

# BYLAWS OF THE NATIONAL INFORMATION SHARING CONSORTIUM (NISC)

## A NON-STOCK CORPORATION

### ARTICLE I: OFFICES

*Section 1. Principal Office.* The principal office of the corporation in the State of Oregon shall be located in the City of Albany. The corporation may have such other offices, either within or without the State of Oregon, as the board of directors may designate or as the business of the corporation may require from time to time.

*Section 2. Registered Office.* The corporation shall continuously maintain in the State of Oregon a registered office that may be the same as its principal office, and a registered agent as required by Oregon Revised Statutes (ORS) 65.111. The address of the registered office may be changed from time to time by direction of the board of directors.

### ARTICLE II: MEMBERS

*Section 1. Election of Members.* The corporation may admit any individual representing state government, local government, federal government, international government, a non-governmental organization, or private industry as a member. An affirmative vote by the Chair and Vice-chair shall be required for admission, when necessary.

*Section 2. Rights and Obligations of Members.* Members will not have voting rights. Members are obligated to adhere to the corporation's Memorandum of Agreement (MOA) and any terms set forth with other members in relation to the exchange and use of technology and tools. The corporation is not liable for any conflict due to lack of adherence to agreements made between members and other members or between members and any vendors or contractors with which they have produced materials.

*Section 3. Transfer of Membership.* Members are not permitted to transfer their membership to another individual without approval of the Chair and/or Vice-chair. A request to transfer membership must be submitted in writing and will be either approved or denied in writing by the approving body.

*Section 4. Dues, Assessments, or Fees.* A member may become liable to the corporation for membership dues or registration fees should the board of directors elect so and provided that such an action does not oppose any article(s) in the corporation's charter or bylaws.

*Section 5. Resignation of a Member.* A member may resign his or her membership at any time. Membership resignations shall be submitted in written form and will be acknowledged in writing by the Chair and/or Vice-Chair.

*Section 6. Termination of a Member.* A member in violation of the corporation's terms of use may be considered for termination. Such issues will be considered by the Chair and Vice-chair. Notice of termination will be provided to the member in question in writing.

### **ARTICLE III: MEETINGS OF MEMBERS**

*Section 1. Annual Meeting.* The corporation shall hold a meeting of members annually. The location of the annual meeting can be in or out of the State of Oregon and may be conducted in person or virtually (i.e. utilizing audio and/or web conferencing). In pursuant to Oregon Revised Statutes (ORS) 65.201, the date, time, and place of annual meetings shall be provided to members no fewer than seven days, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting date.

*Section 2. Special Meetings of Members.* A special meeting of members may occur at the call of the board of directors. The location of special meetings of members can be in or out of the State of Oregon and may be conducted in person or virtually (i.e. utilizing audio and/or web conferencing). Pursuant to Oregon Revised Statutes Chapter 65, the date, time, and place of special meetings of members shall be provided to members in writing no fewer than seven days, or if notice is mailed by other than first class or registered mail, no fewer than 30 nor more than 60 days before the meeting date. The corporation is required to give notice only to members entitled to vote at the meeting.

*Section 3. Conduct of Meetings.* At each meeting of members, a chair shall preside. The chair shall be appointed as provided in the corporation's charter, bylaws, or by the board of directors.

### **ARTICLE IV: BOARD OF DIRECTORS**

*Section 1. Minimum and Maximum Number of Board Members.* The corporation's board of directors shall be comprised of six (6) Board members plus one chairperson (seven [7] members total) until the membership-at-large exceeds 25 organizations. Once the membership-at-large involves 26+ organizations, the number of Board members will be increased in order for the Board to equal 30 percent of the overall membership-at-large up to a maximum number of twelve (12) board members (11 board members plus one chairperson). In addition, the corporation shall establish a non-voting International Liaison member of the Board.

*Section 2. Quorum and Voting by Directors.* A quorum of the board of directors consists of no less than two-thirds of the fixed number of directors (excluding board member vacancies that may exist at the time) plus the chairperson. If a quorum is present when a vote is taken, the affirmative vote of a majority of directors present is the act of the board of directors.

*Section 3. Election of Board Members.* A nominee to the board must be a representative of a NISC member organization. A board member and the non-voting International Liaison member will be elected by a plurality of votes cast by existing board members. No individual shall be named or elected as a director without his or her prior consent. The process by which candidates are nominated and elected are described in Attachment 1: *Board of Directors Nomination and Election Process*.

*Section 4. Qualifications of Board Members.* Two-thirds of the number of directors and the chairperson must consist of individuals who professionally support public safety, preparedness and/or emergency management and response activities, or other government functions that interrelate with such efforts on a state or local level.

*Section 5. Board Member Terms and Term Limits.* Board members shall hold office for their elected or appointed term, commencing with the convening of the organizing meeting or acceptance until their earlier resignation or removal.

Directors can serve for a term of three (3) years and shall be eligible for re-election.

The Chairperson can serve for a term of one (1) year and may be reappointed by the directors for another 1-year term for a maximum of two (2) consecutive years. If the chairperson's professional situational changes, but they still meet the qualifications as stated in Article IV: Board of Directors, Section 4. Qualifications of Board Members, Directors can reappoint the chairperson, at their discretion, enabling the Chairperson to serve out their term.

