

[NOT FOR DISTRIBUTION BEYOND THE APCO MEMBERSHIP]

APCO–International, Inc.

APCO International First General Business Meeting

75th Annual APCO International Expo

Sunday, August 3, 2008

4:05 pm – 5:47 pm Central Time

Convention Center 3501 A - D

Kansas City, Missouri

CONVENE

2007 - 2008 APCO President Willis Carter *called* the First General Business Session to order on Sunday, August 3, 2008 at **4:05 pm Central**.

1. Life Member Voting

Past President Nate McClure *made a motion to elevate* the following members to the status of APCO Life Member:

- Richard Boettcher from the Atlantic Chapter
- Willis T. Carter from the Louisiana Chapter
- Richard Granado from the California Public Safety Radio Association Chapter
- Lynne Feller from the Ohio Chapter
- Carl R. Guse from the Wisconsin Chapter
- Patsy Joy from the Arizona Chapter
- Paul Linnee from the Minnesota Chapter
- Donald E. Root from the California Public Safety Radio Association Chapter
- Tom Sorley from the Texas Chapter
- Peter Thomas from the Atlantic Chapter
- John W. Wright from the California Public Safety Radio Association Chapter

Past President John Powell member *seconded* the motion. Such nominees were asked to leave the room for the discussion and vote. A *verbal vote* was taken and the motion *passed* without opposition.

2. Membership Awards

The following Chapters received the 2008 Membership Chapter Awards:

- The Nebraska Chapter for Highest Percentage of Increase in members in the Year;
- The North Dakota Chapter for the Highest Percentage of members per Population Density;
- The Atlantic Chapter for the Highest Increase in the Number of Members.

3. Presentations

a. Strategic Governance Initiative (SGI) Presentation

The SGI Task Force delivered a presentation on the proposed governance reforms. During this time, APCO members were able to ask questions and learn more about the proposed restructure.

b. APCO Heritage Foundation

APCO Heritage Foundation Advisory Committee members Dave Swan and Ralph Blount gave a presentation on Quorum Resolution 3. It was brought to the members' attention that funding up to \$14,000 had been set aside for the Foundation for the upcoming year, per a budget amendment approved by the Executive Council's at its meeting on August 2. These funds would be released upon the submission of a work plan from the Advisory Committee.

4. Quorum Resolutions (First Reading and Discussion)

a. Resolution 1

First Vice President Richard Mirgon read Resolution 1 – Its intent is to replace the existing Constitution and Bylaws with a new set of Bylaws that will have the effect of streamlining the governance structure of the Association.

The following amendments were proposed on behalf of the Executive Council to include the following language:

- The addition of the word “**Tribal**” to Section 2.1 so that it may read as “.... Endorsed by federal, state, local and **TRIBAL** governments.”
- The following statement will be added to Policy Manual Section 7.3: “Following the initial selection in 2008, the selection shall be in accordance with **UNIFORM** free and fair election **POLICIES APPROVED BY THE EXECUTIVE COUNCIL AND SUCH** selection.....”
- The following language will be added to Policy Manual Section 7.3, explaining when the selection of the Board of Directors should take place: The statement reads “..... selection **EACH YEAR SHALL BE MADE IN CONJUNCTION WITH THE EXECUTIVE COUNCIL MEETING AT** the Annual Conference.

b. Resolution 2

First Vice President Richard Mirgon read Resolution 2 – Its intent is to reorganize the Association (which consists of APCO International, The APCO Institute, APCO Automated Frequency Coordination, and the APCO Heritage Foundation) by (1) converting APCO International from a section 501c(6) organization into a section 501c(3) organization and (2)

merging the other entities of the APCO Institute, APCO Automated Frequency Coordination, and the APCO Heritage Foundation into APCO International, after APCO International has been recognized by the IRS as Tax-Exempt under section 501c(3). There was no discussion on the Resolution.

c. Resolution 3

First Vice President Richard Mirgon read Resolution 3 – Its intent is to provide a source of income to support the basic activities of the APCO Heritage Foundation. It was brought to the attention of the members that the Executive Council did not recommend the approval of this resolution due to its \$14,000 allocation of funds to the Foundation at its August 2 meeting.

5. Election of the Board of Officers

Second Vice President Candidates Gregg Riddle and Barry Woodward each addressed the members, giving a brief history of their involvement with APCO and their qualifications for the Second Vice President office.

RECESS

The meeting officially recessed at **5:47 pm Central**.

Respectfully submitted,

George S. Rice, Jr.
Executive Director

The First General Business Meeting Agenda and Minutes will be part and parcel of the formal record of the 74th Annual APCO International Expo and will be retained at Headquarters.

[NOT FOR DISTRIBUTION BEYOND THE APCO MEMBERSHIP]

APCO–International, Inc.

APCO International Second General Business Meeting

74th Annual APCO International Expo

Tuesday, August 5, 2008

4:01 pm – 6:12 pm Central Time

Convention Center 3501 A - D

Kansas City, Missouri

CONVENE

2007 - 2008 APCO President Willis Carter *called* the Second General Business Session to order on August 5, 2008 at **4:01 pm Central**.

