

BYLAWS OF
THE NORTH DAKOTA 9-1-1 ASSOCIATION

In addition to the objectives and purposes identified in the Articles of Incorporation, the objective of the North Dakota 9-1-1 Association is to organize those individuals who are actively associated with emergency 9-1-1 services in North Dakota. This objective is based on the premise that all citizens in North Dakota are entitled to the same quality of 9-1-1 service. Within this objective, the Corporation has as its purposes:

- a) To provide a forum for Corporation members to express their viewpoints and concerns;
- b) To research information and present findings for consideration by its members;
- c) To promote universal strategies that can be utilized by every 9-1-1 jurisdiction statewide;
- d) To develop, maintain, and enhance a positive relationship between the Corporation and its members, the public, emergency response agencies, and emergency 9-1-1 service providers; and
- e) To promote the objectives and purposes of the Corporation through appropriate legislation, if necessary.

ARTICLE I
OFFICE

The Corporation shall have and continuously maintain in North Dakota a registered office, and a registered agent whose office is identical with such registered office, as required by the North Dakota Non-Profit Corporation Act. The registered office in North Dakota, and the address of the registered office may be, but need not be, identical with the principal office; and may be changed from time to time by the Board of Directors.

ARTICLE II
MEMBERSHIP

The Corporation shall have two classes of membership. The qualifications and rights of the members shall be as follows:

SECTION 1. Active Membership in the Corporation shall be extended to persons actively associated with emergency 9-1-1 services in North Dakota at the local, tribal, state, federal, or direct governmental support levels. This membership class honors all of the rights and privileges of the Corporation.

SECTION 2. Associate Membership in the Corporation shall be open to individuals of private sector organizations. Associate Members will not be granted voting rights or hold office of any kind.

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ARTICLE III
VOTING RIGHTS

SECTION 1. Paid active members shall be entitled to vote on any issue coming before the members of the Corporation.

SECTION 2. Voting on all issues coming before the membership may be conducted by secret ballot, if requested. A simple majority of the qualified voting members present shall determine all issues. At those times when a meeting is not scheduled but a vote of the membership is required, a simple majority of the qualified voting members via electronic voting procedures authorized by the Board of Directors shall determine all issues.

SECTION 3. Voting by proxy or by absentee ballot is not permitted for scheduled membership meetings.

ARTICLE IV
MEETINGS OF MEMBERS

SECTION 1. **Quarterly Meetings.** The Corporation shall have quarterly meetings or as scheduled by the Board of Directors. A quarterly meeting will also serve as the annual meeting.

SECTION 2. **Annual Meetings.** An annual meeting of the members shall be held in the fourth quarter of each calendar year; at such date, time and place designated by the Board of Directors, for the purpose of electing Officers and for the transaction of such other business as may come before the meeting. If the election of Officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be.

SECTION 3. **Special Meetings.** Special meetings of the members may be called by the President or by a majority vote of the Board of Directors.

SECTION 4. **Notice of Meetings.** Written notice stating the place, day and hour of any meeting of members (excluding special meetings) shall be delivered, either personally, by mail, email, or fax transmission, to each member not less than thirty (30) days before the date of such meeting, by or at the direction of the President, or the Secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice.

SECTION 5. **Quorum.** The members present at any meeting of the members shall constitute a quorum.

SECTION 6. **Robert's Rules of Order.** Robert's Rules of Order shall be the parliamentary authority for all matters of procedure not specifically covered by the bylaws of this Corporation.

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ARTICLE V
BOARD OF DIRECTORS

SECTION 1. **General Powers.** The affairs of the Corporation shall be managed by the Board of Directors.

SECTION 2. **Number and Qualifications.** The Board of Directors shall consist of the elected officers of the Corporation.

SECTION 3. **Meetings** Immediately following the annual election of officers, the Board of Directors shall meet to determine the Corporation's goals for the ensuing year. The Board of Directors shall also meet to conduct business of the Corporation at such other times as the President may request.

