

Board of Directors Handbook

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I. BOARD OF DIRECTORS

APCO International's Purpose, Mission, and Vision Statement

Purpose. Refer to the APCO International Bylaws, Article 1, Section 2, for the purpose of the Association.

Mission. The Association of Public-Safety Communications Officials (APCO) is an international leader committed to providing complete public safety communications expertise, professional development, technical assistance, advocacy and outreach to benefit our members and the public.

Vision Statement. APCO International commits to strengthen our communities by empowering and educating public safety communications professionals.

Responsibilities, Roles and Guiding Principles

Role of Board Members. The purpose, philosophy and commitment plan of the APCO Board of Directors shall serve as the foundation for all actions and decisions made by the Board and a reflection of how others see us and how we see ourselves. The Board of Directors is committed to anticipate, understand and meet or exceed the expectations of those external to our organization as well as those internal members and staff in order to keep them loyal and pleased with the service they are receiving. The Board of Directors will, and we will expect every employee of APCO International, to accomplish their own tasks with a sense of duty, respect and honor to the Association and its membership. Teamwork is expected and every APCO member, staff person, and board director is part of the team.

Consistent with the Member Conduct section of the Policy Manual (PM), the Board of Directors will work to maintain an atmosphere of openness, trust and respect among the board itself, our staff, our membership as well as current and/or potential public safety partners. We will remain willing as individuals to interact with each other for the common good of our Association. We will work toward positive change in our organizational culture and are willing to set aside personal interests on behalf of APCO as a whole. Our preference will be that of team participation over individual contribution. By including the Regional Representatives and the Executive Council members, as part of representation assignments, it allows us to build and mentor our members that are currently serving in leadership positions.

Other than specific duties and responsibilities outlined in the APCO Bylaws and PM, the principal role of the Board of Directors is *stewardship*. As Directors of the corporation, the members of the APCO Board of Directors are ultimately responsible for governing the affairs of the Association. This requires active participation, open communications, and a commitment to the success as a team rather than individuals.

Refer also to the Appendix: Fiduciary Duties of APCO Regional Directors

The Board must ensure that the organization is operated for its stated purpose; and not for private or personal benefit. Upon election to the Board, such individuals must cease any work in a paid capacity with the Association (e.g., Adjunct Instructor) following their swearing-in. Close personal relatives of Board members, as defined under the Conflict of Interest Policy of this Manual, are also barred from serving as a paid employee, consultant or contractor of the Association for the period of the related individual's term on the Board. Proper stewardship requires that the organization's assets be held "in trust" to be applied to its mission.

One of the most important functions of the Board is keeping the resources and efforts focused on the mission. This requires the Board to have an adequate understanding of the Association's programs, people and resources available to achieve the Association's goals. As a starting point, every board member should be familiar with the APCO Bylaws and PM.

The Board will confine its involvement in association business to that of policy level issues. Board members will not exceed their delegated authority or direct the organization beyond its purpose or mission as set forth by the APCO Bylaws and PM. Such actions violate the trust invested by those who hold memberships or support the organization and can imperil the organization's tax-exempt status.

While no compensation shall be paid to members of the Board of Directors for their services, they shall be reimbursed for travel and actual expenses necessarily incurred by them in attending Board meetings and performing other official duties on behalf of the Association. Such 'direction' may be reflected in oral or written communications from the President of the Board, who is authorized to request a Board Member to perform 'official duties' on behalf of the Association.

The Board shall:

- Remain focused on policy issues
- Think strategically
- Prioritize
- Set realistic goals and hold stakeholders accountable
- Retain a clear focus on the basic operational issues, which will ensure professional excellence in our nation's communications centers.
 - People
 - Policy
 - Training
 - Supervision
 - Discipline
- Evaluate all fiscal matters thoroughly, and using prudent judgment, maintain parity with issues of "cost" vs. "benefit"
- Embrace emerging technology analyzing the potential benefits to public safety communications.

Responsibilities of the Board of Directors. Board Members have three fiduciary duties of care, loyalty and obedience.

Duty of Care. A Board member must discharge the duties with the care an ordinary prudent person in a like position would exercise under similar circumstances. Board members need not always be right, but they must act with common sense and informed judgment.

To exercise this duty properly, boards must pay particular attention to the following:

- **Active Participation.** A board member must actively participate in the oversight of the organization including being prepared for and attending all meetings of the board, evaluating reports, reading official documents and reviewing the performance of executive positions as defined by the Bylaws.
- **Reasonable Inquiry.** Board members should request and receive sufficient information so that they may carry out their responsibilities with full knowledge. When a problem exists or a report on its face does not make sense, a Board member has a duty to inquire into the surrounding facts and circumstances. The Board has a responsibility to take appropriate actions, and bring to closure issues related to misconduct.

Duty of Loyalty. Board members have a duty to give their loyalty to the Association. This involves discharging one's Board responsibilities in manner that s/he believes to be in the best interests of the Association. Decisions regarding the Association's funds and activities must promote the APCO mission rather than private interest. Board members must not engage in any activity, which results in a conflict of interest.

To exercise this duty properly, Board members must pay particular attention to the following:

- **Conflict of Interest.** Board members should disclose financial interest whenever the organization proposes to enter into a business relationship with a Board member or relative, or a business in which one holds a substantial interest. In such circumstances, a Board member should not vote on the transaction or participate in any debate on the merits of the transaction. For additional information, refer to the Conflict of Interest Policy in the PM and the related Disclosure form. Per the Member Conduct section of the PM, members earning greater than 33 percent of their income (a.k.a., a "significant portion") from a conflicting commercial interest only qualify for membership in the commercial categories and, thus, are not eligible for Board service, except as the representative of the Commercial Advisory Council.
- **Confidentiality.** Board members must maintain the confidentiality of certain documents, data, discussions and business plans and not trade on this proprietary information with respect to their own agencies or any current or future business endeavors. Board members shall maintain the confidentiality of matters discussed in Executive Session, documents that are labeled confidential and any discussions that are pre-defined by the Board as confidential. Breaching confidentiality is an impeachable act, as defined in the PM related to nonfeasance of office for failing to uphold a duty to maintain confidentiality.

Duty of Obedience. Board members must take the time to understand and uphold the laws associated with the proper operation of the Association, including federal statutes governing tax-exempt organizations, state corporate statutes, laws and regulations at the federal, state, tribal and local level governing employment, contracts, trademarks and related matters and to uphold the terms of all grants and contracts entered into by the Association.

