

# MISSISSIPPI



## COORDINATORS ASSOCIATION

# GENERAL BY-LAWS

AMENDED: MARCH 2021

## MISSION STATEMENT

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The mission of the Mississippi 9-1-1 Coordinators Association, Inc. is to provide training and technical support for 9-1-1 Coordinators and 9-1-1 Dispatchers/Telecommunications Officers throughout the State of Mississippi.

The purpose of the Mississippi 9-1-1 Coordinators Association Inc. is to also provide 9-1-1 Coordinators with sound information concerning the components and operational status of 9-1-1 systems and interoperability throughout the state. It is the intent of the Mississippi 9-1-1 Coordinators Association, Inc. to train 9-1-1 Dispatchers/Telecommunications Officers through the means of biannual training seminars, which allow 9-1-1 Dispatchers/Telecommunications Officers the opportunity to learn how to serve the public in a more efficient and effective manner.

## PURPOSE

The purpose of the Mississippi 9-1-1 Coordinators Association Inc. shall be to serve as the 'VOICE OF 9-1-1' in the State of Mississippi and to conduct public affairs, communications, and educational programs that will foster better 9-1-1 management, public awareness, and utilization as well as to promote better understanding of and appreciation for the 9-1-1 Systems established in the State of Mississippi.

Specifically, the Mississippi 9-1-1 Coordinators Association, Inc. will work to coordinate and stimulate programs and legislation that will:

1. Promote, develop, and protect the 9-1-1 Systems in the State of Mississippi and cooperate with City, County, Tribal and State governmental bodies, allied associations, and other public agencies to develop and foster programs and legislation for the benefit of all 9-1-1 Systems throughout the state of Mississippi.
2. Make Mississippi 9-1-1 Systems universally available and effective as possible in order to provide immediate citizen access to emergency services, thereby saving time for caller, and reducing overall response time for all emergency service providers.

GENERAL BY-LAWS OF THE MISSISSIPPI 9-1-1 COORDINATORS ASSOCIATION, INC.  
TABLE OF CONTENTS  
MISSION STATEMENT & ASSOCIATION PURPOSE

	Pages
1. SEAL AND OFFICES	7
1.1. CORPORATE SEAL	7
1.2. REGISTERED OFFICE	7
1.3. OTHER OFFICES	7
2. MEMBERSHIP	7
2.1. DEFINITION OF PERSON	7
2.2. MEMBERSHIP	7
2.3. CONDITION OF MEMBERSHIP	8
2.4. APPLICATION FOR MEMBERSHIP	8
2.5. MEMBERSHIP DUES	9
2.6. REGISTRATION OF SYSTEM MEMBERS	9
2.7. WITHDRAWAL	9
2.8. REMOVAL	9
2.9. DISTRICTS	10
3. MEETINGS	11
3.1. FISCAL YEAR AND TIME OF ANNUAL MEETING	11
3.2. ANNUAL MEETING	11
3.3. AUDITORS' REPORT	11
3.4. GENERAL AND SPECIAL GENERAL MEETINGS	11
3.5. DISTRICT OR REGIONAL MEETINGS	11
3.6. VOTE ALLOCATION TO EACH VOTING MEMBER	11
3.7. MAJORITY OF VOTES TO DETERMINE QUESTION	12
3.8. NOTICE OF MEETING QUORUM	12
3.9. ERROR OR OMISSION	12
3.10. RULES	12
4. BOARD OF DIRECTORS	12

4.1.	RANGE	12
4.1.1	Directors- Officers	13
4.1.2	Directors-District Representatives	13
4.1.3.	Director - Corporate Member	13
4.1.4	Certain Ex-officio Director	14
4.2.	DIRECTORS - QUALIFICATION	14
4.3.	DIRECTORS - RE-ELECTION	14
4.4.	CHAIRMAN EX-OFFICIO DIRECTOR	14
4.5.	VACATION OF OFFICE	14
4.6.	DIRECTORS' MEETINGS	15
4.7.	REMUNERATION	15
4.8.	RESIGNATION	16
4.9.	POWERS-GENERAL	16
4.10.	AGENTS, EMPLOYEES	16
4.11.	REMUNERATION - AGEOTS, EMPLOYEES	16
4.12.	DELEGATION	16
4.13.	BORROWING	16
4.14.	DELEGATION-BORROWING	17
4.15.	NO RESTRICTION - BORROWING	17
4.16.	COMMITTEES	17
5.	EXECUTIVE COMMITTEE	17
5.1.	EXECUTIVE COMMITTEE	17
5.2.	POWERS	18
5.3.	MEETINGS	18
5.4.	QUORUM	18
6.	OFFICERS	19
6.1.	OFFICERS	19
6.2	PRESIDENT	19
6.3	VICE-PRESIDENT	19

Amended March 2021

6.4	SECRETARY	19
6.5.	TREASURER	19
6.6.	IMMEDIATE PAST CHAIRMAN	20
6.7.	ABSENCE OF CHAIRMAN	20
6.8.	DIRECTORS TO OCCUPY OFFICES	20
6.9.	REMOVAL	20
6.10.	REMUNERATION	20
7.	INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS	20
7.1.	INDEMNITY	20
8.	NOMINATING COMMITTEE	21
8.1.	NOMINATING COMMITTEE	21
8.2.	DUTIES	21
9.	EXECUTION AND CERTIFICATION OF DOCUMENTS	21
9.1.	EXECUTION	21
10.	RULES AND REGULATIONS	21
10.1.	RULES	22
10.2.	CONSTRUCTION	22
11.	AMENDMENT OF BY-LAWS	22
11.1.	AMENDMENT	22
11.2.	PREVIOUS BY-LAWS	22
12.	NOMINATING COMMITTEE	22
12.1	NOMINATING COMMITTEE	22
12.2	DUTIES	22
13.	BY-LAWS COMMITTEE	22
13.1	BY-LAWS COMMITTEE	23
13.2	DUTIES	23
14.	MEMBERSHIP COMMITTEE	23
14.1	MEMBERSHIP COMMITTEE	23
14.2	DUTIES	23

