

# **BYLAWS**

**OF**

**THE ILLINOIS CHAPTER  
OF THE  
NATIONAL EMERGENCY NUMBER  
ASSOCIATION, INC.**

**AS AMENDED BY QUORUM  
OCTOBER 20, 2013**

## **ARTICLE I            PURPOSE AND AUTHORITY**

### **Section 1    Name and General Membership Requirement**

- A.     The name of this 501(c)(6) non-stock corporation chartered in the State of Illinois is the Illinois Chapter of the National Emergency Number Association, Inc. also referred to as INENA.
  
- B.     Its membership shall be open to all persons who meet the membership requirements of these Bylaws adopted pursuant thereto.

### **Section 2    Purpose**

- A.     The purpose of INENA shall be to:
  - 1. Foster the development, availability, and implementation of a universal emergency telephone number common to all jurisdictions through research, planning, training and education;
  - 2. Represent its members before communications regulatory agencies and policy making bodies where appropriate;
  - 3. Strive towards citizens having immediate access to emergency public safety services so that safety of human life, protection of property and civic welfare are benefitted to the utmost degree;
  - 4. Aid and assist in the timely collection and dissemination of information relating to a universal emergency telephone number;
  - 5. Establish and maintain a Chapter Office wherein shall be housed its files, records, equipment and those functions necessary for the adequate management of the Chapter's activities;
  - 6. Provide for membership in this Chapter in accordance with the language and intent of its Bylaws, which are now, and may later, be in effect.

## **ARTICLE II            MEMBERSHIP**

### **Section 1    Membership Designations**

The membership of this Chapter shall be designated as outlined in the National Bylaws.

Members shall be admitted in accordance with the National requirements set forth in the National Bylaws.

All members are eligible to serve on committees if appointed.

## **Section 2 Regions**

- A. For the purpose of designating regional representatives, the State of Illinois shall be divided into eight (8) regions. By majority vote of the voting members, the Executive Board may alter these boundaries in any manner deemed appropriate to serve the goals and objectives of the Chapter. These eight (8) regions are defined below and include the counties listed therein:
1. Region I includes the county of: Cook, excluding the city of Chicago.
  2. Region II includes the counties of: DuPage, Grundy, Kane, Kankakee, Kendall, Lake, McHenry and Will.
  3. Region III includes the counties of: Boone, Bureau, Carroll, DeKalb, Henry, Jo Daviess, LaSalle, Lee, Mercer, Ogle, Putnam, Rock Island, Stephenson, Whiteside and Winnebago.
  4. Region IV includes the counties of: Champaign, DeWitt, Ford, Fulton, Hancock, Henderson, Iroquois, Knox, Livingston, Marshall, Mason, McDonough, McLean, Peoria, Schuyler, Stark, Tazewell, Vermillion, Warren and Woodford.
  5. Region V includes the counties of: Adams, Brown, Cass, Christian, Clark, Coles, Cumberland, Douglas, Edgar, Greene, Logan, Macon, Macoupin, Menard, Morgan, Moultrie, Piatt, Pike, Sangamon, Scott, and Shelby.
  6. Region VI includes the counties of: Bond, Calhoun, Clay, Clinton, Crawford, Edwards, Effingham, Fayette, Jasper, Jefferson, Jersey, Lawrence, Madison, Marion, Monroe, Montgomery, Richland, St. Clair, Wabash, Washington and Wayne.
  7. Region VII includes the counties of: Alexander, Franklin, Gallatin, Hamilton, Hardin, Jackson, Johnson, Massac, Perry, Pope, Pulaski, Randolph, Saline, Union, White and Williamson.
  8. Region VIII includes the City of Chicago.
- B. For the purpose of membership, the following shall be used to determine a member's Region:
1. Whenever a member has residency in a jurisdiction that encompasses more than one county, for the purposes of designation a region, the County

assignment will be the location of the main municipal office, if government or county and the principal place of business if commercial.

2. A principal residence will be considered if no other is deemed appropriate.

### **Section 3   Membership Applications**

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

### **Section 4   Dues**

The annual rates for membership shall be determined as set forth in the National Bylaws.

### **Section 5   Voting and Officer Restrictions**

All members of this Chapter have the right to vote. Each individual member is entitled to one vote; each group membership is entitled to two votes. All members of this Chapter have the right to hold any of the elective offices with the exception of Private Sector members who can only hold the elected office of Regional Vice President.

## **ARTICLE III      MEMBERSHIP QUORUM**

### **Section 1   Quorum**

- A. The Public Sector, Private Sector, Emergency Dispatcher, Associate and Hall of Fame category members attending a Chapter meeting shall constitute a quorum of such meeting.
  1. Twenty five of the voting eligible members are needed for the purposes of establishing a quorum at a Chapter meeting.

### **Section 2   Chapter Meetings**

- A. The Bi-monthly gathering of the membership shall be known as a Chapter meeting.
- B. Site selection and dates for Chapter meetings shall be the responsibility of the President with the approval of the Executive Board.
- C. Meeting format may be established by a majority vote of a Chapter meeting quorum.

