

# National Electronic Security Alliance (NESA)

## Bylaws

### ARTICLE 1- Name & Location

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**Section 1.1- Name:** The name of this alliance shall be the National Electronic Security Alliance (NESA) (herein after referred to as "NESA").

**Section 1.2- Registered Office and Agent:** The registered office and agent of NESA shall be determined by the Board of Directors. NESA may also have offices at other locations as the Board of Directors may from time to time determine.

### ARTICLE 2- Purpose

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**Section 2.1- Mission:** The mission of NESA shall be:

The National Electronic Security Alliance is an alliance of state associations established to serve and promote the electronic systems industry at the direction of, and through its affiliated state associations.

**Section 2.2- Goals:** The goals of NESA shall be to enhance programs that can be delivered through the states, including but not limited to:

- Monitoring and influencing Federal government law and policy
- Monitoring and influencing national standards and codes
- Providing liaison to national associations representing public safety, licensing or regulatory officials
- Providing a forum for state associations to exchange information
- Providing a national point of contact for media and consumers
- Providing a-la-carte services to states in the following areas:
  - Training Development
  - Newsletters
  - Marketing and PR tools
  - Member services (Insurance, Payroll Processing, Payment Processing, etc)
  - Other services as requested by the states.

### ARTICLE 3- Limitation

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**Section 3.1- Activities:** The activities of NESA shall not result in any agreement, understanding, combination or any other form of concerted action to limit production, fix prices, suppress competition, promote any product or distributor, or any other manner restrain trade or commerce, or any other act or acts which might be contravention of law or good business practice. NESA or membership therein shall not be used for the promotion of individual interests.

**Section 3.2- Earnings:** NESA is a private, nonprofit, tax-exempt, autonomous, voluntary, alliance of state associations. No part of the net earnings of the alliance shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Board shall be authorized to pay reasonable compensation for services exclusive of board or officer services rendered and make payments and distributions in furtherance of the purposes set forth in Article 2, above.

**Section 3.3- Tax Compliance:** NESAs shall be incorporated as a 501(c)(6) not-for-profit corporation. All activities of NESAs shall conform with guidelines set forth under section 501(c)(6) of the Federal Income Tax Code.

**Section 3.4- Actions on Behalf of the Alliance:** No member of the Board of Directors, elected officers, agents or employees of NESAs may act on behalf of NESAs or hold him or herself out to the public as authorized to act on behalf of NESAs without the express consent of the Board of Directors. Neither NESAs nor any of its officers, directors, committees, agents or employees shall incur any obligation or announce any policy of NESAs unless the obligation or policy shall have been formally approved by the Board of Directors

## **ARTICLE 4- Membership**

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**Section 4.1- Eligibility:** Membership shall be open to all state associations who support the mission and goals of NESAs. Constituents of the state associations that have joined NESAs will be entitled to NESAs benefits through the state association to which they belong.

**Section 4.2- Procedure for application:** State associations who wish to join NESAs shall complete an application approved by the board and be accepted as members upon an affirmative vote of a majority of those members of the board who are present and voting.

**Section 4.3- Resignations and revocation:** Members in good standing may submit resignations in writing to the Secretary. The membership of a state association can be revoked for cause upon a two thirds vote of those members of the board who are present and voting. A state association's membership may be revoked upon a majority vote of those members of the board who are present and voting if dues or other fees remain unpaid four months after the due date.

## **ARTICLE 5- Board of Directors**

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**Section 5.1- Composition:** The business of NESAs shall be managed by a Board of Directors consisting of one director selected by each member state association, a president, and ex-officio (non-voting) members selected by the board.

**Section 5.2- Method of selection:** Each member state association shall designate a director and alternate director to represent that state association. Each member state association shall have a single vote to be cast by its director. The alternate shall be allowed to vote in the absence of that state's director.

**Section 5.3- Term of Office:** Directors and alternate directors shall serve for a minimum term of two years.

**Section 5.4- Duties and Responsibilities:** The business and affairs of NESAs are to be managed by the Board of Directors who may exercise all such powers of the Corporation and do all lawful acts and things, as are not restricted by statute, or by the Articles of Incorporation, or by these Bylaws. The Board of Directors shall only act in the name of the organization when it shall be regularly convened by its president after due notice to all the directors of such meeting. The Board of Directors may make such rules and regulations covering its meetings as it may in its discretion determine necessary.