Amended March 2021

15.	COMMUNICATIONS COMMITTEE	23
	15.1 COMMUNICATIONS COMMITTEE	23
	15.2 DUTIES	23
16.	LEGISLATIVE COMMITTEE	23
	16.1 LEGISLATIVE COMMITTEE	23
	16.2 DUTIES	24
17.	CMRS COMMITTEE	24
	17.1 CMRS COMMITTEE	24
	17.2 DUTIES	24
18.	CONFERENCE COMMITTEE	24
	18.1 CONFERENCE COMMITTEE	24
	18.2 DUTIES	24
	18.3 SUBCOMMITTEE	24
19.	COMMENDATION COMMITTEE	25
	19.1 COMMENDATIONS COMMITTEE	25
	19.2 DUTIES	25

Appendix:

(Updated yearly or as needed)

A.	Map of Board of Directors	26
B.	2021 Officers and Board of Directors	27
C.	2021 Committees	28

GENERAL BY-LAWS OF  
MISSISSIPPI 9-1-1 COORDINATORS ASSOCIATION, INC.

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These General By-Laws are made and effective February 25, 2010.

1. SEAL AND OFFICES

1.1. Corporate Seal

The corporate seal shall have inscribed thereon the name of MISSISSIPPI 9-1-1 COORDINATORS ASSOCIATION, INC., referred hereto for the purpose of these By-Laws as the "Association".

1.2. Registered Office

The head office of the Association shall be in the City of Hernando in State of Mississippi or elsewhere in State of Mississippi as may be determined from time to time by By-Law of the Association pursuant to the applicable provisions of the State of Mississippi Non-Profit Status 501 (C) (3) Laws (the "Act").

1.3. Other Offices

The Association may establish such other offices and agencies elsewhere within State of Mississippi as the Board of Directors of the Association (or the "Board") may designate.

2. MEMBERSHIP

2.1. Definition of Person

For the purposes of these By-Laws, "person" includes an association member, in good standing and employed by a Public Safety Answering Point (PSAP) within the State of Mississippi.

2.2. Membership

Membership in the Association shall be limited to persons directly engaged in the day-to-day operations of a 9-1-1 Communications Center or 9-1-1 Office or service providers for such 9-1-1 centers or offices and shall consist of the following classes

- a) Voting Members (the "Voting Members"):
  - i) Voting members, being persons engaged in the administration and day-to-day operations of a city/county/tribal 9-1-1 communications center or 9-1-1 office; and
  - ii) Voting members, being persons in good standing and with no indebtedness to the Association and

iii) Voting members, being persons duly appointed by a governing body such as the County Board of Supervisors or a 9-1-1 Commission which has been duly appointed by a County Board of Supervisors as defined in Code of 1972, as annotated, State of Mississippi and

iv) Voting members shall hold the position or title of:

- a. 9-1-1 Coordinator
- b. 9-1-1 Director
- c. 9-1-1 Assistant Coordinator
- d. 9-1-1 Deputy Coordinator
- e. 9-1-1 Assistant Director
- f. 9-1-1 Deputy Director

v) Voting Members shall be entitled to receive notice of, to attend and to vote at all meetings of members as provided in these By-Laws.

b) Non-voting Members (the "Non-Voting Members"):

- i) Corporate Members (the "Corporate Members"), being persons engaged in the supply of goods, equipment, services and other distribution services to Members; and
- ii) Associate Members (the "Associate Members"), being persons who qualify for membership in the Association, but are ineligible for membership as a Voting Member, or Corporate Member.
- iii) Subject to the provisions of these By-Laws, Non-Voting Members may receive notice of and attend all meetings of members provided that they shall not be entitled to vote thereat.

### 2.3. Condition of Membership

A condition of membership in either of the classes shall be that such membership shall not in the determination of the Board, either at the time of application or at any other time, prejudice the best interests of the Association or of a majority of its members.

### 2.4. Application for Membership

Application for membership shall be made in writing addressed to the Secretary in such form as the Board of Directors may from time to time prescribe. Election to membership shall be by majority vote of the general membership present at any meeting set by the Board.



The Board of Directors shall reserve the right to request documentation from the member's governing body such as the County Board of Supervisors or County 9-1-1 Commission to show valid employment and appointed position.

All applicants approved for membership shall abide by the By-Laws and Code of Conduct set forth by the Mississippi 9-1-1 Coordinators Association, Inc. and by State of Mississippi Code of 1972 as annotated.

## 2.5. Membership Dues

Dues shall be set at Fifty Dollars (\$50.00) for a Single membership. This Single Membership will be a Voting Member of the Association.

Dues shall be set at Three Hundred Dollars (\$300.00) for a Corporate Membership. This Corporate Membership is a Non-Voting Member of the Association

Dues shall be set at Twenty-Five Dollars (\$25.00) for Associate Membership. This Associate Membership is a Non-Voting Member of the Association.

These members shall be as defined in Section 2.2 of these By-Laws. Membership dues for each class of members shall be that sum as is fixed by the Board of Directors from time to time.

