

**BYLAWS OF
NG9-1-1 INSTITUTE**

ARTICLE I: NAME, PURPOSE AND GOVERNANCE STRUCTURE

1. **Name.** The name of the corporation is the NG 9-1-1 Institute (the "Corporation").
2. **Legal Status.** The Corporation is incorporated in the District of Columbia. As such, the Corporation is governed by District of Columbia Nonprofit Corporation Act (the "Act").
3. **Purpose.** The purposes of the Corporation, consistent with its Articles of Incorporation, are: (a) to educate the public about the importance of, and public policy issues of interest in, the development and operation of 9-1-1 emergency response systems; and (b) to assist other charitable and educational organizations in the conduct of similar activities; and (c) to engage in any and all lawful activities incidental to the foregoing purposes except as restricted within the Articles of Incorporation.
4. **Governance Structure.** The functions of the Corporation are carried out through the Board of Directors, Members, and such Committees as may be established and authorized by the Board in accordance with the procedures set forth in these Bylaws or as otherwise adopted by the Board. From time to time, the Board may establish policies in order to carry out the functions of the Corporation. Such policies or guidelines will be made available to the Board of Directors and Members upon request.

ARTICLE I – MEMBERS

1. **Membership Criteria, Applications, and Dues.** Provisions for membership criteria, applications, and dues shall be established by the Board of Directors and set forth in applicable sections of these Bylaws or Membership Guidelines. Applicable membership requirements not set forth in these Bylaws shall be available to, and binding upon, all members as a condition of membership. Applicants for membership and members shall disclose the identity of their

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employer, if any, to the Corporation. Applicants and members shall notify the Corporation of any changes in their employment. Application for membership shall be made and accepted in the manner established by the Corporation.

2. **Membership Classes.** There shall be one class of membership, open to any interested person.

3. **Voting Rights.**
 - (a) **In General.** Members shall have the right to vote in elections of Directors (other than directors appointed by other parties, as set forth in these Bylaws) and on such other matters as the Board of Directors may determine. All other questions shall be determined by the Board of Directors, except as required by the Act.

 - (b) **Single and Weighted Voting.** Except in the case of members employed by Affiliated Businesses, as defined below, each member shall have one vote. The votes of members employed by Affiliated Businesses shall be tallied, and the majority position of those members shall be cast as one (1) vote.

 - (c) **Voting and Conduct of Director Elections.** Members may elect Directors for the Representative Director seat(s) related to the representative membership category which they, or their Affiliated Business, represent, as well as for the at-large positions put up for election by the Election Committee. Membership categories are determined by the Election Committee. Elections shall be conducted in accordance with timelines and procedures adopted by the Election Committee, as approved by the Board of Directors.

 - (d) **Affiliated Businesses.** For purpose of subsection (b), and without regard to the form (corporation, LLC, etc.) in which any business is conducted, “Affiliated Businesses” include parents and subsidiaries when the parent

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directly or indirectly owns more than fifty (50) percent of the value of the subsidiary, and businesses under common ownership when one parent directly or indirectly owns at least fifty (50) percent of the value of both businesses, or a uniquely named and managed governmental agency.

4. **Renewal of membership.** Membership shall be for one (1) year, or partial year, as determined by the Corporation. Members who fail to timely renew their membership in the manner required by the Corporation shall be deemed to have resigned as of the end of the then-current membership period, and shall not have the right to vote thereafter, until they re-apply for membership and are accepted.
 - a. A Member may request that their membership be renewed in writing or electronically via sign-up form to the Corporation.
 - b. A Member may request that their membership be renewed electronically in response to a query from the Corporation.
 - c. A Member may request that their membership be renewed by casting a ballot in any Corporation election.

5. **Acceptance of Membership.** Applications for membership shall be submitted to the Corporation, and shall be deemed accepted unless rejected by the Corporation within ten (10) business days.

6. **Termination of Membership.** Membership in the Corporation shall be suspended or terminated if a member does not pay all required membership dues, if any, in full, by the due date established by the Board of Directors, pursuant to procedures established by the Board of Directors. In addition, the Board of Directors may, by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors at which a quorum is present, terminate a member's membership for without or without cause. Grounds constituting "cause" shall be determined by the Board of Directors in its sole discretion. Membership in the Corporation also may be terminated by the death of a member, by the timely (as determined by the Board of Directors) submission of written

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notice of membership resignation or non-renewal, or by the failure of a member to continue to satisfy the relevant membership requirements. However, termination of membership shall not extinguish such members' financial obligations.