SECTION 4. **Issues.** A simple majority vote shall determine all issues at meetings of the Board of Directors.

SECTION 5. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board.

ARTICLE VI
OFFICERS

SECTION 1. **Officers.** The elected officers of the Corporation shall be a President, 1st Vice President, 2nd Vice President, Secretary-Treasurer and a Member-at-Large. No person may be elected to office, or continue to hold office, unless he or she has paid the active membership dues.

SECTION 2. **Election and Terms of Office.** The officers of the Corporation shall be elected annually by the members of the Corporation at the regular annual meeting. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified. The Corporation intends that the offices of President and 1st Vice President shall normally be filled by advancement in rank. And to further this intention, the names of the 1st Vice President and 2nd Vice President shall be automatically placed in nomination for the positions of President and 1st Vice President respectively at the next election.

SECTION 3. **Removal.** Any officer elected by the active members of the Corporation may be removed by a two-thirds (2/3) vote of the active members of the Corporation present at a meeting, whenever in their judgment the best interest of the Corporation would be served thereby.

SECTION 4. **Vacancies.** A vacancy in any office because of death, resignation or otherwise, may be filled by the Board of Directors for the purpose of filling the unexpired portion of the term.

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SECTION 5. **President.** The President shall be the principal executive officer of the Corporation and shall in general supervise and control all the business and affairs of the Corporation. He or she shall preside at all meetings of the members and Board of Directors and in general he or she shall perform all duties incident to the office of President. The President shall be a member, but not chairperson, of the Legislative Committee.

SECTION 6. **1st Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the 1st Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The 1st Vice President shall perform such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. The 1st Vice President shall be a member, but not chairperson, of the Strategic Technology Planning Subcommittee (STEPS).

SECTION 7. **2nd Vice President.** The 2nd Vice President shall perform all of the duties of the 1st Vice President in the absence or disability of the 1st Vice President and shall be a member, but not chairperson, of the Public Relations and Bylaws Committee.

SECTION 8. **Secretary-Treasurer.** The Secretary-Treasurer shall perform all membership billing as directed by the Board of Directors; receive all funds belonging to the corporation and maintain a bank account for the orderly processing of all funds; promptly deliver all moneys and records to the successor in office or to whomever the Corporation's Board of Directors may designate to receive them and shall also prepare a treasurer's report and present it at Corporation meetings.

The Secretary-Treasurer shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books, provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records; keep a register of the contact information of each member which shall be furnished to the Secretary-Treasurer by each member; and in general perform all duties incident to the office of the Secretary-Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

SECTION 9. **Member-at-Large.** The Member-at-Large shall serve a one-year term. The Member-at-Large shall be a member, but not chairperson, of the Standard Operations Guidelines Committee.

ARTICLE VII
COMMITTEES

SECTION 1. Four permanent committees will assist the Board of Directors in conducting the business of the Corporation. These committees and their responsibilities are listed as follows:

- a) **STRATEGIC TECHNOLOGY PLANNING SUBCOMMITTEE (STEPS):**
Recommends to the Board of Directors appropriate measures that may need to be considered by researching 9-1-1 related technologies as they relate to delivering 9-1-1

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services. Recommendations must be what are in the best interest of 9-1-1 operations statewide.

- b) PUBLIC RELATIONS AND BYLAWS COMMITTEE: Recommends to the Board of Directors marketing strategies that will enhance the Corporations relationship with the public, the media, and other organizations. Recommends to the Board of Directors appropriate improvements or changes to the bylaws of the Corporation.
- c) LEGISLATIVE COMMITTEE: Recommends to the Board of Directors appropriate educational and legislative needs, issues, and activities for the Corporation to be involved in. Recommendations must be within the realm of 9-1-1 and consistent with the goals and philosophy of the Corporation.
- d) STANDARD OPERATIONS GUIDELINES COMMITTEE: Recommends to the Board of Directors universal policy and procedure that can be utilized by every Public Safety Answering Point (PSAP) operating in the state in order to improve the quality of service to the public.