## 2.6. Registration of Voting Members

Each and every Voting Member of the Association, as a condition of membership in the Association, registers each and every one of such persons as Voting Members. For the purposes of these By-Laws, a Voting Member duly appointed by a governing body such as the County Board of Supervisors, 9-1-1 Commission or Mississippi Band of Choctaw Indians (MCBI) is deemed to be a Coordinator, Director, Assistant/Deputy Coordinator, or Assistant/Deputy Director of a 9-1-1 Communications Center or 9-1-1 Office:

## 2.7. Withdrawal

Any members may withdraw from the Association by delivering a written resignation to the Secretary of Mississippi 9-1-1 Coordinators Association. Any member may withdraw from the Association by allowing membership to expire due to not paying annual dues.

Such member shall not be reimbursed for any amount of membership dues at the date of his, her or its resignation.

## 2.8. Removal

Any member may be required to resign or withdraw by resolution of the Board of Directors for not being in good standing with the Association.

Prior to the adoption of such resolution the member affected shall have the right to appear before the Board of Directors and to be heard.

## 2.9. Districts.

The Board of Directors, by resolution, has recognized nine districts within the State of Mississippi.

The Mississippi 9-1-1 Coordinators Association, Inc. has divided the State of Mississippi into nine (9) Districts as listed defined below:

- A. District One: Coahoma, DeSoto, Marshall, Lafayette, Quitman, Panola, Tate, Tallahatchie, Tunica, and Yalobusha
- B. District Two: Alcorn, Benton, Itawamba, Lee, Pontotoc, Prentiss, Tippah, Tishomingo, and Union
- C. District Three: Attala, Bolivar, Carroll, Grenada, Holmes, Leflore, Montgomery, Sunflower, and Washington
- D. District Four: Calhoun, Chickasaw, Choctaw, Clay, Lowndes, Monroe, Noxubee, Oktibbeha, Webster and Winston
- E. District Five: Claiborne, Copiah, Hinds, Issaquena, Madison, Rankin, Sharkey, Simpson, Warren, and Yazoo
- F. District Six: Clarke, Jasper, Kemper, Lauderdale, Leake, Neshoba, Newton, Scott, Smith and MBCI
- G. District Seven: Adams, Amite, Franklin, Jefferson, Lawrence, Lincoln, Pike, Walthall, and Wilkinson
- H. District Eight: Covington, Forrest, Greene, Jefferson-Davis, Jones, Wayne, Perry, Marion, and Lamar
- I. District Nine: George, Hancock, Harrison, Jackson, Pearl River, and Stone

(Appendix A indicates Districts on State Of Mississippi map)

Each District shall be served by one (1) Representative on the Board of Directors, if the District maintains twenty-five percent (25%) of the county 9-1-1 agencies or offices within the District as Members of the Association. All members (25%) of the District must be in good standing with the Association.

The Board of Directors reserve the rights to change, modify, or discontinue the District System at any time without prior notice to the Voting Members, if it is deemed in the best interest of the Association.

### 3. MEETINGS

#### 3.1. Fiscal Year and Time of Annual Meeting

The fiscal year of the Association shall end on the last day of December in each year. The Annual Meeting of the voting members shall be held in within the two (2) months following in such place and at such date and time designated by the Board of Directors. The Voting Members may resolve that a particular meeting of members be held outside State of Mississippi.

#### 3.2. Annual Meeting

At each Annual Meeting the Voting Members shall:

- a) be deemed to have elected a Board of Directors as hereinafter set out; and
- b) shall receive reports of the officers of the Association ("Officers") and Directors.

#### 3.3. Auditors' Report

At each Annual Meeting the Voting Members shall receive the financial statements of the Association and the report of the auditors and appoint an accounting and audit firm to audit the accounts of the Association to hold office until the next Annual Meeting.

#### 3.4. General and Special General Meetings

The Board of Directors shall have the power to call, at any time, a general meeting of the Voting Members of the Association. The Board of Directors shall call a special general meeting at the written request of [75%] percent of the Voting Members in good standing. Members other than Voting Members shall normally be permitted to receive notice of, and attend general and special general meetings but in the interests of the Association the Board of Directors may at its discretion, or at the request of [75%] percent of the Voting Members, whichever applies, restrict any general or special general meeting to Voting Members only.

#### 3.5. District or Regional Meetings

District or Regional meetings may be called by the President of the Board (the "Chairman") at his or her discretion or at the written request of [75%] percent of the Voting Members from a District. Such meetings may be restricted to Voting Members only.

#### 3.6. Vote Allocation to Each Voting Member

Each Voting Member, in good standing, shall have the right to exercise one (1) vote at the Annual Meeting or any general or special meeting of the member. Such Voting Member may vote in person or through a virtual or electronic platform and there shall be not vote by proxy and, if a Voting Member is not an individual, such Voting Member shall vote by proxy.

No Voting Member which owes any assessment or dues for any month shall be entitled to vote.

### 3.7. Majority of Votes to Determine Question

At all meetings of members of the Association every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-Laws.

### 3.8. Notice of Meeting Quorum

Fourteen (14) days' prior written notice shall be given to each member of any Annual Meeting, any general or special general meeting. Fifty percent (50%) of Voting Members present in person or through a virtual platform shall constitute a quorum, provided that at least fifty percent (50%) of the Board Members shall be present for a valid quorum. Notice of any meeting where special business will be transacted should contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. Notice of such meeting shall remind all Voting Members that they do not have the right to vote by proxy.

The President of the Board may call a special meeting of the Board of Directors via conference to complete necessary legal documents and other contracts as maybe deemed necessary to carry out the business of the Association in a timely manner.

### 3.9. Error or Omission

No error or omission in giving notice of any members' meeting or any adjourned meeting thereof shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat For the purpose of sending notice to any member. Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be Ns, her or its last address recorded on the books of the Association.