### **Section 3 Annual Meeting**

- A. The Annual meeting of this Association shall take place at the Annual Conference held each year between October 1<sup>st</sup> and November 30<sup>th</sup>.

## **ARTICLE IV OFFICERS**

### **Section 1 Designation**

- A. The Officers of the Chapter shall consist of the following: President, Vice President, Treasurer, Secretary and Regional Vice Presidents.
1. A Regional Vice President shall be elected to represent each of the eight INENA Regions.

### **Section 2 Authority**

- A. The President's power shall include authority to:
1. Carry out duties as delegated in this Article.
  2. Appoint committees in accordance with Article VII of these Bylaws to perform tasks deemed necessary.
  3. Authorize reasonable and proper expenses, up to \$1,000.00, of any Board member for specific Chapter duties.
    - a. Such authorization shall be reported to the full Board, by email, within seventy-two hours.
  4. Call any committee into session at any time.
  5. Engage legal counsel in accordance with Article VIII of these Bylaws.
- B. Parliamentary Authority
1. The President's parliamentary decision upon the Chapter meeting floor shall be final, provided it is not in conflict with these Bylaws or with the current version of Robert's Rules of Order to the extent practicable.

### **Section 3 Duties**

- A. In addition to other such duties as may be required, the President shall:
1. Preside at all meetings of the Executive Board and the Chapter.

2. Act as Chairman of the Executive Board.
  3. Report on the status of the Chapter to the membership during its annual meeting.
  4. Carry out the purposes of the Chapter as set forth in these Bylaws.
  5. Make appointments to fill vacancies in office.
  6. Ensure website information is up to date by providing information to the INENA webmaster.
- B. In addition to other such duties as may be required, the Vice President shall:
1. Perform all duties of the President in his/her absence.
  2. When so acting, the Vice President shall have all the powers of and be subject to all restrictions upon the President.
  3. Perform such other duties and exercise such other authority as from time to time may be delegated or assigned by the President.
- C. In addition to other such duties as may be required, the Treasurer shall:
1. Be responsible for the maintenance of the financial affairs of the Chapter.
  2. Prepare a financial status report for each Chapter meeting and each Executive Board meeting.
  3. Treasurer shall work with the hired tax agency to complete the annual tax filings that complies with the IRS guidelines.
  4. Perform other duties and exercise such other authority as from time to time may be delegated or assigned by the President.
- D. In addition to other such duties as may be required, the Secretary shall:
1. Provide the notice and keeping of minutes and record of the annual meeting and Chapter meetings of this Chapter.
  2. Serve as the Secretary for all meetings of the Chapter and of the Executive Board.
  3. Perform such other duties and exercise such other authority as from time to time may be delegated or assigned by the President.

- E. In addition to other such duties as may be required, the Regional Vice Presidents shall:
  - 1. Perform such duties and exercise that authority delegated or assigned by the President or the Executive Board.

#### **Section 4 Candidates for Office**

- A. Public Sector, Emergency Dispatcher and Hall of Fame category members may hold the office of President, Vice President, Treasurer, Secretary or Regional Vice President.
  - 1. Presidential candidates must have written permission from their employer to be eligible to run for office and serve if elected.
- B. Private Sector members may hold the Office of Regional Vice President.
- C. Members can only run or serve in one Chapter position/office at a time.

### **ARTICLE V EXECUTIVE BOARD**

#### **Section 1 Designation**

- A. The Executive Board membership shall include the President, Vice President, Treasurer, Secretary and all Regional Vice Presidents.
- B. The immediate Past President and the Chairpersons of all Committees shall serve the Executive Board in an advisory capacity only.

#### **Section 2 Authority**

- A. Authority is hereby provided for the Executive Board, between Chapter Meetings, to perform all functions and do acts, which this Chapter might do or perform except it shall not have the power to amend the Bylaws.
- B. Its decision shall be final in matters determined “reasonable and proper”.
- C. It has the power to convene or poll itself by a majority vote.

#### **Section 3 Duties**

- A. The duties of the Executive Board are as follows:

1. Make appropriate recommendations to the membership at the Chapter meeting on matters considered by the Board since the last Chapter meeting.
2. Approve all accounts and expenses of the Chapter.
3. Review, modify as necessary, and approve the proposed budget of the Chapter.
  - a. Such budget shall show anticipated revenues by source, anticipated expenses and the desired objective, and anticipated expenses of any projects that are not a part of the regular activities of the Chapter.

#### **Section 4 Meetings**

##### **A. Meetings**

1. The Executive Board shall meet at such times as the President shall designate.
2. The Board may meet if it deems necessary by a majority vote of its members.
3. Between scheduled Board meetings, the Executive Board may conduct business using electronic mail.