**Section 5.5- Voting:** Each director, including directors representing states and the Associate Member Director shall have one vote. The President may vote only to break a tie. The Vice President, Secretary and Treasurer may vote only as directors for their states. Voting may not be done by proxy. Ex-Officio members appointed by the board shall not have a vote.

**Section 5.6- Ex-Officio Board Members:** By an affirmative vote two thirds vote of the members of the Board of Directors present and voting, the board of directors can appoint individuals, including but not limited to legal counsel, staff and or representatives of other associations, as ex-officio (non-voting) members of the board. Ex-officio members shall not count toward the establishment of quorum and may be excluded from specific board discussions at the discretion of the president or by a majority vote of those members of the board who are present and voting.

**Section 5.7- Associate Member Director:** The Board shall select, by an affirmative vote of a majority of the members of the Board of Directors present and voting, an associate member from a member state association to represent the associate viewpoint.

## **ARTICLE 6- Officers**

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**Section 6.1- Type of Officers:** The officers shall be a President, Vice President, Secretary and Treasurer.

**Section 6.2- Duties:** These officers shall perform the duties as assigned by the board or prescribed by these bylaws and the parliamentary authority adopted herein.

**Subsection 6.2.1- President:** The President shall be the Chief Executive Officer of NESAs; he shall preside at all meetings of the Board of Directors; he shall have the general management of the affairs of NESAs and shall see that all orders and resolutions of the Board are carried into effect.

**Subsection 6.2.2- Vice President:** During the absence of the President, the Vice President shall perform the duties of the President. In the event of the death or resignation of the President, the Vice President shall become the President and hold office until the next regular annual election.

**Subsection 6.2.3- Secretary:** The Secretary shall have charge of all correspondence and minutes of the Association and the Board of Directors shall perform such other duties as may be assigned to the Secretary from time to time by the Board of Directors. The Secretary shall also be responsible for the issuance of meeting notices as herein provided. During the absence of the President and the Vice President the Secretary shall perform the duties of the President.

**Subsection 6.2.4- Treasurer:** The Treasurer shall keep all financial records of NESAs, disbursed monies, give the monthly financial report to the Board of Directors, and a report at each of the regular meetings of NESAs. The Treasurer shall maintain a bank checking account. All checks must be signed by the Treasurer, President or Vice President after written authorization by at least two officers. During the absence of the President, Vice President and the Secretary, the Treasurer shall perform the duties of the President.

**Section 6.3- Elections and Terms of Office:** Officers shall be elected by an affirmative vote of a majority of the members of the Board of Directors present and voting at a meeting on or before December 1 for a term of two years or until their successor is elected. To provide continuity the President and Vice President will be elected in even numbered years and the Secretary and Treasurer shall be elected in odd numbered years. In the initial election in 2005 the term of the President and Vice President shall be for three years. Terms shall begin on January 1 following the meeting at which they are elected. Elections shall be by secret ballot for any position with more than one nominee. Preferential voting as described in Robert's Rules of Order Newly Revised shall be used if an election decision cannot be reached after a second ballot.

**Section 6.4- Term Limits:** No individual shall hold more than one office at a time, and no individual shall be eligible to serve more than two consecutive terms in the same office.

**Section 6.5- Vacancies:** The vice president becomes president upon a vacancy in that office. A vacancy in any other office shall be filled by special election at a board meeting, with previous notice.

**Section 6.6- Removal from Office:** An officer or director may be removed by an affirmative vote of two thirds of the members of the Board of Directors present and voting when sufficient cause exists for such removal. The Board of Directors may entertain charges against any officer or director. An officer or director may be represented by counsel (at own their expense) upon any removal hearing. The Board of Directors shall adopt such rules for this hearing as it may in its discretion consider necessary for the best interests of NESAs.

## **ARTICLE 7- Meetings**

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**Section 7.1- Meetings:** Meetings may be called by the President or Vice President at any time or place or at the request of a majority of the full Board of Directors.

**Section 7.2- Notice of Meetings:** A minimum of seventy two hours of notice is required for a meeting unless such notice is waived by an affirmative vote of a two thirds majority of the members of the Board of Directors.

**Section 7.3- Quorum:** Twenty five percent of the full board of directors shall constitute a quorum.

**Section 7.4- Voting:** Except as may otherwise be provided in these bylaws, all action taken shall be by majority vote of those present and voting.