### 3.10. Rules

The conduct of meetings shall be in accordance with Robert's Rules of Order.

## 4. BOARD OF DIRECTORS

### 4.1. Range

Determination of Number of Directors' Quorum. Notwithstanding any other provision of these By-Laws, the property and business of the Association shall be managed by a Board consisting of not less than Three (3) and not more than Fifteen (15) Directors comprising those Directors and Ex-Officio Directors (Past-President). Notwithstanding any other provision of these By-Laws, provided that the minimum number of such Directors exists following an Annual Meeting, a Board shall be deemed to have been constituted pursuant hereto. The number of Directors representing fifty percent (50%) of the total number of Directors determined from time to time as aforesaid shall constitute a quorum. Each Director shall have one vote on any matter property brought before the Board, and any matter shall be decided by a majority of votes cast in respect of that matter.

#### 4.1.1. Directors- Officers

President, Vice-President, Secretary and Treasurer shall appointed/elected by the Voting Members of the entire Association that are in good standing with the Association.

President of the Association shall serve as Chairman of the Board of Directors.

Each Voting Member may nominate one Voting Member for President, Vice-President, Secretary and Treasurer, as the case may be, pursuant hereto shall provide written notice of the name of its nominee or nominees, as the case may be, to the Nominations Committee Chairperson at least thirty (30) days in advance of each Annual Meeting.

#### 4.1.2 Directors - District Representatives

Each District of the Voting Members shall be entitled under Section 2.9 of the By-Laws to elect one (1) Director by and from the Voting Members in the district if the District has twenty percent (25%) of the county agencies or offices in the district as members in good standing with the Association.

The Voting Members in the district shall provide written notice of the names of such Director to the Nominations Committee Chairperson at least thirty (30) days in advance of each Annual Meeting.

#### 4.1.3. Director - Corporate Member

The Corporate Members shall be entitled to elect one (1) Director by and from the Corporate Members. The Corporate Members shall provide written notice of the name of such Director to the Nominations Committee Chairperson at least thirty (30) days in advance of each Annual Meeting.

The Corporate Member Director shall be entitled to receive notice of, to attend and to participate at all meetings of the Board of Directors but the Corporate Member Director shall not be able to vote thereat.

#### 4.1.4. Certain Ex-officio Directors

The President of the Association (the "Chairman") and the immediate Past-President of the Association (the "Immediate Past Chairman") shall be members of the Board, ex-officio ("Ex-officio Directors"). The Ex-officio Directors shall be entitled to receive notice of, to attend and to participate at all meetings of the Board of Directors but shall not be entitled to vote there at. The Ex-officio Directors shall be counted for the purpose of fixing the actual number of Directors within the range provided for in By-Laws and for the purpose of establishing a quorum at Directors' meetings.

#### 4.2. Directors - Qualification

Eligibility for appointment or election to the office of President, Vice-President, Secretary or Treasurer, and District Representatives shall be confined to representatives of Voting Members of the Association in good standing or, in the case of the Director representing the Corporate Members, in good standing.

#### 4.3. Directors - Re-election

- a) President, Vice-President, Secretary and Treasurer are eligible for re-election to the Board of Directors for a maximum of ten consecutive terms. After the tenth consecutive term, the Voting Members must by Resolution amend the By-Laws if any of the above mentioned officers has served ten (10) consecutive terms from the date the By-Laws were duly approved by the Voting Members (February 25, 2010).
- b) Directors who also serve as District Representative may serve for a maximum of five consecutive terms for the combined period as an Officer and/or Director.
- c) Following one year's retirement, a Director, ineligible by virtue of this Article 4.2, shall again be eligible for re-election.
- d) Notwithstanding the provisions of Article 4.2, Director elected pursuant to Article 4.2 may serve for additional consecutive years on the Board of Directors provided the election of such Director is sanctioned.
- i) In the case of a District Director elected by the District, by the affirmative vote of at least fifty percent (50%) of the District Members representing less than twenty-five (25%) of the county agencies or office.

#### 4.4. Chairman Ex-Officio Director

Notwithstanding anything in above Article, the President/Chairman upon completion of his or her elected term of office, shall become immediate Past President/Chairman and Ex-officio Director for a term of one year, provided that if a President/Chairman is re-elected for a further term, the incumbent Immediate Past President/Chairman shall remain in such office and shall remain an Ex-officio Director for such further term.

#### 4.5. Vacation of Office

The office of President, Vice-President, Secretary, Treasurer, and District Director shall be automatically vacated:

- a) upon written resignation delivered to the Secretary,
- b) in the case of a President, Vice-President, Secretary, Treasurer, or District Director appointed by Voting Members, if such Director ceases to represent such Voting Member, or if such Voting Member is not in good standing;

- c) in the case of a President Vice-President, Secretary, Treasurer, or District Director elected by Voting Members is resigns, terminated by employer, or retires from service;
- d) in the case of a Director representing a Corporate Member, if such Director ceases to represent a Corporate Member, as the case may be, in good standing;
- e) if he or she is found to be a lunatic or becomes of unsound mind;
- f) if at a general meeting of Voting Members a resolution is passed by a seventy-five (75%) vote that he or she be removed from office; or
- g) on death;

provided that if any vacancy shall occur for any reason in this Article the Directors may by resolution fill the vacancy. The Directors shall fill such vacancy with a representative

- i) appointed by the relevant Voting Member, in the case of vacation of office by an appointed representative of a Voting Member;
- ii) of a Voting Member serving the District in which the vacancy occurs;
- iii) of a Corporate Member in the case of vacation of office by a representative of a Corporate Member; and

#### 4.6. Directors' Meetings

Meetings of the Board of Directors may be held at any time and place to be determined by the President and/or the Executive Committee provided that fourteen (14) days' notice of such meeting shall be sent in writing to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing. Provided that all Directors have consented, a meeting of the Board of Directors or of a committee or sub-committee may be held by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, provided that each participant acknowledges being able to hear each of the other participants, and every person participating in such a meeting by such means is deemed for the purposes of these By-Laws to be present at that meeting. If a majority of persons participating in a meeting held under the circumstances described in the foregoing sentence are then in the State of Mississippi, the meeting shall be deemed to have been held in the State of Mississippi.