- To exercise this duty properly, the Board must be able to make informed judgments about important matters regarding the Association and operations of the organization. The Board may reasonably rely on information from the organization's staff, its attorney, its controller, outside advisors, and Association committees in making those judgments.
- It is the right of a board member to have reasonable access to management, internal information of the organization and to the organization's principal advisors, such as its auditors and attorney. Executive management must facilitate Board access to books and records of the Association. The Board has the right, if necessary, to engage the services of outside advisors at the Association's expense to assist it with a particular matter.

Legal Responsibilities

Satisfactory Corporate Documents and Records. The Board of Directors should ensure that APCO Bylaws and Policies are updated by considering amendments if they do not reflect the current mission and operating procedures of the organization. The Association is also required to keep minutes of its Executive Committee and Board meetings and a record of all actions taken by the Board of Directors.

Budgeting and Financial Oversight. The Board will work with the Executive Committee and the Executive Director to develop and approve the Association's annual budget. The CFO, or such person performing those duties, will produce timely and accurate income and expense statements, balance sheets and budget status reports, to be shared in advance of Board meetings. The Board will also employ an independent auditor and review and approve the annual audit.

Personal Liability. It is possible that Board members will find themselves sued as personal defendants in a lawsuit filed by an "outside third party" who has incurred some personal injury or financial loss because of dealings with the Association. As a general rule, the law cloaks volunteer board members with qualified immunity. They generally cannot be sued for negligent acts. They may, however, be subject to lawsuits alleging that a loss was due to their gross negligence, willful or fraudulent acts. For additional information, refer to the Whistleblower Policy in the PM.

The IRS may also hold Board of Directors personally liable if their organization violates federal tax law.

Sexual and Other Harassment Policies

APCO International is committed to maintaining a collegial atmosphere and work environment that is free from discrimination and unlawful harassment in which directors, members and employees at all levels are able to devote their full attention and best efforts in service to the Association. APCO International believes that each person should be given an equal right to succeed based on his or her abilities and performance, without being bothered or distracted by offensive behavior on the part of others.

Harassment, either intentional or unintentional, has no place in the Association. Accordingly, APCO International does not authorize and will not tolerate any form of unlawful harassment of or by any individual of the Association based on race color, religion, gender, sex, pregnancy, disability, age, national origin/ancestry, military service, or any other factor protected by law. The term "harassment" for all purposes includes, but is not limited to, offensive language, jokes, or other verbal, graphic or physical conduct relating to an employee's race, color, religion, gender, sex, pregnancy, disability, age, national origin/ancestry, military service, or any other factor protected by law, which would make a reasonable person experiencing such harassment uncomfortable in the work environment or which could interfere with a person's service to the Association.

APCO International takes the matter of harassment very seriously. All acts of harassment, whether or not specifically mentioned in this policy, are offensive and could result in disciplinary action, up to and including discharge of an employee or disbarment of a member.

Sexual Harassment. This is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature that adversely affects the terms and conditions of service, when:

- Submission to the conduct is made either explicitly or implicitly a condition of service;
- Submission to or rejection of the conduct is used as the basis for a decision affecting the harassed individual; or
- The sexual conduct substantially interferes with a person's performance or creates an intimidating, hostile or offensive environment.

Prohibited acts of sexual harassment can take a variety of forms ranging, from off-color jokes to subtle pressure for sexual activity to physical assault. The following are examples of prohibited conduct:

- Threat or suggestion of sexual relations or sexual contact;
- Threats or insinuation that the person's service, employment, promotional opportunities, or work assignments, may be adversely affected by not submitting to sexual advances;

- Repeated requests for social engagements or interactions when the individual has otherwise indicated such invitations are unwelcome;
- Continual or repeated verbal abuse of a sexual nature including graphic commentaries regarding a person's body; comments regarding sexual behavior; sexually degrading words to describe a person; sexually suggestive gestures, including staring, leering, or ogling the person's body; unwelcome requests for sexual behavior; lewd comments, sexual innuendoes, and other vocal activity such as catcalls, wolf whistles, etc;
- Unwanted touching, rubbing, patting or other physical contact with a person;
- Display of photographs, cartoons, articles, or other written materials or objects of a sexual nature; and
- Transmitting or accessing sexually explicit materials by computerized, electronic or other means, such as e-mail and voice mail.

APCO International reserves the right to review, audit, intercept, access, and disclose all matters on APCO-provided computer, electronic, or telephone systems at any time, with or without employee or member notice, and that access may occur during or after working hours. The use of APCO International-provided password or code does not restrict the Association's right to access communications on its computer, electronic, or telephone systems.

Diversity. It means inclusion. It stresses equal opportunity, recognizes and respects the multitude of differences that employees and members bring to their service to the Association, and acknowledges the changing "face" of the people we serve.

Diversity compliments the organizational values of teamwork, leadership, empowerment and service. It encompasses the way we work, the work environment, and respect for people and for ideas. Diversity extends to race, color, religion, gender, sexual orientation, national origin, citizenship, age, disability, personal and work history, education, personality, socio-economic status, and management or non-management position. APCO International recognizes the importance of having a talented and diverse membership and workforce. We recognize that each person brings his or her own unique capabilities, experiences and characteristics to the Association.

APCO International believes in treating all people with respect and dignity. We strive to create and foster a supportive and understanding environment in which all individuals can realize their maximum potential within the Association, regardless of those differences. The affirmation of diversity and full cooperation by all directors, members and employees is expected.

Decision-making of the Board of Directors

Consensus Building. The Board of Directors is committed to consensus building with the result of speaking with one voice. The decisions made by the Board will be appropriately deliberated and documented.

Board Statements. The Board of Directors agree to speak with one voice. The Board of Directors will avoid any action that could create the perception that the Board is split on issues. Discussions will be held within the Board to reach consensus and when consensus is reached then each member of the Board will publicly support the decision. If consensus is not reached and official action is taken by the Board then each Board member has an obligation to support that decision.