The Vice-Chair, Treasurer, and Secretary can serve for a term of (2) years (or for the duration of their term as a Director). The Vice-Chair is considered "Chairperson-at-Large." In this capacity, Directors can appoint the Vice-Chair to fill a vacant Chairperson seat without full nomination and election process.

*Section 6. Executive Committee.* The Executive Committee consists of the Chair, Vice-chair, Treasurer, Secretary, and the Chair Emeritus (the previous Chair). The Chair, Vice-chair, Treasurer, and Secretary are considered "officers" of the organization and are voting members of the overall NISC Board of Directors. The Chair Emeritus is a non-voting member of the Executive Committee.

*Section 7. Removal of a Board Member.* A board member can be removed with cause. A director may be removed only at a meeting called for the purpose of removing him or her. The meeting notice shall state that the purpose or one of the purposes of the meeting is removal of the director. If a director's role as a practitioner within fields that align with NISC's activities concludes, he or she is required to inform the board in writing. The director will be removed from the board in accordance with the procedures stated in this section. In such a situation, the board will determine the appropriate substitute for the resultant vacancy.

*Section 8. Resignation of a Board Member.* A board member may resign at any time by delivering written notice to the board of directors or member of the executive committee. The effective date of resignation will be the date specified in the written resignation. In such a situation, the board will determine the appropriate substitute for the resultant vacancy.

*Section 9. Board Meetings.* The board of directors will meet a minimum of two (2) times per year. Meetings may in person or virtual; in-person meetings may be held in or out of the State of Oregon. Special or emergency meetings may be held at the discretion of the board. Actions may be taken without a meeting of the board of directors if each director signs a consent describing the action to be taken. The action is considered effective upon receipt of the signature of the last director.

*Section 10. Special Committees.* The board of directors may create one or more committees and appoint members of the board of directors to serve on them. Each committee shall have two or more members. The creation of a committee and appointment of directors requires the vote of the majority of the board. A committee may not approve action that requires the majority vote of the board, fill vacancies on the board or on its committees, or amend the corporation's charter or bylaws. A special committee may be dissolved by the board of directors at any time.

## **ARTICLE V: REPORTING**

*Section 1. Annual Report.* Pursuant to Oregon Revised Statutes (ORS) 65.787, an annual report shall be filed with the Secretary of State on or before the anniversary of the date the corporation was incorporated or authorized to transact business in the State of Oregon.

*Section 2. Board Meeting Minutes.* Each board meeting will be summarized in writing and distributed to the board of directors for record. Minutes shall be signed by one or all of the chairs.

*Section 3. Annual Meeting Report.* Sessions and events that occur at the annual membership meeting and any related evaluation comments or ratings will be summarized in writing.

## **ARTICLE VI: CORPORATE CHARTER AND BYLAWS**

*Section 1. Amendment of the Corporation's Charter.* An amendment shall be adopted at a meeting of the board of directors upon receiving the vote of at least two-thirds of the directors in office. The board may adopt one or more amendments at any one meeting. Pursuant to Oregon Revised Statutes, Chapter 65, the corporation shall file articles of amendment with the Secretary of State. Articles of amendment should contain the requirements set forth in Oregon Revised Statutes (ORS) 65.447. If the board decides to restate an article within the corporation's charter, restatement shall be filed with the Secretary of State and shall contain requirements set forth in ORS 65.451.

*Section 2. Amendment of the Corporation's Bylaws.* An amendment shall be adopted at a meeting of the board of directors upon receiving the vote of at least two-thirds of the directors in office. The board may adopt one or more amendments at any one meeting.

*Section 3. Presiding Corporate Policy.* In the event that there are provisional differences between the Corporation's charter and the Corporation's bylaws, the charter shall be controlling, with the exception of provisions related to the Corporation's number and election of Directors (pursuant to ORS 65.311).

## **ARTICLE VII: PROVISIONS IN THE EVENT OF AN EMERGENCY**

*Section 1. Emergency Bylaws.* If an emergency situation occurs that results in the inability to reach a quorum of the Corporation's Board of Directors, then emergency bylaws may go into effect until the impact of the emergency concludes. Notice of a meeting of the board of directors need be given only to those directors whom it is possible to reach. One or more officers of the Corporation present at a meeting may be deemed by a majority of the directors present at the meeting to be directors for the meeting, in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

*Section 2. Emergency Powers.* If an emergency situation occurs that results in the inability to reach a quorum of the Corporation's Board of Directors, then available directors may modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and relocate the principal office or designate alternative principal offices.

## **CERTIFICATION**

This is to certify that the foregoing and attachments are a true and correct copy of the bylaws of the National Information Sharing Consortium and that such bylaws were duly adopted by the board of directors on the date set forth below.

### **Affirmative Vote Recorded - October 31, 2016**

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Doug Eades, NISC Chair

\_\_\_\_\_  
Date

*Bylaws originally adopted by NISC Board of Directors on February 5, 2013*

*Revised and adopted by NISC Board of Directors on July 7, 2013*

*Revised and adopted by NISC Board of Directors on August 6, 2013*

*Revised (inclusion of Attachment 1: Board of Directors Nomination and Election Process) and adopted by NISC Board of Directors on September 19, 2013*

*Revised and adopted by NISC Board of Directors on February 11, 2014*

*Revised and adopted by NISC Board of Directors on October 31, 2016*