#### 4.7. Remuneration

Directors, as such, shall not receive any stated remuneration for their services, but by resolution of the Board, expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Such fixed sum may be paid to the Directors as the Board of Directors may by resolution determine, provided that nothing herein contained shall be construed to preclude any Director from serving the Association as an Officer or in any other capacity and receiving compensation therefore.

#### 4.8. Resignation

A Director shall remain in office until either he or she resigns, is deemed to have vacated office or until the dissolution or adjournment of the meeting at which his or her successor is elected or becomes qualified. A Director shall hold office until the next Annual Meeting following his or her election or qualification.

#### 4.9. Powers - General

The Board of Directors may exercise all such powers of the Association as are not by statute or by these By-Laws required to be exercised by the members at a general meeting.

#### 4.10. Agents, Employees

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board.

#### 4.11. Remuneration - Agents, Employees

The remuneration of all agents and employees shall be fixed by the Board of Directors by resolution.

#### 4.12. Delegation

The Board of Directors may from time to time, by resolution, delegate to the Chairman, the President, the secretary (the "Secretary") or the treasurer (the "Treasurer"), all or any of the powers conferred on the Directors by Articles of these By-Laws, to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

#### 4.13. Borrowing

With a resolution passed by a seventy-five (75%) vote at a general meeting of Voting Members, the Board of Directors may from time to time:

- a) borrow money upon the credit of the Association;
- b) limit or increase the amount to be borrowed;
- c) issue debentures or other securities of the Association;



#### 4.14. Delegation - Borrowing

The Board of Directors may from time to time by resolution delegate to the Chairman, the President, the Secretary or the Treasurer all or any of the powers conferred on the Directors by Articles above to the full extent thereof or such lesser extent as the Directors may in any such resolution provide.

#### 4.15. No Restriction - Borrowing

The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Association possessed by its Directors or Officers independently of a borrowing By-Law.

#### 4.16. Committees

- a) The Board of Directors may from time to time appoint committees, or subcommittees, in addition to those required by these By-Laws, as it deems necessary. The Board of Directors may dissolve any committee or subcommittee as it deems necessary.
- b) The Board of Directors shall establish the terms of reference, authorities and budget of a committee so appointed, including the payment, if any, of remuneration and/or expenses of the members of such committee.
- c) Any member of a committee may be removed upon a majority vote of the Directors present and voting at a duly constituted meeting of the Board of Directors.
- d) A committee so appointed shall report to the Board.
- e) The Board of Directors may, from time to time, by resolution, delegate to the Executive Committee or the President some or all of the powers conferred on the Directors by Articles.
- f) The Board of Directors shall, from time to time, and at least once a year, review the performance and operation of each committee so appointed and revise the membership and terms of reference of the committee as it deems appropriate.

### 5. EXECUTIVE COMMITTEE

#### 5.1. Executive Committee

The Executive Committee shall be composed of at least three (3) of the Directors appointed by each Voting Member,

The President/Chairman shall be the chairman of the Executive Committee.

All members of the Executive Committee except the President and the Immediate Past Chairman shall be entitled to one vote on all matters which may properly come before the Executive Committee. The President and the Immediate Past Chairman shall be entitled to receive notice of, to attend and to participate in all meetings of the Executive Committee but shall not be entitled to vote thereat. The President and the Immediate Past Chairman shall be counted for purposes of establishing a quorum at meetings of the Executive Committee. A vacancy occurring from time to time in respect to the Executive Committee may be filled through an appointment or election, as the case may be, by the Members or Directors who appointed or elected the person who has vacated office provided that vacancies shall be filled by persons who qualify for membership on the Executive Committee pursuant hereto.

## 5.2. Powers

Subject to the Act and to other applicable laws of State of Mississippi, the Executive Committee shall exercise such powers and be responsible for such matters as may be delegated to it from time to time by the Board of Directors including, without limiting the generality of the foregoing:

- a) reviewing and ensuring the adequacy of preparations for meetings of the Board;
- b) reviewing from time to time the budgets, plans and priorities of the Association;
- c) ensuring that the engagement and remuneration of all agents and employees is in accordance with the policy and direction of the Board; and
- d) reviewing the activities of agents, employees and committees established by the Board, in accordance with the policy and direction of the Board.

## 5.3. Meetings

Where the President/Chairman deems it to be in the interests of the Association that the concurrence of the Executive Committee be attained expeditiously to a proposal in the intervening period between regular meetings of the Executive Committee, the President/Chairman may, in lieu of converting a special meeting of the Executive Committee, obtain the concurrence of a majority of the voting members of the Executive Committee to such a proposal by telephone, letter or otherwise, and such concurrence shall be deemed to be the decision of the Executive Committee as at the date on which it was obtained. Proposals reviewed in this manner are to be formally submitted to the next regular meeting of the Executive Committee, and the decision previously made entered in the minutes of that meeting.

## 5.4. Quorum

A majority of the members of the Executive Committee, one of whom shall be the President/Chairman, and with the President's/Chairman's consent, or in his or her absence or incapacity, the Secretary, shall constitute a quorum of the Executive Committee.