##### **B. Quorum**

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

##### **C. Special Meetings**

Special membership meetings may be called by the Executive Board or upon the written request of a majority of the members. Notice of a special meeting must include the items that will be brought up at the meeting, and only such items may be taken up at the special meeting. Notice of a special meeting, stating the date, time and location, shall be given to all members at least forty-eight hours prior to a special meeting.

##### **D. Meetings by Telephone or Web Conferencing**

Any one or more members of the body may participate in any meeting by means of telephone or when conferencing or when using similar communications



equipment allowing all persons participating in the meeting to hear each other at the same time.

## **Section 5 Grievance Procedures**

Any member grievance may be brought to the Executive Board for resolution. Grievances shall be submitted in writing to the President and mailed through U.S. Postal Service or electronic format. The President shall convene an Executive Board meeting where the grievance will be brought before the Board for resolution. Contact will be made with the party submitting the grievance within thirty (30) days.

## **ARTICLE VI ELECTIONS**

### **Section 1 Election Procedure**

- A. The Immediate Past President shall serve as the Chair of the Nominating Committee, unless circumstances arise which shall prevent he/she from serving in this capacity. In that event, the President shall appoint an acting Chair. The nominating Chair shall request nominations for particular office from the membership by either electronic mail or USPS mail at least ninety (90) days before the Annual Meeting. Nominees must be eligible to hold the office nominated for in accord with Article II, Section 5. A nominee is only eligible to seek election for one office. If an individual is nominated for multiple offices, he/she will be required to choose one office for which he/she will seek election.
- B. After receipt of nominations from the membership, the Nominating Committee will report a final slate of candidates to the membership at least forty (40) days before the date of the Annual Meeting, together with ballots. Ballots may be electronic in nature. Ballots will be distributed to the membership electronically by email to ensure the reply ballot is from the correct member. Officers shall be elected by secret ballot from this final slate, prepared as required by the Bylaws and this section.
- C. Election ballots shall be returned to the Immediate Past President not later than Noon on the day on which elections are scheduled to be held at the Annual Meeting.

The full committee will then open and count each ballot. Challenges as to the validity of any ballot shall be settled by the President. Upon completion and certification of the ballot count, the results shall be forwarded to the President.

- D. Election to office shall be determined by receiving a simple majority (50% plus 1) of the votes cast. If more than two candidates compete for the same office and a simple majority by one candidate is not achieved, the candidate receiving the most votes shall be declared the winner.

1. Elections shall be held annually.
2. All elective positions in this Chapter shall be elected from nominations by the Nominating Committee in accordance with the Bylaws and by individuals nominated from the floor by members during the two meetings prior to the Annual meeting.

## **Section 2 Terms of Office**

- A. Elected officers shall assume their duties and authorities upon being sworn into office at the Annual Conference meeting as provided in Section 3 of this Article.
- B. Officers shall remain in the office until the installation of the successor, as provided in Section 3 of this Article or at such time as may be practical.
- C. Each officer will serve a term of two years.
  1. The President, Secretary and the Regional Vice Presidents of Regions 1, 3, 5 and 7 will have their terms expire in odd numbered years following their initial two year cycle commencing with their election in 2013.
  2. The Vice President, Treasurer and the Regional Vice Presidents from Regions 2, 4, 6 and 8 will have their terms expire in even numbered years following their initial two year cycle commencing with their election in 2014.
  3. The President, Vice President, Secretary and Treasurer shall serve a maximum of two consecutive two year terms. All other officers may succeed themselves in office if elected.

## **Section 3 Succession of Office**

- A. An investiture will be held during the Annual Conference meeting wherein the person duly elected by ballots cast by Chapter Membership or by voice vote will be placed in their respective office.

## **Section 4 Vacancies in Office**

- A. Vacancies in the office of President shall be filled by the advancement in rank, and such fulfillment shall be in an acting capacity until the next Chapter meeting where the Acting Officer shall be eligible for regular investiture to office.

1. Such acting capacities shall have otherwise no effect upon their normal terms of office or eligibility thereto.
- B. Vacancies in the office of Vice President, Treasurer, Secretary and Regional Vice Presidents shall be filled by appointment of the President with the advice and consent of the Executive Board for the remainder of the term.

## **Section 5 Removal from Office**

- A. Any member of the Chapter may initiate the impeachment procedure at any time.
- B. The President, Vice President, or Regional Vice President of the Chapter may be removed from office only for reason of malfeasance of duty, misfeasance of duty, nonfeasance of duty, or for committing an act that brings significant discredit to the Chapter or Association.
- C. The President may suspend an officer from the performance of his/her duties during the period between that officer being impeached and the Chapter adjudicating the matter. In the event the President is impeached, then the senior member of the Board of Officers who was not impeached may suspend the President from the performance of his/her duties during the period between the President being impeached and the Chapter adjudicating the matter.
- D. The proposal to begin the impeachment procedure shall be submitted by the maker in written form to the President and its format shall in order be:
1. Indication of the name of the maker of the proposal;
  2. Indication of the intent of the proposal;
  3. Indication of the Article(s), Section(s) and Paragraph(s) of the Bylaws proposed to be considered as grounds for impeachment.
- E. The President shall convene a special meeting of the Executive Board to review and consider the proposal to begin impeachment proceedings.
- F. By two-thirds (2/3) vote of the Executive Board, a member or officer may be impeached for just cause but before such proceedings become final, the officer shall be accorded all of the legal rights and privileges that are available to citizens of the United States, including the right of counsel, to reply to charges and to testify in his/her own behalf before the Executive Board. Said person shall be notified in writing and copies delivered by certified mail, return receipt requested.