Appropriate Channels of Board Communication. Board members are encouraged to communicate with the President, or directly with the Executive Director as may be appropriate, at any time, including for the following purposes:

- (a) to obtain information and data not provided by written materials received from APCO or during the course of Board meetings or committee meetings, minutes, standing committee meetings or reports, etc., which Board members regard as necessary in the exercise of ordinary and reasonable care and diligence in the performance of their duties as a Board Member.
- (b) to bring attention to:
 - (1) performance of APCO operations that Board members have observed with a view toward either obtaining corrective action or recognizing significant accomplishments;
 - (2) opportunities for advancement of APCO International;
 - (3) inquiries about the status of particular APCO International programs that have received overwhelming interest from the members or the public.

Board Meetings. Pursuant to the Bylaws, the Board of Directors shall meet quarterly, but may convene more or less frequently as the body itself may agree. One such meeting shall be in person in the same city and at the same time as the Annual Conference. Board meetings will routinely be scheduled for a duration that meets the needs of the agenda and will be conducted at appropriate locations as determined by the Executive Committee. A majority of the voting membership of the body shall be necessary and sufficient to constitute a quorum for the transaction of business.

The process for submitting Board meeting agenda items will be structured to the extent possible. All agenda items should be submitted to the Chief of Staff at least 21 days in advance of the scheduled board meeting. The President, Executive Director, and the Chief of Staff will format the agenda and will distribute initial agenda packets to the board within 14 days of the scheduled meeting. Subsequent updates to the agenda shall be transmitted to the Board at least 2 days in advance of the meeting.

In some instances, the use of a consent agenda helps streamline meetings. Consent agenda items are considered routine and non-controversial, with documentation provided to the board that is adequate and sufficient for approval without further inquiry or discussion. Any item on the consent agenda will be moved to the regular agenda upon request from any Board member.

Board agendas will consist of at a minimum action items, old business, new business and staff reports. Items not submitted through the above process can be added under new business but will only be dealt with if there is sufficient time remaining once all scheduled business has been conducted.

A Board workshop may be convened as an opportunity to educate or update the Board on significant issues.

Any one or more members of the Board may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

The Executive Director, Chief of Staff and Executive Assistant will attend all Board meetings. Formal presentations are appropriate when requested and/or required. Time limits for discussion will be determined by the President.

Robert's Rules of Order. To govern the conduct of the various official meetings of the Association, *Robert's Rules of Order* as established in the PM as the general rules of parliamentary procedure to the extent that such rules are not inconsistent with special rules of the Association.

Board Travel

The President is responsible for the authorization of all Board travel. Board members are expected to book their travel at least two weeks in advance to take advantage of discounts. Board members should book their own travel, but may use the Association's authorized travel agent as needed. The Executive Assistant may assist with coordinating in-town transportation (e.g., rentals, carpooling), as needed, to help minimize costs.

Expense Reporting. The Board of Directors will utilize the APCO Travel Expense Form to report all expenses, which shall be filed within 14 calendar days upon return from a trip, except that the President may permit a longer period of time when a Board member so requests an extension and provides justification to the satisfaction of the President. Send all forms and receipts to the President, Executive Director, and the CFO.

In furtherance of the Gift Restrictions policy described later in detail under Executive Committee Travel, any gifts received by Board members related to their service with APCO and exceeding \$100 shall be reported to the Board at the next quarterly meeting.

“Joint” Meal and Other Expenses. An Executive Committee member, or another Board member in the absence of an Executive Committee member, may put all charges

on his/her credit card and submit the receipt with a description explaining the charge. The reimbursement of meals by Board members may include wine, cocktails and other alcoholic beverages to the extent such use is incidental to the meal.

Combined Business and Personal Travel. The Association will not reimburse personal travel. If a Board Member extends the stay for personal reason (makes a side trip or engages in other non-business activities), APCO International will reimburse only those expenses incurred on the business portions of the trip.

Board Dress. Dress will be appropriate based on location. Each Board Member will receive an appropriate shirt with logo at no cost to be replaced as needed.

II. EXECUTIVE COMMITTEE OF THE BOARD

In addition to its general responsibilities as Board members, the Executive Committee of the Board shall focus on the basic and fundamental issues related to the efficient and effective operations of the Association. The Executive Committee will endeavor to provide support for strong organizational development in which all levels of managers and employees participate.

The Executive Committee is not expected to, nor will it attempt to manage the day-to-day activities of the Association although it is expected to evaluate the Executive Director's management of the Association. The Executive Committee will provide decisive leadership and direction to the Executive Director by maintaining an open channel of communications while insisting upon appropriate two-way communications to ensure clear communications "from the top-down and the bottom-up" while respecting chain of command.

It is the Executive Committee's responsibility to hire (with the advice and consent of the Board) a competent Executive Director and to oversee that person's work to see that the organization is fulfilling its mission and investing resources wisely. The Executive Committee will communicate effectively with the Executive Director and provide feedback on the Executive Director's performance. It is incumbent upon the Executive Committee to clearly communicate expectations to the Executive Director and to provide adequate guidance to enhance association performance. The Executive Committee will evaluate the Executive Director on an annual basis.

Senior Management

Executive Director. The Executive Committee will evaluate the performance of the Executive Director on an annual basis in advance of budget development and consistent with the upcoming year's goals and objectives. This evaluation will be based upon well-documented performance issues throughout the fiscal year.

Each individual Executive Committee member will be responsible for maintaining a file on issues that relate to the performance of the Executive Director. In addition, the Executive Director will also maintain his/her performance activity file containing similar information. Reviews of this documentation will be conducted at minimum at the “half way” point of the evaluation period and in all cases poor performance feedback should be provided as it occurs.

Controller. The Executive Committee is charged with ensuring that the Executive Director and Controller have adequate internal accounting systems and controls in place and that adequate policies are in place to ensure that the Association’s assets are not mis-applied. The Executive Committee should review and make every effort to assure that the assets are invested prudently, avoiding high-risk investments while employing some diversification of investments.

All donations and grants must be used in a manner, which is consistent with the particular purpose of the grant or donation. The Controller is obligated to see that such restricted funds are used for the stated purpose(s) and are accounted for separately.

External Communications

Member Relations. The Executive Committee will make every attempt to ensure that accurate and effective communication is maintained at all levels of the Association. Each member of the Executive Committee has a right and responsibility to ensure that inquiries from our membership receive prompt and accurate response. Executive Committee members should feel free, however, to communicate with membership and answer questions as appropriate. It is critically important that all individual communications directly with membership be limited to discussion of general issues related to association business and not involve discussion relative to the performance of any staff member, Board or Executive Committee member. In order to ensure consistency, inquiries posted publicly to the Executive Council or Board eGroups will routinely receive a response from the President or at the President’s direction after s/he has consulted with the Executive Committee and other parties as appropriate to ensure consensus on the issue.

