

	<p style="text-align: center;">Massachusetts Communications Supervisors Association (MCSA)</p> <p style="text-align: center;">Bylaws and Constitution</p>
<p>Publish/Revision Date: 06/17/2021</p>	<p>Pages: 7</p>

ARTICLE I: THE ORGANIZATION

SECTION I: NAME

The name of this association shall be: Massachusetts Communications Supervisors Association, referred to in these Bylaws as ‘this Organization’.

SECTION II: PURPOSE

A. MISSION

This Organization’s mission is to facilitate the professional resources needed by Public Safety Communications Centers to deliver quality communications services to the public. These professional resources will include but are not limited to training and support.

B. VISION

To see effective, high quality, public safety communications services provided to all residents of and visitors to Massachusetts; to assist public safety communications centers facilitate an accurate response within a reasonable time after a call for help; and further to provide all public safety professionals with the support they need in their protection of life and property, to the extent of their training and ability.

C. STRATEGY

This Organization will work to achieve this vision by:

1. Working with public safety call taking/dispatch centers, ambulance, fire, rescue, law enforcement, hospital, emergency management and other agencies to promote mutual cooperation and understanding.
2. Joining with federal, state, county, and other local officials for the purpose of promoting public safety communications, disseminating information, and funding public safety communications programs and training.

3. Initiating and/or assisting in community awareness activities, news releases and education to keep the general public aware of important issues affecting public safety communications.
4. Undertaking action with area public safety communications services and organizations in the pursuance of training, certification, upgrading of services and equipment, quality management programs and continuing education.
5. Sending representation to regional councils or boards, and other similar organizations requesting our involvement.

ARTICLE II: MEMBERSHIP

SECTION I: GENERAL MEMBERSHIP

- A. This Organization is open to representatives from agencies and organizations that are actively involved in public safety communications. The membership will include, but not limited to:
 - I. Municipal and statewide public and private safety agencies (Voting).
 - II. Associate Memberships to include the following (Non-voting):
 - i. Individual Membership;
 - ii. Retired statewide public and private safety agency employees;
 - iii. Other organizations deemed appropriate by the Membership.
 - iv. Lifetime membership awarded by the Executive Board.
- B. Membership shall not be withheld from any person or organization by reason of race, creed, color, gender, physical disability, sexual orientation, or national origin.
- C. Membership of each organization or agency shall be granted upon payment of the annual dues.

SECTION II: VOTING MEMBERSHIP AND EXECUTIVE BOARD

- A. The Membership represents the principle voting body of this Organization, and consists of one representative of each member agency in good standing.
- B. The Executive Board shall represent the voting and management body of this organization when the Membership is not in session at the annual meeting or at a special meeting of the Membership.
- C. The Executive Board shall manage the affairs of this Organization; set all policies; receive, manage, and disperse any and all monies and property overseen by this Organization; and shall do all other things needed to carrying out the mission of the Organization.
- D. A Member of the Executive Board may be suspended or removed by vote of a two-thirds (2/3) majority of the Membership or by vote of a two-thirds (2/3) majority of the Executive Board, only after reasonable written notice and opportunity to be heard.

SECTION III: MEMBERSHIP DUES

- A. Annual membership dues are payable to the Treasurer and must be paid within 60 days of invoicing to retain membership status and voting privileges.
- B. Dues are determined by the membership at the annual meeting for the next fiscal year.

ARTICLE III: OFFICERS

SECTION I: ELECTED OFFICERS

- A. The officers of this Organization shall be chosen from the Membership at the Annual Meeting for one year terms, and consist of:
 - I. President
 - II. Vice-President at Large
 - III. Secretary
 - IV. Treasurer
 - V. Up to 2 Regional Vice Presidents from each designated region to include:
 - i. Essex County
 - ii. Southeast Regional [Norfolk, Plymouth, Bristol, Barnstable, and Dukes Counties]
 - iii. Middlesex & Suffolk Counties
 - iv. Worcester County
 - v. Hampden & Berkshire Counties
 - vi. Franklin & Hampshire Counties
 - VI. The Immediate Past President shall serve on the Executive Board as a voting member to advise, provide guidance, and leadership regarding past practices and other matters to assist the Board in governing the association.
- B. No person should hold more than one of these offices at one time.
- C. The Executive Board shall consist of the President, Vice-President at Large, Immediate Past President, Secretary, Treasurer, all Regional Vice-Presidents, and the State 911 Commission Representative; all executive board members shall hold equal voting rights.
- D. Any elected officer of the association who wishes to resign their position shall do so in writing to the President. Such resignation will be effective immediately and shall be accepted at the next regularly scheduled monthly meeting.
- E. In the event that any elected officer of the association resigns or is removed for cause during their term but prior to the annual meeting the membership shall hold a special election at the next regularly scheduled monthly meeting following the resignation. This election shall be for the sole purpose of filling only the open position(s).
- F. This Organization's representatives to regional councils and boards shall be chosen, at the Annual Meeting or between Annual Meetings, by the Executive Board.
- G. Terms of the elected officers shall be from July 1st through June 30th following the Annual Meeting.
- H. There is no limit on the number of times an officer or representative may be re-elected.