- G. If upon completion of the review by the Executive Board, it is deemed necessary to proceed, the President shall direct the Secretary to prepare a special ballot noting the intent of the proposal.
- H. The Secretary shall then disburse the ballot by mail to all current voting members.
- I. The Executive Board shall convene a special meeting to count the ballots.
- J. The results of the special impeachment ballot shall be announced at the next immediate Chapter meeting, at which time, replacement or succession as defined in Section 4 of this Article, shall take place.
- K. A two-thirds majority vote of the total voting Chapter membership shall be required for the removal from office of an officer of this Chapter.

## **ARTICLE VII      COMMITTEES**

### **Section 1    Standing Committees**

- A. Nominating Committee
  - 1. This Committee shall gather and report a slate of nominees for each of the office of the Chapter.
  - 2. The slate of nominees shall be presented to the membership in accord with the election procedure states in Bylaws Article VI, Section 1.
- B. Illinois Public Safety Telecommunications Association (IPSTA)
  - 1. This Association shall plan and administer all of the aspects pertaining to the Illinois Chapter joint INENA-IAPCO Annual meeting on behalf of INENA.
  - 2. The INENA President shall serve as a member of the IPSTA Board of Directors.

### **Section 2    Other Committees**

- A. Other committees may be appointed by the President as necessary.
- B. Members of these committees shall serve at the pleasure of the President.
- C. Their terms shall expire concurrently with that of the President.

### **Section 3 Duties of Committees**

- A. Where not otherwise specified, duties of committees shall be designated by the President.

## **ARTICLE VIII EMPLOYMENT OF COUNSEL**

### **Section 1 Employment Procedure**

- A. Counsel shall be employed upon a recommendation by the President and a simple majority approval of the Executive Board.
- B. The Executive Board shall stipulate the retainer fee.

### **Section 2 Purpose**

- A. Counsel shall be employed for the purpose of providing legal advice to the Chapter and for the preparation and presentation of matters before governmental bodies as desired by the Chapter.

## **ARTICLE IX ANNUAL CHAPTER BUDGET**

### **Section 1 Purpose**

- A. The purpose of the annual Chapter Budget is to document and guide the financial activities of the Chapter over the course of its fiscal year which is defined as January 1<sup>st</sup> until December 31<sup>st</sup>.

### **Section 2 Procedures**

- A. The annual budget shall be prepared by the President with the assistance of the Treasurer in a form developed by him or her that is in keeping with sound budget and accounting procedures and practices, and providing a balanced budget.

### **Section 3 Annual Budget Provisions**

- A. The annual budget shall contain all expenditures and revenues reasonably expected to be incurred or anticipated over the fiscal year to conduct normal Chapter activities and events. Expenditures shall include, but are not limited to, costs associated with the annual conference, expenses incurred by Chapter members in conducting Chapter business, costs associated with preparing items of clothing or other such materials intended for sale by the Chapter, and legal costs, including those incurred in retaining legal counsel. Revenues shall include, but are not limited to, income generated from fees, subscriptions, and dues,

including those remitted back to the Chapter from National NENA, income which is generated from associated revenue generated from the annual conference, and income associated with any grants or contributions provided the Chapter.

#### **Section 4 Authority of The Executive Board**

- A. The Executive Board shall be empowered to make any and all decisions regarding expenditures made and income received by the Chapter. This includes, but is not limited to, setting the rates and limits for incurring the services of legal counsel, setting the rates and limits for any costs incurred associated with conducting normal Chapter business and activities, the Executive Board is empowered to revise any and all provisions contained within the annual budget, providing that the financial status of the Chapter remains sound and solvent at all times.

### **ARTICLE X WHISTLE BLOWER POLICY**

#### **Section 1 Purpose**

INENA is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees, or volunteers. The policy outlines a procedure for employees or members to report actions that an employee or member reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. The policy applies to any matter which is related to INENA's business and does not relate to private acts of an individual not connected to the business of INENA. (See Addendum A)

### **ARTICLE XI GRANTS AND CONTRIBUTIONS**

#### **Section 1 Application for Funds**

- A. The President of this Chapter 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 this Chapter.

#### **Section 2 Acceptance of Grant or Contribution**

- A. Any member who may be offered a grant, contribution or contract for this Chapter shall immediately notify the President.