Federal Relations. The Executive Committee shall speak for the Board of Directors regarding all external relations. The Executive Committee will inform the Executive Director about all requests for meetings with the Administration, Congress, and all Federal government agencies such as the Federal Communications Commission (FCC), Department of Homeland Security (DHS), Department of Justice (DOJ), and Department of Commerce (DOC). The Executive Director will be responsible for assigning appropriate staff and resources (including professional consultants and the regulatory attorney) to assist the Executive Committee at such meetings. Agenda topics should be clearly defined before all meetings.

Executive Committee members should be prepared to talk about APCO policies that might be discussed during the meeting or conference call. APCO's official position statements are posted on the government relations web page and should be reviewed by the Executive Committee periodically.

Media Relations. APCO’s Marketing & Communications Department is often referred to as MarComm. An effort will be made to ensure that APCO responds to national media events in a timely fashion with the intent of furthering the public safety communications profession. At no time will APCO take a position on or get involved in specific incidents or investigations that have occurred within the profession.

Interviews. MarComm staff will vet interview requests through the President whenever possible, but will pursue alternate spokespersons (other Executive Committee members or the Executive Director) to remain timely in APCO’s response to the media. It is acceptable practice to direct requests for interviews to the most appropriate individual, including staff members. No one should do media interviews on behalf of APCO until they have notified the MarComm Manager or the Executive Director.

Press Releases. It is not necessary to receive prior approval from the President or the Executive Committee for all press releases. The MarComm Manager has the latitude to insert “quotes” on behalf of the President or appropriate Executive Committee members. When possible and in cases where it does not cause delays, draft press releases will be forwarded to the Executive Committee of the Board prior to release.

Articles. It is appropriate for staff to “ghost write” articles under the name of an Executive Committee member (with benefit of review by the author prior to publication).

Executive Committee Relationships with Staff

The Executive Committee agrees that the President shall serve as the representative of the Board when providing oversight and/or direction to the Executive Director, Controller, Legal Counsel, Senior Regulatory Counsel, and Auditor. This is not intended to preclude the ability of any Executive Committee member to communicate directly with any of the named individuals nor does this preclude the ability of the Executive Director to assign staff member(s) for specific tasks.

Meetings of the Board of Directors, Executive Council, standing or ad hoc committees are appropriate forums for discussion and promulgation of policies and review of performance. The Executive Director is responsible for coordinating staff assignments related to Board and committee meetings and for providing the staff and logistical support needed for all governance functions.

Executive Committee Meetings

Agenda Process. The process for submitting Executive Committee meeting agenda items will be structured to the extent possible. All agenda items should be submitted to the Executive Assistant at least three days in advance of a scheduled meeting. The President, Executive Director, and the Executive Assistant will format the agenda and will distribute agenda packets to each member of the board at least one day in advance of a scheduled meeting.

Typically, Executive Committee meetings will be preceded by a workshop as an opportunity to informally discuss issues and positions. Any one or more members of the body may participate in any meeting by means of telephone or web conferencing or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time.

The Chief of Staff and Executive Assistant will participate in all Executive Committee meetings, except Executive Sessions. The Executive Director is expected to participate in Executive Sessions, except those related to the evaluation of the Executive Director.

Time limits for discussion may be determined by the President and official meetings shall be governed by *Robert's Rules of Order* as established in PM Section 2.5.

The Executive Assistant will circulate via email draft minutes within a week of official meetings and Executive Committee members may each signal their approval by a "reply to all" email. The minutes will be considered approved upon receiving unanimous consent. Upon the last Executive Committee member signaling consent, the Executive Assistant will post the minutes on the governance page of the website and issue notice to the Board.

Conference Calls. The Executive Committee will schedule an informal conference call each week for the purpose of maintaining continuity of communications. Call participants will be the elected Executive Committee and others as invited. If a call is NOT to take place, a notice email will be sent to each member as soon as possible by the President or designee. Every effort should be made by all elected members and invitees to participate in these weekly calls.

Executive Committee Travel

The President is responsible for the authorization of all Executive Committee travel. The Executive Assistant will maintain a "travel matrix" which lists all scheduled travel indicating which individuals are to travel and when that will be posted on the Board portal of PSConnect as frequently as monthly. The Executive Committee will travel collectively as well as individually as required to meet the obligations associated with the work of the Board. When travel is authorized, it will be noted on the "travel matrix" to include the purpose of the trip, number of days, and an estimated trip budget. This will assist the accounting department to match authorized travel and ensure that travel is allocated to the appropriate cost centers.

Expense Reporting. The Executive Committee will utilize the APCO Travel Expense Form to report all expenses within 14 calendar days upon return from a trip. When submitting forms and receipts, they shall copy all Executive Committee members in addition to the President, Executive Director, and the CFO.

Meeting Rooms. When scheduling Executive Committee meetings, consideration will be given to acquiring suites or junior suites, airline clubrooms, etc. in order to reduce the associated expenses with booking a meeting room. Executive Committee members are authorized to join one airline club and be reimbursed for the associated costs.

Conference Suite Selection. Suite selection for the Executive Committee during the Annual Conference and other events when appropriate will be in accordance with the most recent version of the Conference Manual.

Clothing Allowance. Executive Committee members will be afforded an annual clothing stipend for the Annual Conference of up to \$500.00 for use at each member's discretion to purchase formal wear or related items for themselves, their spouses and immediate family members. Such clothing requests must be submitted in advance and pre-approved by a majority vote of the whole Executive Committee in order to qualify under this allowance. Logo-embossed clothing will be provided at no cost to each Executive Committee member at a value not to exceed \$300 during one's tenure. Requests to replace such logo-embossed items due to wear and tear shall be subject to pre-approval by a majority vote of the whole Executive Committee.

Business Meals / Entertainment. As prescribed under the Executive Committee Travel section of the PM, the Executive Committee may incur expenses associated with "entertainment" when and only when this activity is directly tied to APCO business. A meal is considered a business meal if it is arranged for the purpose of a business discussion. In some instances there is a necessity of entertaining business contacts in a social setting conducive to business discussions. Such entertainment should not be lavish, extravagant or unreasonable and must serve a definite purpose and shall comply with existing policies.