1. Presentations

a. 2007-2008 President's Year in Review - APCO President Willis Carter

APCO 2007 -2008 President Willis Carter provided highlights of APCO International's achievements for the year.

b. State of the Association – Executive Director George Rice, Jr.

APCO Executive Director George Rice, Jr, gave his State of Association address, touching on some of APCO's notable program and initiative results for the year.

2. Quorum Resolutions (Second Reading and Voting)

a. Resolution 1

Kansas Chapter Member Mary Messamore *made a motion* to extend the discussion time from 15 minutes to 30 minutes for Resolution 1. The motion was *seconded* by Past President John Powell. A standing count vote was taken and the *motion failed*.

Illinois Chapter Member Gregg Riddle *moved* to adopt and approve Resolution 1. Francis Moore from the South Carolina Chapter *seconded* the motion.

I. Gregg Riddle, Illinois Chapter Member, introduced a *motion* to amend Resolution 1 on behalf of the Executive Council to include the following language:

- The addition of the word “**Tribal**” to Article 2: Section 2.1 and 2.1.2 so that it may read as “.... Endorsed by federal, state, local and **TRIBAL** governments.”

Virginia Chapter member Terry Hall *seconded* the motion to amend Resolution 1. A verbal vote was taken and the *amendment passed with no opposition*.

II. Gregg Riddle, Illinois Chapter Member, introduced a ***motion*** to amend Resolution 1 on behalf of the Executive Council to include the following language:

- The following statement will be added to Policy Manual Section 7.3: “Following the initial selection in 2008, the selection shall be in accordance with **UNIFORM** free and fair election **POLICIES APPROVED BY THE EXECUTIVE COUNCIL AND SUCH** selection.....”

Texas Chapter Member Bill Keller ***seconded*** the motion to amend Resolution 1. A verbal vote was taken and the ***amendment passed with no opposition.***

III. Gregg Riddle, Illinois Chapter Member, introduced a ***motion*** to amend Resolution 1 on behalf of the Executive Council to include the following language:

- The following language will be added to Policy Manual Section 7.3, explaining when the selection of the Board of Directors should take place: The statement reads “..... selection **EACH YEAR SHALL BE MADE IN CONJUNCTION WITH THE EXECUTIVE COUNCIL MEETING AT** the Annual Conference.

Arizona Chapter Member Pat Joy ***seconded*** the motion to amend Resolution 1. A verbal vote was taken and the ***amendment passed with no opposition.***

Credentials Committee Chair Wanda McCarley made a ***motion*** to utilize ballot voting for Resolution 1. The motion was ***seconded*** by Past President Greg Ballentine. A verbal vote was taken and the ***motion passed without opposition.***

A secret ballot vote was taken and the ***motion*** to approve and adopt Resolution 1 ***did not pass.*** The vote count was ***217 votes in favor and 122 votes in opposition.*** The motion failed to receive the 2/3 majority vote.

Atlantic Chapter Member Dave Clemons ***made a motion*** to reconsider the vote on Resolution 1. The motion was rendered null & void because the maker was not able to obtain a second on his motion by someone who had also voted “no” on the main motion.

Past President Nate McClure ***made a motion*** to direct the Credentials Committee to destroy the ballots. Past President John Powell ***seconded*** the motion. A verbal vote was taken and the ***motion passed without opposition.***

b. Resolution 2

Illinois Chapter Member Gregg Riddle ***moved*** to adopt and approve Resolution 2. Illinois Chapter Member T.G. Mieux ***seconded*** the motion. A verbal vote was taken and the ***motion passed without opposition.***

c. Resolution 3

On behalf of the APCO Heritage Foundation, Advisory Committee Member Dave Swan asked that Resolution 3 be withdrawn from the floor due to actions taken by the Executive Council during its meeting on August 2, 2008. These actions allow for the allocation of up to \$14,000 to be used by the Foundation for Fiscal Year 2009 pending the submission of a Work Plan by the Advisory Committee.

Past President Craig Jorgenson ***made a motion*** to direct President-Elect Chris Fischer, under her authority as President, to assemble a Task Force that will develop a Business Plan for the APCO Heritage Foundation. Kansas Chapter Member Mary Messamore ***seconded*** the motion. A verbal vote was taken and the ***motion passed without opposition.***

3. Special Presentation by BAPCO President Ken Mott

BAPCO President Ken Mott presented a special recognition gift to 2007-08 President Willis Carter for his work on the Board of Officers.

4. Election of the Board of Directors

A verbal vote was taken for the election of President-Elect and First Vice President positions and ***passed with no opposition:***

- Current First Vice President Richard Mirgon ***advanced*** to the position of ***President-Elect***
- Current Second Vice President First Bill Carrow ***advanced*** to the position of ***First Vice President***

According to an electronic vote, Illinois Chapter Member Gregg Riddle was ***elected*** to the position of ***Second Vice President.***

In accordance with APCO Bylaws and Constitution President-Elect Chris Fischer ***advanced*** to the position of ***President.***

RECESS

The meeting was officially recessed at **6:12 pm Central.**

Respectfully submitted,

George S. Rice, Jr.
Executive Director

The Second General Business Meeting Agenda and Minutes will be part and parcel of the formal record of the 74th Annual APCO International Expo and will be retained at Headquarters.