- B. No grant or contribution shall be accepted by the Chapter except upon the approval of the Executive Board.
- C. The terms of any such grant or contribution shall be set forth in writing and signed on behalf of the Chapter and the donor.

### **Section 3 Administration of Funds**

- A. Any grant or contribution to the Chapter shall be credited to its general fund unless, under the terms thereof, a special fund is prescribed.
- B. The budgeting, receipt, custody and disbursement of any such grant or contribution shall follow the procedure defined for general funds of this Chapter, unless provided otherwise in the terms of the grant or contribution and agreed to by the Executive Board.

### **Section 4 Training Grants**

- A. The Chapter, through the Executive Board, may make grants of Chapter funds for training and education purposes to any region according to the following procedure:
  - 1. The Regional Vice President on a form approved by the Executive Board shall make application for the grant.
  - 2. Each Region shall be limited to grant/grants in an amount to be determined by the Executive Board on an annual basis.
  - 3. No grant amount shall exceed the amount set by the Executive Board.
  - 4. The nature of the training funded by the grant shall be specifically related to telecommunications, emergency dispatch or 911 related issues.
  - 5. The Executive Board shall approve or deny each application for training funds based on the nature of the training and its impact on the Region's membership.

## **ARTICLE XII RETENTION OF PROPERTY INTEREST**

### **Section 1 Retention of Title**

- A. All right, title, and interest, both legal and equitable, in and to property of this Chapter shall remain in the Chapter.

## **Section 2 Requirement for Return of Property**

- A. Any property of the Chapter in the possession or trust of a member or employee shall be returned immediately to the Chapter in the event of his/her death, resignation, suspension or expulsion.

## **ARTICLE XIII DISBURSEMENT OF ASSETS UPON DISSOLUTION**

### **Section 1 Statement of Intent**

- A. Should INENA be dissolved, all assets shall be distributed to an organization, or organization of similar purpose as selected by a two-thirds majority vote of a Chapter meeting quorum.

## **ARTICLE XIV DOCUMENT RETENTION**

### **Section 1 Purpose**

- A. The purposes of the document retention policy are for INENA to enhance compliance with the Sarbanes-Oxley Act and to promote the proper treatment of corporate records of the Organization. (See Addendum B)

## **ARTICLE XV CONFLICT OF INTEREST**

### **Section 1 Purpose**

- A. It is in the best interest of INENA to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the INENA to identify situations that present potential conflicts of interest and to provide INENA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in INENA's operations. (See Addendum C)

## **ARTICLE XVI TRADEMARK PROTECTION**

### **Section 1 Statement of Policy**

- A. The NENA logo is a registered trademark and its use, except as specifically provided for in this Article, shall be strictly controlled by the NENA Executive Board.
- B. The Illinois Chapter is specifically authorized to use the NENA logo for stationary purposed in the pursuit of its normal business activity.



- C. The use of the logo in the manufacture of jewelry and hardware and in conjunction with identification and/or commercial activities is governed by the INENA and Bylaws.

## **ARTICLE XVII   RULES OF ORDER**

### **Section 1   Parliamentary Authority**

- A. The Rules contained in the current version of “Robert’s Rules of Order”, shall govern the Chapter in all cases to which they are applicable, and in which they are not inconsistent with the Bylaws or the special rules of order of this Chapter.

## **ARTICLE XVIII   AMENDMENT**

### **Section 1   Requirements**

- A. The Bylaws of this Chapter may be amended only by a two-thirds majority vote of a Chapter meeting quorum in regular session except as provided for under Section C of this Article.
- B. A proposal to amend the Bylaws of the Chapter shall be honored by any member.
  - 1. Errors in the format of such proposal shall not be sufficient cause for rejection.
- C. The Bylaws Committee may make non-substantive changes to the Bylaws in order to correct errors in grammar, punctuation, spelling, cross-references when the correct cross-reference is obvious and the use of incorrect words when the correct word is obvious and may adjust the numbering of individual sections to maintain proper numerical sequence and to maintain a consistent style and format of section numbering but not to change the relative order of individual sections. Such non-substantive changes shall require the approval of the Executive Board.

### **Section 2   Procedures**

- A. An amending proposal shall be submitted by the maker in written form to the President.
- B. Its format shall in order be:
  - 1. Indication of the name of the maker of the proposal;

2. Indication of the intent of the proposal;
3. Indication of the Chapter meeting where consideration is desired;
4. Indication of the Article(s), Section(s) and Paragraph(s) of the Bylaws proposed to be amended;
5. Proposed amending language.

C. Drafting Resolutions to Amend

1. A resolution to amend the Bylaws of this Chapter shall be based upon the required amending proposal and, with the guidance of the President.
2. If desired, the Secretary shall assist in drafting the amendment.
3. A copy of the draft resolution shall be provided to the maker prior to consideration for his/her occurrence.
4. Participation by the Executive Board in these matters shall not be construed to imply their support of the measures considered therein except when the Executive Board initiates an amending resolution.