Communications Devices. Each member of the Executive Committee will be offered the opportunity to utilize their personal or agency provided laptops, cell phones, service subscriptions, etc. If desired by the Executive Committee member, APCO will provide all such communications devices throughout that member's tenure. The specifications for such devices will be agreed upon by the Executive Committee member and the IT Director and any hardware with a remaining usable life shall be promptly returned to the Association upon the completion of the Executive Committee member's tenure.

Special Expenses. Any special expenses of a one-time or exceptional nature not covered under the Executive Committee Travel Policy or any of the aforementioned situations are to be submitted in advance and are subject to pre-approval by a majority vote of the whole Executive Committee in order to be eligible for reimbursement by the Association.

Commemorative Ring. Each Executive Committee member has the option at one's own personal expense of ordering a ring emblazoned with APCO-approved artwork in commemoration of one's service on the Executive Committee.

Gift Restrictions. Gift giving between and among the Executive Committee and/or the Board at the expense of the Association is discouraged as are gifts to or from third parties. Any proposal to give a gift in excess of \$100 requires pre-approval by a majority vote of the Executive Committee and shall be reported to the Board at the next quarterly meeting. Any gifts received by Executive Committee members related to their service with APCO and exceeding \$100 shall be reported to the Board at the next quarterly

meeting. Such gifts are also subject to disclosure requirements under the Conflict of Interest policy of the Association.

Benefits of Monetary Value. Any money, goods or other items of tangible benefit (including the airline club reimbursement and clothing allowance) that exceed IRS limits (e.g., \$600 within a calendar year) must be disclosed as compensation in a 1099-MISC filing for the recipient and in the Form 990 filing for the Association.

BOARD OF DIRECTORS HANDBOOK ACKNOWLEDGEMENT FORM

The Board of Directors Handbook for the Association for Public-Safety Communications Officials International describes important information regarding the duties and responsibilities of the Board. I have access to the Handbook, and I understand that it is my responsibility to read and comply with the guidance contained in this Handbook and any revisions made to it. I understand that I should consult the Board President regarding any questions not answered in the Handbook.

Since the information, policies, and benefits described herein are necessarily subject to change, I acknowledge that revisions to the Handbook may occur. All such changes will be communicated through official notices, and I understand that revised information may supersede, modify, or eliminate existing guidance.

Furthermore, I acknowledge that this Handbook does not constitute or imply a contractual arrangement between APCO International and its Board Members.

This Handbook is posted on the Board Portal and provided at Orientation for easy reference. A printed copy is available upon your request.

Board members shall sign below that they have received and read this Handbook.

BOARD MEMBER SIGNATURE: _____

PRINTED NAME: _____

DATE: _____

Appendices

RE: FIDUCIARY DUTIES OF APCO REGIONAL DIRECTORS

APCO is a nonprofit corporation that is governed by Florida law. APCO has numerous chapters (“Chapters”) that are divided into 4 geographic regions (the “Regions”). Each APCO Chapter selects one of its members to serve on the APCO Executive Council. The Bylaws also provide that the Executive Council representatives within a Region elect 2 individuals to serve as Regional Representatives on the APCO Board of Directors. These Regional Representatives must be Executive Council members currently serving on the Executive Council or those who have left the Council in good standing within the last two years from each Region, unless succeeding themselves on the Board. Bylaws, Section 7.3.

Consistent with the common law of virtually all the states and the Florida Nonprofit Corporation Act, directors of Florida nonprofit corporations are subject to two principal fiduciary duties in carrying out their governance responsibilities to the nonprofit corporation: the duty of care and the duty of loyalty.

Meeting a director’s duty of care generally requires acting in a reasonable and informed manner in the nonprofit organization’s governance and decision-making practices. Keeping informed (and making reasonable inquiries when appropriate) is key to meeting a director’s duty of care. This generally requires a director to make sure that the director has received adequate information before taking appropriate board action (e.g., by requesting materials and asking questions) and to review the materials provided in connection with board meetings, particularly those used in reference to any contemplated board action.

In discharging his or her duties, a director of a Florida nonprofit corporation may rely on information, opinions, reports, or statements, including financial statements and other financial data.¹ However, a director is not acting in good faith if he or she has knowledge concerning the matter in question that makes such reliance, unwarranted.² A director should consider multiple views before making an independent decision regarding the board action. Directors are required to exercise their independent judgment, which means their judgment must be an informed one and must not be dominated by the opinions of others.

¹ Section 617.0830(2), Fla. Stat.

² Section 617.0830(3), Fla. Stat.

Florida law also cautions: “[I]n discharging his or her duties, the director of a nonprofit corporation is not authorized to consider exogenous factors—such as . . . the effects of any action on various entities.”³ Thus, the interests of outside or third parties or entities are inconsequential; it is the interests of the corporation on whose board the director serves that matters.

Appendix I of the APCO Policy Manual section 6.8 suggests that the Regional Representatives facilitate the flow of information between the Board and the Chapters in the Regional Representative’s Region by, among other things, soliciting the views of the Chapters in the Regional Representative’s Region, and informing such Chapters of decisions taken by the APCO Board. That is perfectly acceptable. A Regional Representative should convey the views of the Chapters in his or her Region to the Board. However, this does not mean that the Regional Director should substitute the Chapters’ or Region’s judgment for that of the independent judgment of the Regional Representative. Knowledge of the Region’s view or Chapters’ views on a matter is just a starting point, not the end point, for an informed, independent decision by the Regional Representative. To make an informed decision, the Regional Representative must consider other views and opinions and make decisions in APCO’s best interests, not the interests of the Region or any one or more Chapters.

It is understandable if, with respect to a certain matter, the Regional Representative recognizes that he or she cannot make an independent decision because of his/her relationships with the Region or the chapters within the Region. In such cases, the Regional Representative has a conflict of interest and he or she should recuse himself or herself from such decisions. The Regional Representatives are directors who serve on the APCO Board of Directors. These Regional Representatives owe fiduciary duties of care and loyalty to APCO. In fulfilling their duties, they must act in the best interests of APCO, which takes precedence over the Regional Representative’s own interests or the interests of the Region, one or more APCO chapters or any other person or entity.

