Duly Elected Secretary