SECTION 2. All permanent committee member seats are to be filled by appointment of the President. Most committee appointments will be for one year. However, in order to maintain committee continuity from one year to the next, the succeeding President will re-appoint a minimum of two committee members from the previous year back to the same committee.

SECTION 3. Special Committees may be appointed by the President for any purpose that best serves the interest of the Corporation. Committees may be formed at any time for special purposes or assignments. They will cease to function either when their specific task is completed or at the next scheduled annual meeting.

SECTION 4. The chairperson of each permanent or special committee shall be determined by the President in accordance with the restrictions in Article VI of the by-laws of the Corporation.

SECTION 5. A simple majority of members present at any permanent or special committee shall constitute a quorum. A simple majority vote of the active members present at a meeting shall determine all issues.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December in each year.

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ARTICLE IX
DUES

SECTION 1. **Annual Dues.** Membership dues for Active and Associate members of the Corporation shall be determined by vote of the active members before July 1st for the following fiscal year. The Secretary-Treasurer will notify the membership annually of the current dues structure.

SECTION 2. **Payment of Dues.** Dues shall be payable in advance during the month of January in each fiscal year, and shall be paid no later than January 31st.

SECTION 3. **Default and Termination of Membership.** When any member shall be in default in the payment of dues for a period of three (3) months from the beginning of the fiscal year or period for which such dues became payable, his or her membership may thereupon be terminated by the Board of Directors or members.

ARTICLE X
AMENDMENTS TO BYLAWS

These bylaws may be altered, amended or repealed and new bylaws may be adopted by a two-thirds (2/3) vote of the active members present at any regular meeting or at any special meeting, if at least thirty days' written notice is given of intention to alter, amend or repeal or to adopt new bylaws at such meeting.

ARTICLE XI
DISSOLUTION

SECTION 1. The Corporation may be dissolved by the Board of Directors and members with voting rights (active members) provided in this Article.

SECTION 2. The Board shall adopt a resolution proposing dissolution of the Corporation by the affirmative vote of a majority of all directors.

- a) The resolution must include a plan of dissolution that states to whom the assets owned or held by the Corporation will be distributed after creditors are paid.
- b) The plan must comply with the requirements of NDCC 10-33-105, the Articles of Incorporation, and section 501(C)(3) of the Internal Revenue Code.
- c) The Board will have discretion in distributing the assets to the extent permitted by Section 501(C)(3), Internal Revenue Code, and the plan must state to which organizations the assets will be distributed.
- d) The resolution and plan of dissolution must be submitted to the members under Section 3.

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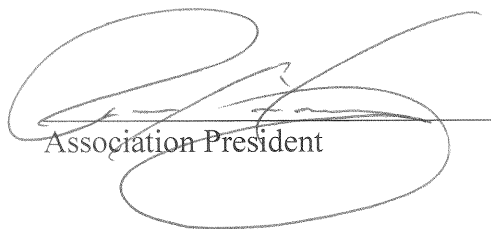
SECTION 3. With respect to approval by members with voting rights (active members):

- a) Written notice:
 - 1) Must be given to each member with voting rights (active members), within the time and in the manner provided in these bylaws for notice of meetings of members; and
 - 2) Whether the meeting is a regular or special meeting, must state that a purpose of the meeting is to consider dissolving the Corporation.
- b) The proposed dissolution must be submitted for approval at a meeting of members. If the proposed dissolution is approved by the active members, the dissolution must be started.

SECTION 4. If dissolution is approved, than dissolution must proceed in accordance with the provision of Chapter 10-33 of the North Dakota Century Code relation to dissolution, and in accordance with Section 501 (C)(3) of the Internal Revenue Code.

Date Adopted:

October 28, 1993
October 29, 1998
December 12, 2001
September 09, 2010
June 6, 2013
December 4, 2014


Association President


Secretary-Treasurer