³ 8A Fla. Jur. 2d Business Relationships § 314

Basic Robert's Rules of Order

- All motions must be seconded and adopted by a majority vote unless otherwise noted.
- All motions may be debated unless otherwise noted.

Motions Chart

About Motions	Purpose of Motion	To Enact Motion
Main Motion	to take action on behalf of the body	debatable; requires majority vote
Adjourn	end the meeting	not debatable; immediately voted upon and requires majority vote
Call for Orders of the Day	asks to stick to the agenda	not debatable; requires 1/3 majority to sustain
Call to Question	closes debate and forces vote	not debatable; requires 2/3's majority vote
Motion to Limit or Extend Debate	limits or extends debate	not debatable; requires 2/3's majority vote
Point of Order	is a question about the process or a particular motion	automatic if granted by Chair
Point of Information	to ask about the process or particular motion	automatic
Motion to Rescind	to change the results of a vote	requires 2/3's majority vote to reverse results of earlier vote
Motion to Suspend the Rules	suspend formal process for a short period	debatable and requires 2/3's majority vote

About Debate

Each motion that is debated receives ten minutes of debate. The member initiating the motion speaks first. The Chair asks for a rebuttal. All members wishing to speak about the motion receive the opportunity to speak before any one member speaks for a second time.

About Voting

Majority vote is more than half of the members. 2/3's vote is more 2/3s or more of the members. Be sure to announce what is being voted on before the vote.

Consent Agenda

Q: What is a "Consent Agenda" and how will it make our meetings go faster?

At every board meeting, at least a few items come to the agenda that do not need any discussion or debate either because they are routine procedures or are already unanimous consent. A consent agenda allows the board to approve all these items together without discussion or individual motions. Depending upon the organization, this can free up anywhere from a few minutes to a half hour for more substantial discussion.

What belongs on the consent agenda?

Typical consent agenda items are routine, procedural decisions, and decisions that are likely to be non-controversial. Examples include:

- Approval of the minutes;
- Final approval of proposals or reports that the board has been dealing with for some time and all members are familiar with the implications;
- Matters discussed on the weekly conference call
- Routine matters such as appointments to committees;
- Staff appointments requiring board confirmation;
- Reports provided for information only;
- Correspondence requiring no action.

How are consent items handled?

A consent agenda can only work if the reports and other matters for the meeting agenda are known in advance and distributed with agenda package in sufficient time to be read by all members prior to the meeting. A typical procedure is as follows:

1. When preparing the meeting agenda, the presider determines whether an item belongs on the consent agenda.
2. The presider prepares a numbered list of the consent items as part of, or as an attachment to the meeting agenda.
3. The list and supporting documents are included in the board's agenda package in sufficient time to be read by all members prior to the meeting.
4. At the beginning of the meeting, the presider asks members what items they wish to be removed from the consent agenda and discussed individually.
5. If any member requests that an item be removed from the consent agenda, it must be removed. Members may request that an item be removed for any reason. They may wish, for example, to discuss the item, to query the item, or to register a vote against the item.
6. Once it has been removed, the presider can decide whether to take up the matter immediately or place it on the regular meeting agenda.
7. When there are no more items to be removed, the presider reads out the numbers of the remaining consent items. Then the presider states: "If there is no objection, these items will be adopted." After pausing for any objections, the presider states, "As there are no objections, these items are adopted." It is not necessary to ask for a show of hands.
8. Minutes should reference the resolutions, reports or recommendations that were adopted as part of the consent agenda.

Regional Representative of the Board – Vacancy Election Procedures

A Regional Representative of the Board could vacate one's post for a variety of reasons, but most often such a vacancy occurs when a Regional Representative has decided to run for a post on the Executive Committee of the Board. While the timing of this vacancy can be predicted, the outcome of the Executive Committee election is not certain even if that individual is running unopposed (since a single candidate must still receive more "yes" than "no" votes).

Proctoring the vacancy election falls to you, the other Board Representative from the Region. In the aforementioned situation, this requires your quick action right after the conclusion of the Annual Conference to ensure a replacement Regional Representative is elected with sufficient speed to be able to participate in a larger Board Orientation activity that typically takes place in mid-September.

The following action steps and sample e-mails are for your use in such vacancy situations.

Action Steps:

1. When the region caucuses as part of the Executive Council (EC) meeting, take this time to prepare your EC colleagues that, depending on the outcome of the Executive Committee elections, an election to fill a Regional Representative vacancy may need to occur via web conference within the next few weeks.
2. During the caucus, go ahead and poll the group and agree upon a tentative date and time to convene the regional election should the vacancy occur. The range of dates to hold the election may be relatively limited because of the following parameters:
 - a. You cannot issue the official notice of a vacancy election until the day after the Annual Conference is gaveled to a close. Moreover, that notice has to be issued ten days prior to such an election web conference.
 - b. The date that notice is issued must occur at least 28 days prior to the Board Orientation (thus giving such person reasonable notice to arrange to attend it). The Board Orientation date is typically announced months in advance; so remind your caucus of the relevant travel in/out dates for orientation.
3. As soon as practical following the Annual Conference, do the following:
 - a. Issue the official notice indicating the date and time of the vacancy election via web conference. As part of the notice, include the nomination submission date and the Board Orientation date. [See Sample Emails A1 and A2]

- b. Keep in mind that one notice [Email A1] goes to every current EC member within the region AND another notice [Email A2] to any persons who have served on the EC within the past two years within your Region.
 - c. This is the election eligibility pool with ONE exception; two Regional Representatives may not be from the same chapter. So no one, present or past, is eligible to run for the vacancy from your chapter.
 4. If more than one eligible candidate submits paperwork by the deadline, then you need to proceed with the web conference. If there is only one candidate, inform that person s/he has been selected (due to a lack of other entries) and inform all current EC members.
 5. In the event of a contested election (of two or more candidates), then APCO staff will assemble the nomination packet for you to distribute. [See Sample Email B]
 6. The Policy Manual prescribes that APCO staff support online balloting with PollEverywhere or a similar process. Please consider the following:
 - a. Especially in the case of multiple candidates, there could be more than one round of voting so a transparent process where votes can be cast by secret ballot and yet tabulated on the spot is preferable.
 - b. PollEverywhere enables EC members to vote online or by text, but NOT both. [The same person voting both ways actually leads to double counting.]
 - c. Proxies should be assigned in advance to someone who is not already voting (e.g., the proctor and supporting staff as needed) and who promises to cast the vote as instructed.
 7. The general order of events during the web conference shall be as follows:
 - a. Within fifteen minutes of the start of the web conference, APCO staff will issue log-in instructions for PollEverywhere, including in bold type the admonition to vote either online or via text, but NOT both.
 - b. You, as proctor, will convene the web conference.
 - c. APCO staff will call the roll (including identifying any proxies).
 - d. You will allow each of the candidates in alphabetical order to take up to two minutes to address the Region.
 - e. APCO staff will ask again for any EC members who were absent from the roll.