- 7. Annual and Regular Meetings.** Annual meetings of the voting membership may be held at such time and place, either within or without the District of Columbia, as may be designated by resolution of the Board of Directors, upon at least ten (10) days' prior notice. The Board of Directors may provide by resolution the time and place, either within or without the District of Columbia, for the holding of additional regular meetings of the voting membership without notice required other than by these Bylaws and such resolution.
- 8. Special Meetings.** Special meetings of the membership may be called by or at the request of the President, the majority of the entire Board of Directors, or at the written demand of at least twenty-five percent (25%) of all members entitled to vote on issues to be considered at proposed meeting. The person or persons authorized to call special meetings of the voting membership may fix any place, either within or without the District of Columbia, as the place for holding any special meeting called by them.
- 9. Notice.** Notice of any special meeting of the voting membership shall be received by each member by mail, overnight courier, telecopier, electronic mail, or other mode of written transmittal, not less than ten (10) days and not more than sixty (60) days before the date set for such a meeting, and must include the time, date, place, and purpose of such meeting. Any members may waive notice of any meeting before, at, or after such meeting.
- 10. Quorum.** Fifty percent (50%) of the voting members shall constitute a quorum for the transaction of business at any meeting of the voting membership, provided, that if less than a majority of the voting members are present at said meeting, a majority of the voting members present may adjourn the meeting from time to time without further notice.

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- 11. Chairman.** The President shall preside as Chairman at all meetings of the voting membership. In the absence of the President from any meeting of the voting members, the Treasurer shall serve as temporary Chairman.
- 12. Manner of Acting.** Where and in the manner authorized by the Board of Directors, any action required to be taken at a meeting of the voting members or any action which may be taken at a meeting of the voting members may be conducted by U.S. mail ballot, fax ballot, electronic mail ballot, or any other method of voting provided for by the Act. Such voting shall be subject to the same quorum and notice requirements as a meeting held in person. Proxy voting by voting members shall be permitted.
- 13. Teleconferencing / Electronic Meetings.** Where and in the manner authorized by the Board of Directors and to the extent permitted by the Act, any person participating in a meeting of the voting members may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting are able read or hear proceedings substantially concurrently with their occurrence, vote on matters submitted to the members, pose questions, make comments, and otherwise fully participate in the meeting. Such participation shall constitute presence in person at the meeting.

ARTICLE II – BOARD OF DIRECTORS

- 1. Powers and Duties.**
- (a) The property, affairs and business of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may by general resolution delegate to officers of the Corporation and to Board Committees such powers as are provided for in these Bylaws. The members of the Board of Directors shall have the duty to assist in fundraising for the Corporation, promote expansion of the membership, encourage participation from the membership in

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activities of the Corporation and assist in carrying out the mission of the Corporation.

- (b) The Board of Directors is authorized to bestow honorary titles, such as “_____ Emeritus,” upon those members or other individuals who have rendered particularly meritorious service to the Corporation. Those who have received such titles shall not thereby be directors or officers of the Corporation.

2. Board Membership.

- (a) **Number.** The number of Directors shall be fifteen (15), or such other number as may be fixed by the Board of Directors, but shall not be less than three (3).

- (b) **Distribution.** The members of the Board of Directors shall be drawn from various segments of the emergency and communications community, with the following guidelines, with the final composition being determined by the Board of Directors:

(1) Appointed Directors:

- One (1) person appointed by the National Emergency Number Association (NENA);
- One (1) person appointed by the Association of Public Safety Communications Officers (APCO); and
- One (1) person appointed by National Association of State 9-1-1 Administrators (NASNA);

(2) Representative Directors:

- Four (4) persons representing consumer telecommunications companies (including one representing a small provider);
- Two (2) representatives from vendors primarily selling software or services to public safety agencies;

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- Five (5) representatives from the membership at large (including two representing Public Safety).

(3) Executive Director:

- The Executive Director of the NG 9-1-1 Institute.

(4) Staggered Elections:

Of the Representative Directors enumerated above, the following shall be elected in even-numbered years, and the remainder elected in odd-numbered years; two (2) representatives from the membership at large; three (3) members representing consumer telecommunications companies.