SECTION II: ELECTION ELIGIBILITY

- A. Any individual of a member agency that is current and in good standing with the Organization is eligible to hold an elected position.
- B. Individuals desiring to run for an elected position within the Organization must declare their intentions no later than the last regularly scheduled monthly meeting occurring prior to the Annual Meeting. Individuals shall declare the position they are seeking and shall indicate the agency they represent. Individuals may, if they so choose, provide a brief background about themselves and their candidacy.
- C. An individual need not be nominated for a position; they simply shall declare their candidacy.

- D. The Executive Board shall generate a voting ballot containing the names of all candidates for each position that will be used exclusively for voting during the Annual Meeting. This ballot shall be available and distributed in “specimen” format to all member agencies in current and good standing at least 3 weeks prior to the annual meeting to ensure member agencies are informed of the future election.
- E. Each member agency in current and good standing is entitled to complete one ballot at the annual meeting, regardless of the number of individuals present from said agency. A member agency in current and good standing who is unable to attend the Annual Election may request an absentee ballot from the Organization. This request shall be submitted to the President in writing no less than two weeks before the annual meeting. The completed absentee ballot must be received by the Organization prior to the annual meeting in order to be counted in the results of the election.

SECTION III: DUTIES

- A. The President presides over meetings and acts as a representative of the Organization; schedules and reserves locations for regular, special and annual meetings; prepares an agenda for each meeting; and manages the Executive Board including the assignment of any special tasks or duties to other members of the Executive Board. The President shall be responsible for submitting an Annual Report for corporate compliance.
- B. The Vice-President at Large acts on behalf of the President should he/she be unavailable and also assists the President in such duties as may be assigned.
- C. The Secretary is responsible for the keeping of minutes of the meetings; for sending copies of the minutes to all member organizations; for keeping a record of attendance and for maintaining a list of all members including their names, addresses, phone numbers, and email addresses.
- D. The Treasurer shall maintain a record of any and all financial transactions of this Organization; and provides a monthly and written annual financial report. The Treasurer shall not move, transfer, or expend funds without permission from the Executive Board.
- E. Up to two Regional Vice Presidents from each regional shall represent the interests of the Organization on the Executive Board. The designated regions are:
 - I. Essex County
 - II. Southeast Regional
 - III. Middlesex & Suffolk Counties
 - IV. Worcester County
 - V. Hampden & Berkshire Counties
 - VI. Franklin & Hampshire Counties
- F. The President will assign specific duties to each Regional Vice-President such as membership drive, committee chair, etc.

SECTION IV: STATE & REGIONAL COUNCIL & BOARD REPRESENTATIVES

- A. The representatives to regional councils and boards attend regional meetings; participate on regional committees; report back to the membership on state and regional issues; and represent the best interests and votes of this Organization at meetings.
- B. Representatives will be elected by a majority vote of the members from that region or by the membership as a whole, at the annual meeting to serve on state and regional councils and boards. The Executive Board can nominate any new person to fill a vacancy in the interim.

SECTION V: CONFLICT OF INTEREST

- A. For purposes of this section, the term “interest” shall include personal interest; interest as director, officer, member, stockholder, shareholder, partner, manager, trustee, or beneficiary of any concern; and having an immediate family member who holds such an interest in any concern. The term “concern” shall mean any corporation, association, trust, partnership, limited liability entity, firm, person, or other entity other than the organization.
- B. No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as a vendor, purchaser, or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:
 - I. The interest of such officer or director is fully disclosed to the board of directors and membership.
 - II. The interested officer or director may not promote personal interests via meeting announcements, advertisements, email distribution, website promotion, et cetera.
 - III. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interest of the organization.
 - IV. Payments to the interested officer or director are reasonable and do not exceed fair market value.
 - V. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.
- C. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE IV: COMMITTEES

SECTION I: APPOINTMENTS

- A. The President will be responsible for appointing any committees deemed necessary by this Organization.
- B. Each committee shall consist of a chairperson and at least two other members from the general membership.
- C. The President is responsible for determining the length of term of each committee and has the power to disband any committee when deemed necessary by the Organization.
- D. All appointed committees shall be posted on the website identifying: the committee, the chairperson, and the members appointed to the committee, as well as the length of the term of each committee.