- f. APCO will walk through the log-in instructions for PollEverywhere and conduct a sample vote using multiple choice options (e.g., favorite color).
 - g. APCO staff will conduct the official vote and monitor the vote count. When the full requisite number of votes have been cast, APCO staff will display the tallied results as well as verbally announce the results
8. If no candidate receives a simple majority of the vote on the first ballot, then a “run-off” election shall be conducted on the spot.
- a. If more than two candidates had run for the post in which no single candidate received a majority of the votes, then that candidate receiving the least number of votes shall be eliminated from further consideration.
 - b. If more than one candidate is tied for receiving the least number of votes yet at least two other candidates remain in contention by having received a higher number of votes, then all such tied candidates receiving the least number of votes shall be eliminated from further consideration.
 - c. If after the second ballot, three or more candidates remain in contention with none having received a simple majority, then this “run off” process shall continue through additional cycles.
 - d. Any two-way tie shall be broken by declaring a win for the candidate winning the best of three coin tosses.
9. APCO staff will follow up with the declared winner of the vote to help arrange his/her travel to the Board Orientation and share preparatory materials.
10. The elevation of that EC member to Regional Representative may create vacancies on EC-designated committees in the Region. You will want to make your Region aware of these openings and address any committee vacancies as a group as soon as practical.
[See Sample Email C]

Sample Email A1:

To: Current Executive Council Members from Your Region

Subject: APCO Regional Board Representative Vacancy – Current EC Members

At the recent Annual Conference of APCO International, <name> was elected <2nd Vice President>. Now we need to fill <her/his> vacancy as a Regional Representative on the Board.

As discussed during our regional caucus, a web conference has been set for <date> and <time>. Please save this date and time and plan to participate.

Who is eligible to run? Every person who is serving or has served on Executive Council (EC) within the past two years representing a chapter in the <_____> Region is

eligible for the position; except that the two Regional Representatives may not be from the same chapter. Therefore, no one from <your chapter> is eligible at this time.

PROSPECTIVE CANDIDATES, keep in mind the following:

1. You must email your nomination packet to Executive Director Poarch by <date>.
2. Save the date for a Board orientation in Daytona Beach, FL on September <#> followed by the quarterly board meeting on September <#+1>.

The packet requirements are described in Section 6.8 of the APCO Policy Manual.

When we convene the <date> web conference, I will allow each candidate two minutes to speak to the group. Immediately after all speeches have concluded, APCO staff will moderate an online vote. There will be a dial-in/texting option, though it will be preferable for you to have Internet access.

If you cannot accommodate the <date> web conference in your schedule, you have the option of designating a proxy to cast your vote. Please contact me or governance@apcointl.org to sign up for proxy voting.

I appreciate your consideration of this important position.

Sample Email A2:

To: Recent Past Executive Council Members from Your Region, EXCEPT not from Your Chapter

[APCO staff will provide you the list of eligible past EC members.]

Subject: APCO Regional Board Representative Vacancy – Past EC Members

At the recent Annual Conference of APCO International, <name> was elected <2nd Vice President>. Now we need to fill <her/his> vacancy as a Regional Representative on the Board.

You are receiving this email because you served on Executive Council (EC) within the past two years representing a chapter in the <_____> Region; thus you are eligible under the Policy Manual to run to fill the vacancy.

PROSPECTIVE CANDIDATES: Keep in mind the following dates if interested in filling this vacancy:

1. You must email your nomination packet to Executive Director Poarch by <date>.
2. A web conference will be held <date> and <time> to conduct the vacancy election.
3. Save the date for a Board orientation in Daytona Beach, FL on September <#> followed by the quarterly board meeting on September <#+1>.

The packet requirements are described in Section 6.8 of the APCO Policy Manual.

Even though former EC members, like yourself, are eligible to run, only current EC members and candidates can vote in the election. So we ask that you only participate in the web conference on <date> if you put forward your candidacy.

When we convene the <date> web conference, I will allow each candidate two minutes to speak to the group. Immediately after all speeches have concluded, APCO staff will moderate an online vote. There will be a dial-in/texting option, though it will be preferable for you to have Internet access.

If you cannot accommodate the <date> web conference in your schedule, you have the option of designating a proxy to both speak on your behalf and cast your vote. Please contact me or governance@apcointl.org to make proxy arrangements.

I appreciate your consideration of this important position.

Sample Email B

Subject: APCO Regional Board Representative Nomination Packets

The courtesy of an RSVP is requested.

The following <#> of EC colleagues from <_____> Region have submitted packets (see attached) to run for the vacated Board Regional Rep seat: <names>

As you have been previously notified, the web conference will be held on <date>, at <time> using the following link for visual connection and our regular phone bridge for audio.

<web link>
<phone bridge>

To maximize transparency while maintaining the secrecy of the ballot, per the Policy Manual, an online system will be used for which you must be at least on the phone bridge and have texting ability. It will be preferable for you to have Internet access. APCO staff will be on this web conference to walk us through the voting process. Please **DO NOT BE LATE**.

Once a roll call has been taken, I will ask each of the candidates to take up to two minutes to address the Region. I will do this by alphabetical order (as listed above). Once the candidates have addressed the region, APCO staff will provide us with links where we will conduct the online vote anonymously. Ballots can be cast either by going to a webpage or by using text messaging. Be sure you have the capability on <date> to vote by one of these two means.

If not able to be on the call, you have the option of designating a proxy to cast your vote. To do so, please contact me or governance@apcointl.org by <time> on the <date> and one will be selected for you. This method of proxy is necessary because of the

electronic voting parameters and short time frame. Your designee will contact you for your voting instructions.