(c) **Voting Rights.** The Representative Directors, the Appointed Directors, and the Executive Director shall be entitled to cast votes on matters before the Corporation

3. Election and Term. Representative Directors shall be elected by the membership within the category which the Representative Director represents, as determined by the Election Committee, to staggered (2) two-year terms of office. A committee, appointed by and from the Board of Directors, shall call for nominations for the Board of Directors before the annual meeting and shall circulate a list of nominees to be voted upon by the members of record. The appointed committee shall be solely responsible for determining whether a nominee is qualified to represent the membership category for which they are nominated. The newly elected Board members shall be seated at the next regularly scheduled Board of Director's Meeting following the respective Director's election. Should a member request to contest an election he/she must submit a request in writing to the NG9-1-1 Institute Chairman within thirty (30) days of the election results announcement. Within thirty (30) days after receiving the request, the Election Committee should review the election results and respond to the individual contesting the results. The Election Committee shall determine what actions, if any, are to be taken in response to the

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contestation. The designated Election Committee is the final arbiter of all election results. Should a tie vote result for any representative Director position, the current Board of Directors will vote to determine the winner, and continue to hold votes until a decision is reached.

4. **Election of a Chairman.** At the meeting following the election of new Board members, the Board of Directors shall elect a Chairman and Vice Chairman of the Board by majority vote of the Directors. The Chairman and Vice Chairman shall serve a (1) one-year term and may serve no more than two (2) consecutive terms.
5. **Resignation.** Any director may resign at any time by notifying the Board of Directors in writing. Such resignation shall take effect at the time specified therein, or if no time is specified, upon receipt. Acceptance by the Board of Directors of such resignation shall not be necessary to make it effective. A Director whose employment changes in such a manner that he or she no longer represents the same segment of the emergency communications community shall be deemed to no longer qualify for participation on the Board of Directors effective as of the change of employment.
6. **Removal.**
 - (a) **By the Members.** A Representative Director may be removed from office at any time, with or without cause, upon a majority vote of the members eligible to vote to elect the Director's successor, at a meeting called for the purpose. Notice of the intent to remove a Director shall be sent to all members.
 - (b) **By the Board of Directors.** The Board of Directors may remove a Director who has missed three (3) or more consecutive meetings of the Board of Directors, provided that the Board shall take such action at the third or subsequent consecutive meeting missed by the Director in question.
7. **Vacancies.** Vacancies among the Directors, whether caused by resignation, death, or removal shall be filled by majority vote of the remainder of the Board. A Representative Director shall be from the same segment of the emergency or

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communications community. Members within that segment of the emergency or communications community may suggest replacements to the Board for consideration. A Director elected or appointed to fill a vacancy occurring other than by reason of the expiration of a term shall serve only for the balance of the term to which his or her predecessor was elected.

8. Meetings.

- (a) **Regular Meetings.** The Board of Directors may provide by resolution the time and place, whether within or without the District of Columbia, for holding the regular meetings of the Board.

- (b) **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the Chairman, who may fix any place, whether within or without the District of Columbia, as the place for holding any special meeting.

- (c) **Annual Meeting.** The Board of Directors shall hold an annual meeting during the month of January, or such other time as the Board shall designate. The Board shall set the meeting date to allow proper notice for the election of Directors.

- (d) **Directors' Agreement.** As a condition of service as a Director, each Director selected as a Director shall, before taking office and each year thereafter while a Director, sign an Agreement, whose text shall have been approved by the Board, concerning his or her fulfillment of his or her duties as a Director. Directors who do not sign the agreement will not meet the eligibility criteria for serving on the Board.

- (e) **Waiver of Notice.** A Director may waive notice, either before or after the meeting; waiver must be made in the form of a record signed by the Director (which may include an email or other electronic record), and which shall be

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filed with the minutes of proceedings of the Board of Directors or the corporate records. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director promptly upon arrival objects to the holding of the meeting or to the business to be transacted at the meeting, and does not thereafter vote for or assent to action taken at the meeting.

- (f) **Quorum; Action by Board.** A majority of the Board of Directors in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except as otherwise provided by law, by the Corporation's Articles of Incorporation, or by these Bylaws. Each Director shall have one vote on all matters submitted to a vote of the Board of Directors. No Director voting by proxy shall be permitted.
- (g) **Teleconferencing.** Any person participating in a meeting of the Board of Directors may participate by means of conference telephone or by any means of communication by which all persons participating in the meeting may simultaneously hear one another, and such participation shall constitute presence in person at such meeting.
- (h) **Action without Meeting.** Any action required or permitted to be taken at a meeting of the Board may be taken without a meeting if each member of the Board signs a consent describing the action to be taken and delivers it to the Corporation. Action taken under this Section shall be the act of the Board when one or more consents signed by all of the members of the Board are delivered to the Corporation, unless the consent(s) otherwise specify the time at which the action taken is to be effective. Such consent or consents may be executed and delivered to the Corporation by electronic means, including email, and shall be filed with the minutes of proceedings of the Board.