D. Required Publication

1. An amending resolution, which has been processed with the requirement of Section B and C of this Article shall be published and distributed to all members of this Chapter through the meeting minutes at least thirty days prior to the meeting at which consideration is desired.

E. Quorum Revision of Resolutions

1. A Chapter meeting quorum may amend and revise the language of a proposed resolution to amend by majority vote on each such proposed revision.

F. Effective Dates of Amendments

1. All amendments passed and adopted by this in accordance with the Bylaws shall be in full force and effect upon the adjournment of the meeting wherein considered and adopted, provided an exception to this is not otherwise contained in the language of the amending resolution itself.

## **ADDENDUM A – Whistle Blower Policy**

INENA is committed to operating in furtherance of its tax-exempt purposes and in compliance with all applicable laws, rules and regulations, including those concerning accounting and auditing, and prohibits fraudulent practices by any of its board members, officers, employees, or volunteers. This policy outlines a procedure for employees or members to report actions that an employee or member reasonably believes violates a law, or regulation or that constitutes fraudulent accounting or other practices. This policy applies to any matter which is related to INENA's business and does not relate to private acts of an individual not connected to the business of INENA.

If an employee or member has a reasonable belief that an employee, member or INENA has engaged in any action that violates any applicable law, or regulation, including those concerning accounting and auditing, or constitutes a fraudulent practice, the employee or member is expected to immediately report such information to the President. If the employee or member does not feel comfortable reporting the information to the President, he or she is expected to report the information to the Vice President.

All reports will be followed up promptly, and an investigation conducted. In conducting its investigations, INENA will strive to keep the identity of the complaining individual as confidential as possible, while conducting an adequate review and investigation.

INENA will not retaliate against an employee or member in the terms and conditions of employment or membership because that employee or member: (a) reports to a supervisor, to the President, the Executive Board or to a federal, state or local agency what the employee believes in good faith to be a violation of the law; or (b) participates in good faith in any resulting investigation or proceeding, or (c) exercises his or her rights under any state or federal law(s) or regulation(s) to pursue a claim or take legal action to protect the employee's or member's rights.

INENA may take disciplinary action (up to and including termination or terminating membership) against an employee or member who in the Executive Board's assessment has engaged in retaliatory conduct in violation of this policy.

[In addition, INENA will not, with the intent to retaliate, take any action harmful to any employee or member who has provided to law enforcement personnel or a court truthful information relating to the commission or possible commission by INENA or any of its employees or members of a violation of any applicable law or regulation.]

Executive Board members will be trained on this policy and INENA'S prohibition against retaliation in accordance with this policy.

## **ADDENDUM B – Document Retention Policy**

### **ARTICLE I - PURPOSE**

The purposes of the document retention policy are for INENA (the “Organization”) to enhance compliance with the Sarbanes-Oxley Act and to promote the proper treatment of corporate records of the Organization.

### **ARTICLE II - POLICY**

#### **Section 1 General Guidelines**

Records should not be kept if they are no longer needed for the operation of the business or required by law. Unnecessary records should be eliminated from the files. The cost of maintaining records is an expense which can grow unreasonably if good housekeeping is not performed. A mass of records also makes it more difficult to find pertinent records.

From time to time, the Organization may establish retention or destruction policies or schedules for specific categories of records in order to ensure legal compliance, and also to accomplish other objectives, such as preserving intellectual property and cost management. Several categories of documents that warrant special consideration are identified below. While minimum retention periods are established, the retention of the documents identified below and of documents not included in the identified categories should be determined primarily by the application of the general guidelines affecting document retention, as well as the exception for litigation relevant documents and any other pertinent factors.

#### **Section 2 Exception for Litigation Relevant Documents**

The Organization expects all officers, directors, and employees to comply fully with any published records retention or destruction policies and schedules, provided that all officers, directors, and employees should note the following general exception to any stated destruction schedule: If you believe, or the Organization informs you, that Organization records are relevant to litigation, or potential litigation (i.e., a dispute that could result in litigation), then you must preserve those records until it is determined that the records are no longer needed. That exception supersedes any previously or subsequently established destruction schedule for those records.

#### **Section 3 Minimum Retention Periods for Specific Categories**

- A. Organizational Documents - Organizational records include the Organization’s articles of incorporation, by-laws and IRS Form 1024, Application for Exemption. Organization records should be retained permanently. IRS regulations require that the Form 1024 be available for public inspection upon request.