**Section 7.5- Method of Meeting:** Any properly called meeting may, at the opinion of the president, be conducted via telephone or other electronic means, provided however, all parties to the meeting can communicate with all other parties of the meeting.

## **ARTICLE 8- Committees**

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**Section 8.1- Creation:** The President, with the approval by an affirmative vote of a majority of the members of the Board of Directors present and voting, shall appoint such committees or task forces as conditions may from time to time require.

**Section 8.2- Ex-Officio:** The President shall be a non voting member ex-officio of all committees.

**Section 8.3- Expiration:** Authorization for each committee or task force will expire at the conclusion of the president's term unless extended by an affirmative vote of a majority of the members of the Board of Directors present and voting.

## **ARTICLE 9- Policies and Agreements**

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**Section 9.1- General Polices:** The board may adopt policies by an affirmative vote of a majority of the members of the Board of Directors present and voting to govern its own operations, the conduct of its meetings and the affairs of the association.

**Section 9.2- Agreements and Financial Commitments:** Any and all agreements that financially obligate NESAs shall be approved by an affirmative vote of two thirds of the members of the Board of Directors present and voting.

**Section 9.3- Execution of Agreements:** The President with approval by an affirmative vote of two thirds of the members of the Board of Directors present and voting can execute agreements for administrative, consulting, legal, accounting or other services.

## **ARTICLE 10- Finances**

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**Section 10.1- Fiscal Year:** The fiscal year shall begin January 1st and terminate December 31st annually.

**Section 10.2- Budget Preparation and Adoption:** The Treasurer shall annually prepare for approval by an affirmative vote of a majority of the members of the Board of Directors present and voting, a budget concerning the total anticipated income and expenses for the ensuing year.

**Section 10.3- Balanced Budget Required:** The Board of Directors shall not obligate NESAs in excess of the anticipated budget.

**Section 10.4- Deadlines:** The budget shall be submitted by September 1<sup>st</sup> for approval by the Board before the October 1<sup>st</sup> of the previous year.

**Section 10.5- Audit:** The Board of Directors shall provide an annual audit of NESAs books and records.

**Section 10.6- Dues:** Member state associations shall pay dues annually in advance each year on or before March 1<sup>st</sup>. The Board shall set the dues by a vote of two thirds of those present and voting where a quorum is present. Unless altered by the board the dues are set at fifty dollars per regular and associate member of the member state association.

## **ARTICLE 11- Enforcement of Bylaws and Policies**

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**Section 11.1- Enforcement:** It shall be the responsibility of the Board of Directors to insure that these bylaws and its adopted policies are properly executed.

**Section 11.2- Reports:** Incidents of non-compliance may be brought to the attention of the Board of Directors by any individual.

**Section 11.3- Procedure:** Incidents of non-compliance shall be dealt with at the next meeting of the Board of Directors.

**Section 11.4- Notice:** The President shall notify the member of the complaint and shall invite such member to the next meeting of the Board of Directors for adjudication of the complaint.

**Section 11.5- Action:** Upon review of the complaint to which the member has been invited, the Board of Directors by an affirmative vote of a majority of the members of the Board of Directors present and voting shall make a recommendation on how to satisfy the complaint.

**Section 11.6- Report:** At the next meeting of the Board of Directors a report shall be given on the status and satisfaction of the complaint. Should it be found that the complaint cannot be satisfied, the Board of Directors may vote an affirmative vote of a two thirds the members of the Board of Directors present and voting for exclusion of the member of the Association.

**Section 11.7- Remedies:** The Board of Directors, in its execution of this responsibility, shall be limited to expulsion of members but may not fine or penalize members in any other way.

## **ARTICLE 12- Consultants and Staff**

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**Section 12.1- Selection:** The Board of Directors may select employees and/or firms as it considers necessary by an affirmative vote of a majority of the members of the Board of Directors present and voting.

**Section 12.1.2- Membership and Compensation:** Employees or firms are not required to be a member of the Association and may be compensated in such manner and in such amounts as the Board of Directors determines.

**Section 12.1.3- Duties and Reporting:** Employees and/or firms shall perform such duties as may be assigned by the Board of Directors and shall report to Board of Directors. The Board shall also designate contract terms, specific matter or matters to be handled by employees and/or firms, and whenever possible, fees and/or retainers.

