

STRATEGIC GOVERNANCE INITIATIVE

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At the 2008 conference in Kansas City, a quorum of the voting membership of APCO International will be considering two key resolutions to streamline the governance of the association.

Resolution No. 1 involves both a major rewrite of the bylaws to minimize the association's legal exposure and a restructuring of the core decision-making body to tighten its span of control from 52 to 15 representatives for a more results-accountable form of leadership (see diagram below).

Resolution No. 2 converts the tax-exempt status of APCO International, currently a 501(c)(6) industry trade organization, to gain advantages unique to 501(c)(3) charitable, education and scientific organizations. The conversion will allow for the combining of the APCO Institute, APCO Automated Frequency Coordination and the Heritage Foundation into APCO International. This will not alter the distinct missions of the entities, but streamline the accounting and tax reporting to yield administrative savings.

The two resolutions are being proposed after substantial deliberation by a Strategic Governance Initiative (SGI) Task Force, which received regular input from regionally appointed Executive Council members (see sidebar, opposite page). Jointly, this group pre-

sented its recommendations to the Board of Officers and engaged the full Executive Council, past presidents and other stakeholders in discussions throughout May. Indeed, this report reflects the proposals as published on April 30. The proposals will be posted in final form no later than June 30 on the APCO Web site and readers are encouraged to download these final resolutions (for more information, see box at the top of the opposite page).

RESOLUTION NO. 1

The current reform effort was fueled by recommendations from APCO's corporate counsel, Heather Vargas of the Cobb & Cole firm, to streamline all current documents and "adopt only those Bylaws that are required under law."

At the Mid-Year Meeting of the Executive Council, Vargas presented a detailed analysis with more than a

dozen specific examples of complex, confusing and contradictory provisions in the Constitution and Bylaws (C&B) that could present legal complications. With her careful guidance, this language has been stripped from the new bylaws proposed by the SGI Task Force.

The proposed structure will streamline APCO's process and procedures through use of a smaller governing body that meets more frequently with regional representation. This new Board of Directors will still be guided by a chapter-oriented structure of the existing Executive Council and will still ultimately answer to the Membership Quorum (see diagram below).

There are other changes, but the basic organizational functions will remain the same. As the SGI Regional Advisors of the Executive Council wrote in their transmittal letter of April 28, "this new structure will allow

us to be pro-active [sic] in today's ever-changing world, more responsive to opportunities, [and] better able to compete with other associations, and allow us to channel the full talents of our volunteer and staff leadership in the most productive and timely manner as we carry out our collective vision."

SGI Task Force members found that some of the current provisions in the governing documents were developed in response to a certain set of facts that can be unproductive or counterproductive in a different set of circumstances. Stripping unnecessary specificity from the bylaws, allows the volunteer leadership and staff to better exercise reasonable professional discretion in their decision making.

Most of the provisions in the current C&B will be preserved, but shift to policy, which is acted upon by the Board of Directors, or procedure, which is set by the Executive Director and implemented by headquarters staff.

This move also has the endorsement of Robert Gurss, APCO's longstanding regulatory counsel in Washington, D.C. "I strongly support this change," wrote Gurss on April 10, "as I believe that the current C&B contains many provisions that more properly belong in a policy and operations manual and should not be subject to the rigorous amendment process required of corporate bylaws."

To ensure continuity in this document shift process, the proposed bylaws stipulate that the new Board of Directors can

amend existing provisions only with a two-thirds majority of the voting membership of the body.

RESOLUTION NO. 2

On the advice of APCO Controller Bob Johnson, and with the support of special tax counsel Jackie Henson from the McKenna, Long & Aldridge firm, the SGI Task Force proposes amendments to the Articles of Incorporation to enable APCO International to qualify under Internal Revenue Service guidelines for the coveted 501(c)(3) tax-exempt status.

In making this change, APCO would then enjoy the same status as the International Association of Chiefs of Police (IACP), the International Association of Fire Chiefs (IAFC), the National Emergency Number Association (NENA) and many other associations.

There are "practical advantages to combining the operations into one legal structure all with the same Section 501(c)(3) designation," wrote Johnson on April 7. "This is [chiefly how] the organization has been operating in recent years but with the additional administrative burdens of separate legal entities with separate financial reporting and IRS tax filings."

"This reorganization can also be done," Johnson added, "while maintaining all of the necessary financial accountability of each operating division through the maintenance of separate

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The summary description on these pages is accurate as of April 30, 2008, as we go to press. For the final and full text of the proposed Quorum resolutions and supporting material, visit www.apcointl.org/governance. [Please note that you will be prompted to enter your membership password.]

Pursuant to recent amendments to Policy Manual 2.6:6, only summaries of the resolutions have been published in these pages. Voting-eligible members of APCO International are encouraged to download the full resolution text from the above Web site.

If you prefer to have a printed version sent to you via U.S. mail, call 202/833-7010, send a fax request to 202/833-5700 or e-mail your request to governance@apcointl.org no later than July 18, 2008. Copies will also be available on site at the First General Business Session of the Annual Conference on Aug. 3, 2008, in Kansas City, MO.

operating accounts within the general ledger."

The Public Safety Foundation of America (PSFA) would remain a separate stand-alone entity because of its broader mission and the guidance that is typically sought from other public safety associations into the grant-making decisions of the PSFA. **||PSC||**



SGI Task Force

The Strategic Governance Initiative (SGI) Task Force received regular input from regionally appointed Executive Council members and engaged the full Executive Council, past presidents and other stakeholders in regular discussions before making its recommendations to the APCO Board of Officers. The SGI Task Force members are:

- Steve Proctor (SGI Task Force chair & APCO past president), Executive Director, UCAN
- Steve Souder, Director, Fairfax County (Va.) Department of Public Safety Communications
- Michael Mangini, Solutions Engineering Manager, PlantCML

Executive Council Regional Advisors

- Lynne Feller, Ohio, Communications Supervisor, Wayne County Justice Center
- Peter Thomas, Atlantic, Director of Communications, Barnstable County Sheriff's Office
- Richard Granado, CPRA, Retired, Los Angeles County ISD/Communications
- Woody Glover, Louisiana, Director, St. Tammany Parish

Second Vice President Candidates

- Gregg Riddle, Illinois, Executive Director, West Suburban Consolidated Dispatch Center
- Barry Woodward, Georgia, Lt. Commander, Communications, City of Decatur