- B. Tax Records - Tax records include, but may not be limited to, document concerning payroll, expense, proof of contributions made by donors, accounting procedures, and other documents concerning the Organization's revenues. Tax records should be retained for at least seven years from the date of filing applicable return.
- C. Employment Records/Personnel Records - State and federal statutes require the Organization to keep certain recruitment, employment and personnel information. The Organization should also keep personnel files that reflect performance reviews and any complaints brought against the Organization or individual employees under applicable state and federal statutes. The Organization, should also keep in the employee's personnel file all final memoranda and correspondence reflecting performance reviews and actions taken by or against personnel. Employment application should be retained for three years. Retirement and pension records should be kept permanently. Other employment and personnel records should be retained for seven years.
- D. Board and Board Committee Materials - Meeting minutes should be retained in perpetuity in the Organization's minute book. A clean copy of all other Board and Board Committee materials should be kept for no less than three years by the Organization.
- E. Press Releases/Public Filings - The Organization should retain permanent copies of all press releases and publicly filed documents under the theory that the Organization should have its own copy to test the accuracy of any document a member of the public can theoretically produce against the Organization.
- F. Legal Files - Legal counsel should be consulted to determine the retention period of particular document, but legal documents should generally be maintained for a period of ten years.
- G. Marketing and Sales Documents - The Organization should keep final copies of marketing and sales documents for the same period of time it keeps other corporate files, generally three years. An Exception to the three-year policy may be sales invoices, contracts, leases, licenses, and other legal documentation. These documents should be kept for at least three years beyond the life of the agreement.
- H. Development/Intellectual Property and Trade Secrets - Development documents are often subject to the intellectual property protection in their final form (e.g., patents and copyrights). The documents detailing the development process are often also of value to the Organization and are protected as a trade secret where the Organization:
  - 1. Derives independent economic value from the secrecy of the information.

2. Has taken affirmative steps to keep the information confidential.

The Organization should keep all documents designated as containing trade secret information for at least the life of the trade secret.

- I. Contracts - Final, execution copies of all contracts entered into by the Organization should be retained. The Organization should retain copies of the final contracts for at least three years beyond the life of the agreement, and longer in the case of publicly filed contracts.
- J. Correspondence - Unless correspondence falls under another category listed elsewhere in this policy, correspondence should generally be saved for two years.
- K. Banking and Accounting - Accounts payable ledgers and schedules should be kept for seven years. Bank reconciliations, bank statements, deposit slips and checks (unless for important payments and purchases) should be kept for three years. Any inventories of products, materials, and supplies and any invoices should be kept for seven years.
- L. Insurance - Expired insurance policies, insurance records, accident reports, claims, etc. should be kept permanently.
- M. Audit Records - External audit reports should be kept permanently. Internal audit reports should be kept for three years.

#### **Section 4 Electronic Mail**

E-mail that needs to be saved should be either:

- A. Printed in hard copy and kept in the appropriate file; or
- B. Downloaded to a computer file and kept electronically or on a disk as a separate file.

The retention period depends upon the subject matter of the email, as covered elsewhere in this policy.

## **ADDENDUM C – Conflict of Interest Policy**

It is in the best interest of INENA to be aware of and properly manage all conflicts of interest and appearances of a conflict of interest. This conflict of interest policy is designed to help directors, officers, employees and volunteers of the INENA identify situations that present potential conflicts of interest and to provide INENA with a procedure to appropriately manage conflicts in accordance with legal requirements and the goals of accountability and transparency in INENA's operations.

### **Section 1 Conflict of Interest Defined**

In this policy, a person with a conflict of interest is referred to as an "interested person." For purposes of this policy, the following circumstances shall be deemed to create a Conflict of Interest:

- A. A director, officer, employee or volunteer, including a board member (or family member of any of the foregoing) is a party to a contract, or involved in a transaction with INENA for goods or services.
- B. A director, officer, employee or volunteer, (or a family member of any of the foregoing) has a material financial interest in a transaction between INENA and an entity in which the director, officer, employee or volunteer, or a family member of the foregoing, is a director, officer, agent, partner, associate, employee, trustee, personal representative, receiver, guardian, custodian, or other legal representative.
- C. A director, officer, employee or volunteer, (or a family member of the foregoing) is engaged in some capacity or has a material financial interest in a business or enterprise that competes with INENA.
- D. Other situations may create the *appearance of a conflict*, or present a *duality of interests* in connection with a person who has influence over the activities or finances of the nonprofit. All such circumstances should be disclosed to the board or staff, as appropriate, and a decision made as to what course of action the organization or individuals should take so that the best interests of the nonprofit are not compromised by the personal interests of stakeholders in the nonprofit.
- E. **Gifts, Gratuities and Entertainment**  
Accepting gifts, entertainment or other favors from individuals or entities can also result in a conflict or duality of interest when the party providing the gift/entertainment/favor does so under circumstances where it might be inferred that such action was intended to influence or possibly would influence the interested person in the performance of his or her duties. This does not preclude the acceptance of items of nominal or insignificant value or entertainment of

nominal or insignificant value which are not related to any particular transaction or activity of INENA.