## OFFICERS

### 6.1. Officers

The Officers of the Association, the President, the Vice-President, & the Secretary and the Treasurer.

### 6.2. President

The President shall preside at all meetings of the Association and of the Board of Directors. He or she shall see that all orders and resolutions of the Board are carried into effect. He or she or the Vice-President with the Secretary shall sign all By-Laws and other documents requiring the signature of the Officers of the Association.

### 6.3 Vice-President

The Vice-President shall be appointed by the Voting Members, shall be an elected officer of the Association retained pursuant to a By-Laws, shall be the one of the chief executive officers of the Association. He or she shall perform his or her duties in accordance with the policies and directives of the Board of Directors with direct responsibility to the President.

### 6.4 Secretary

The Secretary shall keep or cause to be kept an accurate record of proceedings of all meetings of the members of the Association and of the Board of Directors, in books belonging to the Association, which books shall be kept at the head office of the Association and shall be open at all reasonable times to the inspection of any member of the Association. He or she shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board or President under whose supervision he or she shall be. He or she shall be the custodian of the seal of the Association which he or she shall deliver only when authorized by a resolution from the Board (to so and to such person or persons as may be named in the resolution).

The Secretary shall be appointed or elected by the Voting Members of the Association.

A vacancy occurring from time to time in such office may be filled by the Board from among the Directors of the Association appointed or elected to the President pursuant to Articles of the By-Laws.

### 6.5 Treasurer

The Treasurer shall be responsible for the custody of the corporate funds and securities and shall keep or cause to be kept full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit or cause to be deposited all monies and other valuable effects in the name of and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Association as may be ordered by the President or Board

taking or causing to be token proper vouchers for such disbursements and shall render or cause to be rendered to the President and Directors at their regular meetings of the Board or whenever they may require it an account of all his or her transactions as Treasurer and of the financial position of the Association. He or she shall also perform or cause to be performed such other duties as may from time to time be determined by the Board.

#### 6.6. Immediate Past Chairman

The Immediate Past Chairman shall become qualified for such position upon completion of a term of office as President/Chairman. The Immediate Past President/Chairman shall be an Ex-officio Director, shall be a non-voting member of the executive committee (the "Executive Committee"), shall provide the Board and the Officers with the benefit of his or her advice when requested and shall perform such other duties as the Board may from time to time require. The Immediate Past President/Chairman shall hold such office and be an Ex-officio Director for a term of one year, provided that if an incumbent President/Chairman is re-elected, the incumbent Immediate Past President/Chairman shall hold such office and remain an Ex-officio Director for a further term of one year, and this process shall be repeated, if necessary.

#### 6.7. Absence of President/Chairman

During the absence or disability of the President/Chairman or upon his or her written direction, the Vice-President, Secretary or Treasurer shall assume ail the powers and perform all the duties of that office, and he or she shall perform all other acts authorized by the Board of Directors.

#### 6.8. Directors to Occupy Offices

The offices of President, Vice-President, Secretary or Treasurer shall only be occupied by Coordinators/Directors representing Voting Members of the Association. Only Secretary and Treasurer Offices may be held by the same person.

#### 6.9. Removal

Any Officer of the Association may be removed from office upon a majority vote of Directors present arte voting at a duly constituted meeting of the Board of Directors.

#### 6.10. Remuneration

The Officers of the Association shall receive such reasonable remuneration and/or reasonable expenses as the Board of Directors may by resolution from time to time determine.

### 7. INDEMNITIES TO DIRECTORS, OFFICERS AND OTHERS

#### 7.1. Indemnity

Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Association, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against

a) all costs, charges, and expenses which such Director, Officer or other person sustains or incurs as a result of any action, suit or proceeding which is brought, commenced or prosecuted against him or her in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the good faith execution of the duties of his or her office or in respect of any such liability except such costs, charges or expenses as are occasioned by his or her own willful neglect or default and

b) all other costs, charges, and expenses which he or she sustains or incurs in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

## 8. NOMINATING COMMITTEE

### 8.1. Nominating Committee

The President shall appoint, at least one (1) month before the Annual Meeting, a nominating committee (the "Nominating Committee") of no more than three (3) in number and a Chair, who shall coordinate the nomination, appointment and election of Directors as provided for herein.

### 8.2. Duties

The Nominating Committee shall ensure that all Officers and Directors have been elected or appointed in conformity with the provisions of these By-Laws and shall report to the relevant Annual Meeting.

## 9. EXECUTION AND CERTIFICATION OF DOCUMENTS

### 9.1. Execution

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by the Secretary and/or the President together with the Treasurer, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The President, Vice-President, Secretary and Treasurer shall have power from time to time to appoint, an agent or agents on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instalments in writing signed as aforesaid or by an Officer or Officers, agent or agents appointed by resolution of the Board of Directors.

## 10. RULES AND REGULATIONS

### 10.1. Rules

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-Laws relating to the management and operation of the Association as it deems expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the members of the Association when they shall be confirmed, and in default of confirmation at each Annual Meeting of members, shall at and from that time cease to have force and effect.

### 10.2. Construction

In these By-Laws the singular shall include the plural and the plural the singular, the masculine shall include the feminine.

## 11. AMENDMENT OF BY-LAWS

### 11.1. Amendment

The By-Laws of the Association may only be repealed or amended by a By-Law enacted by a majority of the Voting Members at a meeting of the Board of Directors and sanctioned by an affirmative vote of not less than fifty percent (50%) of the members present of the votes cast by not less than fifty percent of the Voting Members present, in person at a meeting duly called for the purpose of considering the said By-Law, provided that the enactment, repeal or amendment of such By-Law shall not be enforced or acted upon until the approval of the appropriate laws of State of Mississippi has been obtained.