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- (i) **Minutes and Records of Action.** Minutes of each meeting of the Board of Directors and records of each action taken without a meeting by the Board shall be recorded by the Secretary or the Secretary's designee. Minutes of each meeting shall be submitted to the Board of Directors for approval at the subsequent meeting of the Board of Directors. Minutes and records of action shall be maintained permanently among the records of the Corporation as required by the Act.

ARTICLE III – OFFICERS

1. **Officers.** The officers of the Corporation shall be an Executive Director, Deputy Director, Secretary, and Treasurer, and such other officers as may be elected in accordance with other provisions of this Article. The Board of Directors may appoint such other officers or agents, including a Chairman of the Board, one or more Assistant Secretaries, and one or more Assistant Treasurers, as it shall deem desirable and such officers shall have the authority and perform the duties prescribed from time to time by the Board of Directors. Any two or more offices may be held by the same person, except the offices of Executive Director and Secretary.
2. **Election.** The officers of the Corporation shall be elected annually by the Board of Directors at the October meeting of the Board, or such other meeting as is determined by the Board. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.
3. **Election Process.** The Corporation shall execute an election of the Board of Directors annually using the process outlined herein:
 - a. Newly elected Board members shall be seated at the regularly scheduled Board of Director's Meeting in October of each year, or such other meeting as is determined by the Board (such change to apply to all deadlines below).

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- b. Newly elected Board members shall be notified by the Corporation one (1) week before the regularly scheduled Board of Director's Meeting in October of each year.
 - c. The Board of Directors or its appointed Committee shall tally, validate, and ratify the vote of the membership two (2) weeks before the regularly scheduled Board of Director's Meeting in October of each year.
 - d. The Board of Directors shall open voting by the membership for a period of two (2) calendar weeks, four (4) weeks before the regularly scheduled Board of Director's Meeting in October of each year.
 - e. The Board of Directors or its appointed Committees shall validate, ratify, and publish Board of Director candidates within three (3) working days following the close of the nomination period. All ratified nominees must acknowledge they have read, understand, and agree to abide by the Bylaws and election process.
 - f. The Board of Directors or its appointed Committees shall close the Board of Director nomination period five (5) weeks before the regularly scheduled Board of Director's Meeting in October of each year.
 - g. The Board of Directors or its appointed Committees shall publish an announcement Calling for Nominations to the Board of Directors seven (7) weeks before the regularly scheduled Board of Director's Meeting in October of each year.
4. **Removal.** An officer elected or appointed by the Board of Directors may be removed by the Board whenever in its judgment the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.
5. **Vacancy.** A vacancy in any office because of death, resignation, removal, or disqualification, may be filled by the Board of Directors for the unexpired portion of the term.

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6. **Chairman.** The Chairman shall be the principal executive officer of the Corporation, shall preside at all meetings of the Board of Directors and Members, shall be the principal liaison between the Executive Director and the Board of Directors, and in general shall perform all duties incident to the office of Chairman, and such other duties as may be prescribed by the Board of Directors.
7. **Executive Director.** The Executive Director shall be the principal operating officer of the Corporation and shall exercise general supervision over the affairs of the Corporation, its officers, and personnel consistent with policies established by the Board of Directors. As authorized by the Board of Directors, the Executive Director may sign any deeds, mortgages, bonds, contracts, or other instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by the Bylaws, or by the statute to some other officer or agent of the Corporation; and in general shall perform all duties incident to the office of Executive Director and such other duties as may be prescribed by the Board of Directors. The Executive Director may take any other actions he or she shall deem necessary to advance the purpose of the Corporation, provided such actions do not exceed the scope of authority determined by the Board.
8. **Deputy Director.** The Deputy Director shall perform such duties as may be assigned by the Executive Director or the Board of Directors.
9. **Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever and deposit all monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provision of Article VI of these Bylaws; and in general perform all duties incident to the office of Treasurer and other such duties as may be assigned by the Executive Director or by the Board of Directors. The Treasurer shall be responsible for the administration and oversight of the Corporation's financial records, and compliance with statutory reporting requirements, filing of tax returns, and tax payments. If requires by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

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- 10. Secretary.** The Secretary may keep the minutes of the meetings of the Board of Directors, and shall oversee the keeping, preparation, and filing of all other records required by law or by the policies of the Board; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which, on behalf of the Corporation, under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post office address of each Director which shall be furnished to the Secretary by each Director; and in general perform all the duties incident to the office of Secretary and other duties as from time to time may be assigned by the Executive Director or by the Board of Directors.
- 11. Assistant Treasurers and Secretaries.** The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as may be assigned by the Executive Director or by the Board of Directors. If required by the Board of Directors, the Assistant Treasurers shall give bonds for faithful discharge of their duties in such sum and with such surety of sureties as the Board of Directors shall determine.
- 12. Compensation.** Upon approval of the disinterested Directors, any officer may be paid reasonable compensation for services rendered to the Corporation.