## **Section 2   Definitions**

- A. A "Conflict of Interest" is any circumstance described in Part 1 of this Policy.
- B. An "Interested Person" is any person serving as an officer, employee or member of the Board of Directors of INENA or a major donor to INENA or anyone else who is in a position of control over INENA who has a personal interest that is in conflict with the interests of INENA.
- C. A "Family Member" is a spouse, parent, child or spouse of a child, brother, sister, or spouse of a brother or sister, of an interested person.
- D. A "Material Financial Interest" in an entity is a financial interest of any kind, which, in view of all the circumstances, is substantial enough that it would, or reasonably could, affect an Interested Person's or Family Member's judgment with respect to transactions to which the entity is a party.
- E. A "Contract or Transaction" is any agreement or relationship involving the sale or purchase of goods or services, the providing or receipt of a loan or grant, the establishment of any other type of financial relationship, or the exercise of control over another organization. The making of a gift to INENA is not a Contract or Transaction.

## **Section 3   Procedures**

- A. Prior to Board or committee action on a Contract or Transaction involving a Conflict of Interest, a director or committee member having a Conflict of Interest and who is in attendance at the meeting shall disclose all facts material to the Conflict of Interest. Such disclosure shall be reflected in the minutes of the meeting. If Board members are aware that staff or other volunteers have a conflict of interest, relevant facts should be disclosed by the Board member or by the interested person him/herself if invited to the Board meeting as a guest for purposes of disclosure.
- B. A director or committee member who plans not to attend a meeting at which he or she has reason to believe that the Board or committee will act on a matter in which the person has a Conflict of Interest shall disclose to the chair of the meeting all facts material to the Conflict of Interest. The chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.



- C. A person who has a Conflict of Interest shall not participate in or be permitted to hear the Boards or committee's discussion of the matter except to disclose material facts and to respond to questions. Such person shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- D. A person who has a Conflict of Interest with respect to a Contract or Transaction that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote.
- E. The person having a conflict of interest may not vote on the Contract or Transaction and shall not be present in the meeting room when the vote is taken, unless the vote is by secret ballot. Such person's ineligibility to vote shall be reflected in the minutes of the meeting. For purposes of this paragraph, a member of the Board of Directors of INENA has a Conflict of Interest when he or she stands for election as an officer or for re-election as a member of the Board of Directors.
- F. Interested Persons who are not members of the Board of Directors of INENA, or who have a Conflict of Interest with respect to a Contract or Transaction that is not the subject of Board or committee action, shall disclose to their supervisor, or the Chair, or the Chair's designee, any Conflict of Interest that such Interested Person has with respect to a Contract or Transaction. Such disclosure shall be made as soon as the Conflict of Interest is known to the Interested Person. The Interested Person shall refrain from any action that may affect INENA's participation in such Contract or Transaction.
- G. In the event it is not entirely clear that a Conflict of Interest exists, the individual with the potential conflict shall disclose the circumstances to his or her supervisor or the Chair or the Chair's designee, who shall determine whether full Board discussion is warranted or whether there exists a Conflict of Interest that is subject to this policy.

#### **Section 4 Confidentially**

Each director, officer, employee and volunteer shall exercise care not to disclose confidential information acquired in connection with disclosures of conflicts of interest or potential conflicts, which might be adverse to the interests of INENA. Furthermore, directors, officers, employees and volunteers shall not disclose or use information relating to the business of INENA for their personal profit or advantage or the personal profit or advantage of their Family Member(s).

## **Section 5   Review of Policy**

- A.     Each director, officer, employee and volunteer shall be provided with and asked to review a copy of this Policy and to acknowledge in writing that he or she has done so.
  
- B.     Annually each director, officer, employee and volunteer shall complete a disclosure form identifying any relationships, positions or circumstances in which s/he is involved that he or she believes could contribute to a Conflict of Interest. Such relationships, positions or circumstances might include service as a director of or consultant to another nonprofit organization, or ownership of a business that might provide goods or services to INENA. Any such information regarding the business interests of a director, officer, employee or volunteer, or a Family Member thereof, shall be treated as confidential and shall generally be made available only to the Chair, the Executive Director, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
  
- C.     This policy shall be reviewed annually by each member of the Board of Directors. Any changes to the policy shall be communicated to all staff and volunteers

## Conflict of Interest Disclosure Form

Date: \_\_\_\_\_

Name: \_\_\_\_\_

Position (employee/volunteer/trustee): \_\_\_\_\_

Please describe below any relationships, transactions, positions you hold (volunteer or otherwise), or circumstances that you believe could contribute to a conflict of interest between INENA and your personal interests, financial or otherwise:

\_\_\_\_\_ I have no conflict of interest to report

\_\_\_\_\_ I have the following conflict of interest to report (please specify other nonprofit and for-profit boards you (and your spouse) sit on, any for-profit businesses for which you or an immediate family member are an officer or director, or a majority shareholder, and the name of your employer and any businesses you or a family member own):

1. \_\_\_\_\_
2. \_\_\_\_\_
3. \_\_\_\_\_

I hereby certify that the information set forth above is true and complete to the best of my knowledge. I have reviewed, and agree to abide by, the Policy of Conflict of Interest of INENA.

Signature: \_\_\_\_\_

Date: \_\_\_\_\_