### 11.2. Previous By-Laws

These By-Laws replaces all prior By-Laws and amendments adopted as of the date herein below noted and at the time of its adoption constitutes the only By-Law of the Association.

## 12. NOMINATING COMMITTEE

### 12.1. Nominating Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the nominating committee. This Nominating Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the nomination, appointment and election of Directors as provided for herein.

### 12.2. Duties

The Nominating Committee shall ensure that all Officers and Directors have been elected or appointed in conformity with the provisions of these By-Laws and shall report to the relevant Annual Meeting

### 13. BY-LAWS COMMITTEE

#### 13.1. By-Laws Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the by-laws committee. This By-Laws Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the By-Laws Committee.

#### 13.2. Duties

The By-Laws Committee shall ensure the by-laws are kept up to date and record any changes or revisions that are approved during regular meetings. These by-laws shall be provided to all members. This By-Laws Committee shall provide a report to members during any Association meetings as needed.

### 14. MEMBERSHIP COMMITTEE

#### 14.1. Membership Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the membership committee. This Membership Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the Membership Committee.

#### 14.2. Duties

The Membership Committee shall recruit new members and serve as a liaison between members and officers. This Membership Committee shall maintain an up to date roster of all members and provide a report to members during any Association meetings as needed.

### 15. COMMUNICATIONS COMMITTEE

#### 15.1. Communications Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the communications committee. This Communications Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the Communications Committee.

#### 15.2. Duties

The Communications Committee shall keep the Association's domain, emails and social media sites up to date. This Communications Committee shall provide a report to members during any Association meetings as needed.

### 16. LEGISLATIVE COMMITTEE

### 16.1. Legislative Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the legislative committee. This Legislative Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the Legislative Committee.

### 16.2. Duties

The Legislative Committee shall ensure that all members are kept up to date with any 9-1-1 legislative issues at a local, state and federal level. This Legislative Committee shall also attend any meetings on behalf of the Association as needed. The Legislative Committee shall provide a report to members during Association meetings as needed.

## 17. CMRS COMMITTEE

### 17.1. CMRS Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the cmrs committee. This CMRS Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the CMRS Committee.

### 17.2. Duties

The CMRS Committee shall ensure all members are kept up to date with any issues concerning the Commercial Mobile Radio Service Board. One member of this cmrs committee will represent the Association as the Northern Public Service Commission District Representative on Mississippi's Commercial Mobile Radio Service Board. This CMRS Committee shall attend any meetings on behalf of the Association as needed. The CMRS Committee shall provide a report to members during Association meetings as needed.

## 18. CONFERENCE COMMITTEE

### 18.1. Conference Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the conference committee. This Conference Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the Conference Committee.

### 18.2. Duties

The Conference Committee shall coordinate any trainings or conferences sponsored by the Association. The Conference Committee shall provide a report to members during Association meetings as needed.



18.3 Subcommittee

The Chairperson of the Conference Committee shall appoint the members of the Association to the positions of Chairpersons for Subcommittees to include: Vendors, Entertainment, Registration, Door Prizes, Speakers and the 911 Store.

19 COMMENDATIONS COMMITTEE

19.1 Commendations Committee

The President shall appoint, at least one (1) member of the Association in good standing for the position of Chairperson for the commendations committee. This Commendations Committee should consist of no more than three (3) members in number and a Chair, who shall coordinate the responsibilities of the Commendations Committee.

19.2 Duties

The Commendations Committee shall accept commendations and review to ensure the member that made the nomination met the criteria for the award. The Commendations Committee Chairperson will report the Committee's findings and make recommendations to the Executive Committee for approval. This Commendations Committee will fully participate in any presentation activities. The Commendations Committee shall provide a report to members during Association meetings as needed.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement on \_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