ARTICLE IV – COMMITTEES:

- 1. Board Committees – Composition and Authority.** The Board of Directors, by resolution adopted by a majority of the Directors in office, may designate and appoint one or more committees of its members, each of which shall consist solely of two or more Directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation “Board Committees”; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing the Bylaws; electing, appointing or removing any member of any such committee or any Director, or officer of the Corporation; amending the Article of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets

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of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adoption of a plan for the distribution of the assets of the Corporation or revoking proceedings therefore; adoption a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such Board Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director of any responsibility imposed upon it or him by law. The Board of Directors may also establish other committees, councils, task forces, or other groups, and shall then establish their charter and membership (or the means for selecting their membership).

2. **Advisory Committees – Composition and Authority.** Other committees not having and exercising the authority of the Board of Directors in the management of the Corporation (“Advisory Committees”) may be created by the Board by a resolution adopted by a majority of the Directors present at a meeting at which a quorum is present or by the Executive Directors. Except as otherwise provided by resolution, committee charter, or policy adopted by the Board of Directors, the Executive Director shall appoint Advisory Committee members, who need not be Directors, and shall designate one individual from each such committee to serve as committee chair. Advisory Committees shall have such terms and procedures as set forth in the relevant Board resolution.
3. **Term.** Each member of a Board Committee shall continue as such until the next annual meeting of the Directors of the Corporation and until his or her successor is appointed, unless the Board Committee shall be sooner terminated, or unless such member be removed from such Board Committee, or unless such member shall cease to qualify as a member thereof.
4. **Chairman.** One member of each Board Committee shall be appointed chairman by the person or persons authorized to appoint the members thereof .

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5. **Vacancies.** Vacancies in the membership of any Board Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.
6. **Manner of acting.** Unless otherwise provided in the resolution of the Board of Directors designating a Board Committee, a majority of the whole Board Committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each Board Committee may adopt rules for its own governance not inconsistent with the Bylaws or with rules adopted by the Board of Directors.

ARTICLE V – CONTRACTS, CHECKS, DEPOSITS AND FUNDS

1. **Contracts.** The Board of Directors may authorize any officer or officers, agent, or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation and such authority may be general or confined to specific instances.
2. **Checks.** All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers or agents of the Corporation and in such manner as shall from time to time be determined by the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the Executive Director or Deputy Director of the Corporation.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.
4. **Funds.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequests, or devise for the general purpose or for any special purpose of the Corporation.

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5. **Employment.** The NG 9-1-1 Institute will not discriminate against any employee or applicant for employment because of race, color, religion, sex, sexual orientation, or national origin.

ARTICLE VI – BOOKS AND RECORDS

1. **Books.** The Corporation shall keep correct and complete books and records of account. The Corporation books and records shall reflect a Fiscal Year beginning on January 1st and ending on December 31st.
2. **Minutes.** The Corporation shall keep correct minutes of its proceedings of its Board of Directors and Committees having any of the authority of the Board of Directors.
- a. The Corporation shall publish a summary of correct Minutes of Board of Director Meetings to the Corporation website.
- b. Any member may request detailed correct minutes of Board of Director Meetings from the Secretary.

ARTICLE VII – INDEMNIFICATION

To the fullest extent permitted by the Act, any present or former Director, officer, employee, agent, or volunteer of the Corporation, or other such persons so designated in the discretion of the Board of Directors, or the legal representative of such person, shall be indemnified by the Corporation against all reasonable costs, expenses, counsel fees paid or incurred in connection with any action, suit, or proceeding to which any such person or his or her legal representative may be made a party by reason of his or her having been a Director or officer, or serving or having served the Corporation. However, no such indemnification approved or paid unless and until the Corporation has received an opinion from legal counsel regarding the propriety of doing so.

ARTICLE VIII -- ROBERTS RULES OF ORDER

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The rules contained in the most recent edition of Robert's Rules of Order shall provide the rules of procedure of the Corporation where they are not inconsistent with the provisions of the Articles of Incorporation or these Bylaws.

ARTICLE IX -- AMENDMENTS

These Bylaws may be altered, amended, or repealed, and new Bylaws may be adopted by a majority of the Directors present at any regular meeting or at any special meeting, if at least thirty (30) days' written notice is given of the intention to alter, amend, or repeal, or to adopt new Bylaws at such meeting.