ARTICLE V: MEETINGS

SECTION 1: ANNUAL MEETING

- A. The Annual Meeting of this Organization shall be held during the month of June at a place designated by the Organization, which would facilitate the attendance, by the public.

SECTION II: REGULAR MEETING

- A. Regular meetings shall be held on a regularly scheduled basis, generally monthly (excluding July & August), with the time, day of the week, and location to be determined by the Executive Board.

SECTION III: EXECUTIVE BOARD MEETINGS

- A. The Executive Board will meet concurrently with all meetings of this Organization.
- B. In addition to the Annual Meeting, the Executive Board will meet in person, conference call, or electronically as needed to handle the business of the Organization.

SECTION IV: SPECIAL MEETING

- A. Special meetings of this Organization's membership or the Executive Board may be scheduled by the President, who will provide reasonable notice to all members.

SECTION V: RULES OF ORDER

- A. All meetings of this Organization will follow parliamentary procedure and be conducted following the current edition of "Robert's Rules of Order Newly Revised".

SECTION VI: QUORUMS AND VOTING

- A. There must be at least 10% of the membership present in order to conduct business at the Annual or any Special Meeting of the Membership.
- B. A simple majority shall be sufficient to carry a motion, except where otherwise stated in these Bylaws.
- C. Proxy voting is allowed. The President must be informed verbally or in writing by the regular representative that a proxy is given. Proxy voters must introduce themselves to the presiding officer of the meeting.
- D. No personal may hold more than one (1) proxy.
- E. Votes shall be cast orally, unless changed via parliamentary procedure.
- F. The Executive Board shall generate a voting ballot containing the names of all candidates for each position that will be used exclusively for voting during the Annual Meeting. This ballot shall be available and distributed in "specimen" format to all members agencies in current and good standing at least 3 weeks prior to the annual meeting to ensure member agencies are informed of the future election.
- G. Each member agency in current and good standing is entitled to complete one ballot at the annual meeting, regardless of the number of individuals present from said agency. A member agency in current and good standing who is unable to attend the Annual Election may request an absentee ballot from the Organization. This request shall be submitted to the President in writing no less than two weeks before the annual meeting. The completed absentee ballot must be received by the Organization prior to the annual meeting in order to be counted in the results of the election.

ARTICLE VII: OTHER PROVISIONS

SECTION I: FINANCIAL ORGANIZATION

- A. The fiscal year of this Organization shall be from July 1 to June 30.

- B. No member shall incur any debts in the name of this Organization without express approval of the Board of Directors.
- C. The President shall be authorized to execute contracts on behalf of the Organization in accordance with established Executive Board policy. In addition, the Executive Board may authorize other officers or agents to enter into any contract or execute and deliver any instrument in the name of and/or on behalf of the Organization, with such authority being confined to specific instances.
- D. All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness issued in the name of the Organization or to the Organization, shall be signed or endorsed by the President and/or the Treasurer of the Organization and in such a manner as shall be determined by resolution of the Executive Board.
- E. All funds of the Organization not otherwise employed shall be deposited expeditiously to the credit of the Organization in such banks, trust companies, or otherwise depositories as the Board may select.

SECTION II: CORPORATE STATUS

- A. It is the intent of this Organization to be a recognized non-profit corporation under the General Laws of the Commonwealth of Massachusetts. These Bylaws shall be binding regardless of the corporate status of this Organization.

ARTICLE VIII: BYLAWS

SECTION I: AMENDMENTS TO THESE BYLAWS

- A. Any member may propose an amendment to the Bylaws.
- B. Proposed amendments must be moved and seconded at a regularly scheduled meeting, included in the minutes of the meeting and distributed to all members, immediately prior to the meeting at which a vote is to be taken on the amendment.
- C. The President may choose to appoint a Bylaws Committee to study the amendment and report back at the following meeting.
- D. A two-thirds majority vote of the Membership at the Annual Meeting is required for any changes to the Bylaws.

SECTION II: SEPARABILITY

- A. If any article, section, paragraph, sentence, clause, provision, phrase, or word of these Bylaws shall be adjudged not valid, the adjudication shall apply only to the material so adjudged and the remainder of the bylaws shall continue to be binding.

SECTION III: NON-DISCRIMINATION

- A. This Organization recognizes the rights of all persons to equal opportunity in employment, compensation, promotion, education, positions of leadership and power, and shall not at any time discriminate against any employee, applicant for employment, director, officer, contractor or any other person with whom it deals, because of race, age, religion, color, sex, national origin or handicap, if otherwise qualified.