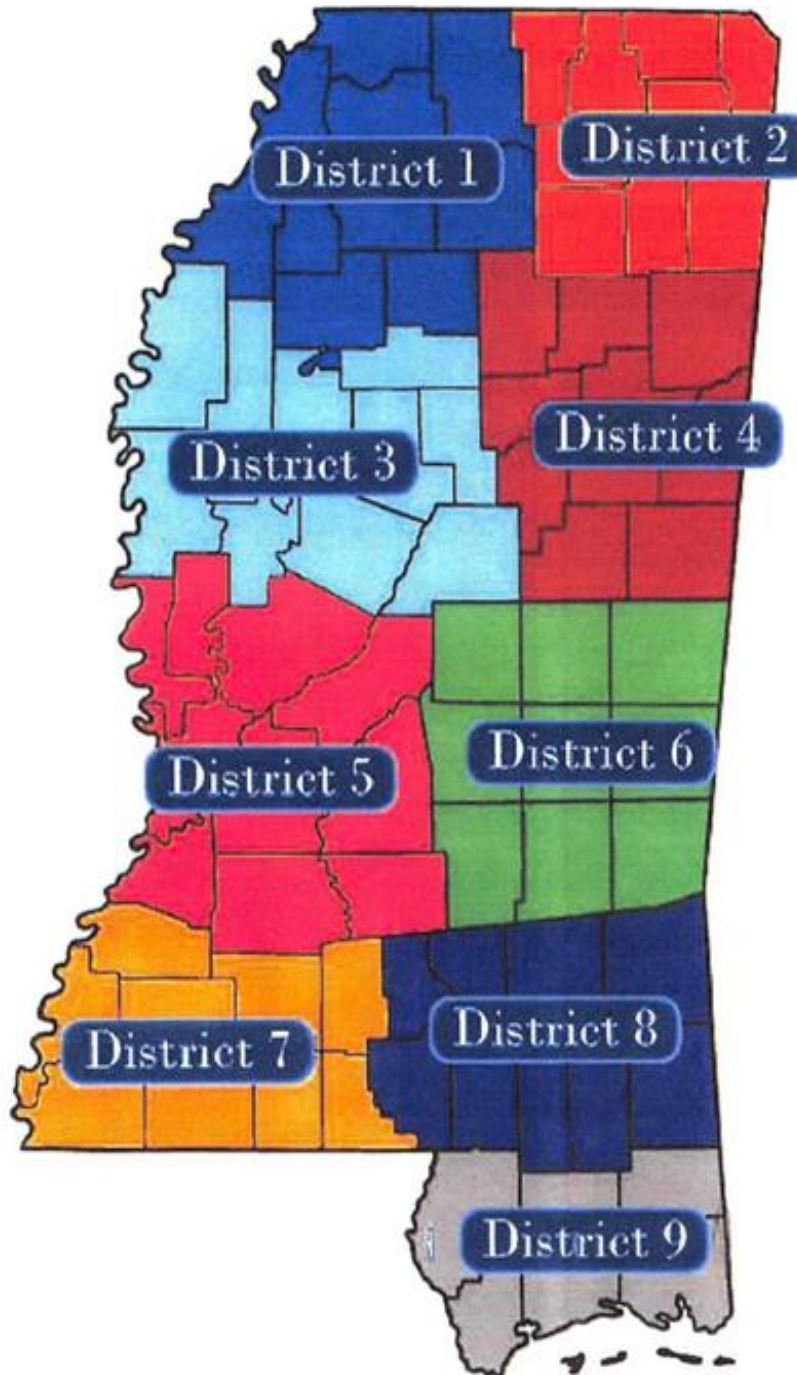
\_\_\_\_\_  
Kristen Campanella, President

\_\_\_\_\_  
Stacey Norman Reed, Vice-President

\_\_\_\_\_  
Victoria Harris, Secretary

\_\_\_\_\_  
Tanya Felder, Treasurer

MISSISSIPPI 9-1-1 COORDINATORS DISTRICT MAP



2021 Mississippi 9-1-1 Coordinators Board of Directors

Officers and District Representatives

President	Kristen Campanella, Oktibbeha County	<a href="mailto:kristen@ms911coordinators.org">kristen@ms911coordinators.org</a>
Vice-President	Stacey Reed, Marshall County	<a href="mailto:stacey@ms911coordinators.org">stacey@ms911coordinators.org</a>
Secretary	Victoria Harris, Tate County	<a href="mailto:victoria@ms911coordinators.org">victoria@ms911coordinators.org</a>
Treasurer	Tanya Felder, Tate County	<a href="mailto:tanya@ms911coordinators.org">tanya@ms911coordinators.org</a>
Past President	Paul Harkins, Lee County	<a href="mailto:paul@ms911coordinators.org">paul@ms911coordinators.org</a>
District 1	Stacey Reed, Marshall County	<a href="mailto:stacey@ms911coordinators.org">stacey@ms911coordinators.org</a>
District 2	Kim McCreless, , Alcorn County	<a href="mailto:kim@ms911coordinators.org">kim@ms911coordinators.org</a>
District 3	Trebia Rodgers, Grenada County	<a href="mailto:trebia@ms911coordinators.org">trebia@ms911coordinators.org</a>
District 4	Jarvis Boyd, Oktibbeha County	<a href="mailto:jarvis@ms911coordinators.org">jarvis@ms911coordinators.org</a>
District 5	Shane Garrard, Warren County	<a href="mailto:shane@ms911coordinators.org">shane@ms911coordinators.org</a>
District 6	Rhonda Blanton, Leake County	<a href="mailto:rhonda@ms911coordinators.org">rhonda@ms911coordinators.org</a>
District 7	Robert Bradford, Adams County	<a href="mailto:brad@ms911coordinators.org">brad@ms911coordinators.org</a>
District 8	Debbie Windham, Forrest County	<a href="mailto:debbie@ms911coordinators.org">debbie@ms911coordinators.org</a>
District 9	Carolyn Nelson, Pearl River County	<a href="mailto:carolyn@ms911coordinators.org">carolyn@ms911coordinators.org</a>

2021 Mississippi 9-1-1 Coordinators

Association Committees

Executive Committee, Chairperson – Kristen Campanella, Oktibbeha County

Members: Tanya Felder, Stacey Reed, Victoria Small, Paul Harkins

Nominations Committee, Chairperson – Jarvis Boyd

Members: Torrey Williams, Michelle Ceuvas

By-Laws Committee, Chairperson – Annette Fells

Members: Brad Bradford, Lisa Roark

Membership Committee, Chairperson – Tara Coggins

Members: Jennifer Fields, Dorothy Daniels

Communications Committee, Chairperson – Kristen Campanella

Members: Robert Bailey, George Gillespie

Legislative Committee, Chairperson – Brad Bradford

Members: Paul Harkins, Jimmy Gresham

CMRS Committee, Chairperson – Trebia Rodgers

Members: Tanya Felder, Stacey Reed, Paul Harkins

Conference Committee, Chairperson – Tanya Felder

Subcommittees: Vendors – Stacey Reed

Entertainment – Kim McCreless

Registration – Victoria Harris

Door Prizes – Victoria Harris

Speakers – Kristen Campanella

911 Store – Kristen Campanella

Commendations Committee, Chairperson – Stacey Reed

Members: Heidi Spear, Rebecca Poe