**Section 12.1.4- Titles:** Employees and/or individuals at firms may be designated with titles by the Board of Directors as it considers necessary by an affirmative vote of a majority of the members of the Board of Directors present and voting.

## **ARTICLE 13- Parliamentary and Legal Authority**

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**Section 13.1- Parliamentary Authority:** The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern NESAs in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order NESAs may adopt.

**Section 13.2- Transaction of Business:** Unless otherwise provided in these bylaws, all rights, powers and authority conferred upon the Officers and the Members of the Board of Directors under the bylaws shall be construed not only to be rights, powers, and authority to act in meetings, but such rights, powers, and authority may be exercised between meetings of the Board of Directors by mail, electronic means, or facsimile vote to the members of the Board of Directors at the direction of the President. Unless otherwise noted in these bylaws, an affirmative vote of a majority of the members of the Board of Directors present and voting shall be required for the adoption of all matters thus submitted.

## **ARTICLE 14- Indemnification of Directors, Officers and Other Authorized Representative**

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**Section 14.1- Indemnification of NESAs Personnel:** NESAs shall indemnify, to the extent provided in the following paragraphs, any person who is, or was a Trustee, Director, Officer, Agent, or Employee of NESAs, and any person who serves, or has served at NESAs's request as a Trustee, Director, Officer, Agent, Employee, Partner, or Trustee of another Corporation or of a partnership, joint venture, trust, or other enterprise. In the event the provisions of indemnification set forth below are more restrictive than the provisions of indemnification allowed by law, then such persons named above shall be indemnified to the full extent permitted by the law as it may exist from time to time.

**Section 14.2- Indemnification of NESAs Representatives:** The NESAs shall indemnify any and all of its Directors, officers, and Employees, or former Directors, Officers or any person who may have served at its request as a Director or Officer of another entity, from any suit or proceeding by reason of the fact that he or she was or is a Director, Officer, Employee or Agent of NESAs or is or was serving at the request of NESAs as a Director, or Officer of another entity, against expenses, including attorney's fees, judgment, fines and amounts paid in settlement actually and reasonably incurred in connection with such action, if said person acted in good faith, in a manner he or she believed to be in the best interest of NESAs and had no reason to believe his or her conduct was unlawful. Provided, however, no indemnification shall be made in respect to any suit or proceedings as to which such Director, Officer, or Employee shall be judged to have committed an act including wanton or willful misconduct in the performance of his or her duty. Such indemnification shall not be deemed exclusive of any other right to which those indemnified may be entitled, under any agreement, vote of members of NESAs, or otherwise.

**Section 14.2- Insurance:** NESAs shall purchase and maintain insurance on behalf of its Directors, Officers, Committee Members and Employees, or former Directors, Officers, Committee Members or any person who may have served at its request as a Director or Officer of another entity.

## **ARTICLE 15- Notice**

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**Section 15.1- Form of Notice:** Any notice required by statute or by these bylaws to be given to the members or to any officer NESAs, shall be deemed to have been given by depositing the same in a post office box, in a sealed envelope, addressed to such member, or via telephone or other electronic means.

## **ARTICLE 16- Amendments to Bylaws**

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**Section 16.1- Notice:** A written notice setting forth the proposed amendment verbatim, together with a copy of the existing bylaws, shall be sent to each voting member at least thirty days before the meeting at which the amendment will be considered.

**Section 16.2- Votes Required:** These bylaws may be amended by the Association by an affirmative two-thirds vote of those present with notice or an affirmative nine-tenths vote of those present without notice.

## **ARTICLE 17- Dissolution**

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In the event of dissolution of NESAs and after payment of all debts and other obligations, the assets of NESAs shall be dedicated or transferred to a non-profit organization as voted on by affirmative vote of two-thirds of the members of the Board of Directors present and voting of the board at its last meeting.

## **ARTICLE 18- Construction**

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Whenever the context so requires, the masculine will include the feminine and neuter, and the singular will include the plural, and conversely. If any portion of these Bylaws is determined invalid or inoperative, then, so far as reasonable and possible, the remainder of these Bylaws is to be considered valid and operative, and effect is to be given to the intent manifested by the portion held invalid or inoperative. Any table of contents and headings used in these Bylaws has been inserted for convenience only and do not constitute matters to be construed in interpretation.