As a reminder for the candidates, the person elected to the vacancy is expected to attend an orientation (Fri) and meeting (Sat) in Daytona Beach, FL with the full APCO board on <date>.

Please separately RSVP to me just so I know whom to expect on the web conference on <day>.

Sample Email C

To <_____> Region EC Members,

With your recent election of <name> to Regional Representative of the Board, this created a vacancy on the <_____> Committee. Interested persons should complete and return the attached Intent to Serve form to me by <date>. I will share any completed forms with the group for action during our next regional call.

Please consider this opening and your availability and desire to serve in this capacity. Thanks.

ARTICLE VI: BOARD OF DIRECTORS

SECTION 6.8: REGIONAL REPRESENTATIVES

[Changes are subject to approval by a simple majority of the Executive Council.]

PURPOSE

To establish selection procedures for the Regional Representatives on the Board of Directors.

AUTHORITY

The selection of a Regional Representative to the Board of Directors (“the Board”), pursuant to Article VII of the Association’s Bylaws, shall be in accordance with the following procedure.

POLICY

1. Nomination Process
 - 1.1. One Regional Representative to the Board shall be selected each year from each Region to a two-year term and shall serve no more than four consecutive years.
 - 1.2. In accordance with the Bylaws, eligibility is restricted to Executive Council members currently serving or those who have left the Council in good standing within the last two years from each Region unless succeeding themselves on the Board. Only one person from a Chapter may serve as a Regional Representative on the Board at any one time. Each Chapter is entitled to one vote in the selection of Regional Representatives. Once installed, such Regional Representatives shall cease service on the Executive Council throughout their term or terms on the Board.
 - 1.2.1. Nothing in this paragraph precludes an incumbent serving as Regional Representative from being challenged at re-election time by the Chapter’s representative selected to succeed such person on the Executive Council.
 - 1.2.2. Nothing in this paragraph precludes a person, after having completed service as a Regional Representative, from being eligible again for selection as the Chapter’s representative on the Executive Council.
 - 1.2.3. Notwithstanding the above, any person who has served a full tenure on the Executive Committee of the Board of the Association is no longer eligible to serve as a Regional Representative.
 - 1.3. The nomination for Regional Representative shall include submission of all of the following:
 - 1.3.1. A statement identifying the member’s qualifications and interest in service (not to exceed 300 words);

- 1.3.2. A signed *Expectations of Service* in Appendix I; and
 - 1.3.3. A signed *Employer's Concurrence of Candidacy* in Appendix II.
 - 1.4. The Executive Director must receive all nominations no later than July 10 of the year in which the candidate is seeking selection.
 - 1.5. The Executive Director will post all nomination materials in the same manner as the agenda and other business items at least ten days prior to the start of the next Executive Council meeting that follows the close of nominations.
 - 1.6. Only those members satisfying the above criteria who file complete nomination packages by the above deadline will be eligible to stand for election within their Region. If no member within a Region files a complete nomination package by the deadline, only then shall nominations from that Region be accepted from the floor.
 - 1.7. Members may not seek election (or re-election) to Regional Representative in the same year that they are candidates for an office on the Executive Committee of the Board.
2. Selection Procedure
- 2.1. The presider at the Executive Council meeting shall designate a period in which Executive Council members will caucus by Regions to elect their Regional Representatives.
 - 2.2. The current Regional Representative whose term does not expire in that year shall serve as proctor of the caucus election for his/her region. In the event such Regional Representative is unavailable, a member of the Executive Committee of the Board shall proctor the election.
 - 2.3. The proctor of the caucus election will give each properly nominated candidate in turn, based on alphabetical order by last name, up to two minutes to present their qualifications. The proctor shall remain neutral throughout the deliberations and offer no opinions as to the relative merits of the candidates.
 - 2.4. If no nominations were filed by the above deadline, then the proctor will accept nominations from the floor at the beginning of the caucus. Nominations do not have to be seconded, however, nominees will have to sign the *Expectations of Service* in Appendix I before the election may proceed. The proctor will then allow such nominees to present their qualifications in the same manner as 2.3 above. A signed *Employer's Concurrence of Candidacy* in Appendix II, if applicable, shall be submitted to the Executive Director no later than 10 days following the Regional Representative's election.
 - 2.5. Following all nominee presentations, the proctor will conduct the election by secret ballot of all Executive Council members in the Region that are present for the caucus. Each member may only vote once per round of balloting for each available position, which normally is one. Each properly nominated candidate is entitled to a vote in each round for which s/he appears on the ballot. Votes are permitted to be cast by alternates or proxies from the same Region who have been duly recognized by the Management Committee and serve for the totality of the Executive Council meeting.
 - 2.6. If no candidate receives a simple majority of the caucus vote on the first ballot, then a "run-off" election shall be conducted.

- 2.6.1. If more than two candidates had run for the post in which no single candidate received a majority of the votes, then that candidate receiving the least number of votes shall be eliminated from further consideration.
- 2.6.2. If more than one candidate is tied for receiving the least number of votes yet at least two other candidates remain in contention by having received a higher number of votes, then all such tied candidates receiving the least number of votes shall be eliminated from further consideration.
- 2.6.3. If after the second ballot, three or more candidates remain in contention with none having received a simple majority, then this “run off” process shall continue through additional cycles.
- 2.6.4. Any two-way tie shall be broken by declaring a win for the candidate winning the best of three coin tosses.
- 2.7. The proctor of each caucus election shall report the results to the president of the Executive Council meeting who shall announce the results prior to the adjournment of the Executive Council. Any challenges to the voting results must be made prior to adjournment.
- 2.8. Upon installment or appointment and throughout one’s tenure on the Board of Directors, no such person may occupy any chapter-related officer posts.
- 3. Vacancy. A vacancy occurring other than a temporary vacancy expected to last less than 90 days, or a vacancy occurring less than 90 days prior to expiration, shall be filled by a caucus of the applicable Region using selection procedures similar to 2 above, except the proctor may convene the caucus by web conference or similar means with at least ten days’ notice.
 - 3.1. For such notification purposes, Association staff will provide the proctor with an updated list of individuals qualified to fill the vacancy, which consists of current Executive Council members or those who have left the Council in good standing within the last two years from the applicable Region.
 - 3.2. The proctor shall issue the aforementioned notice, which sets a date and time for the web conference. Association staff will provide support to the proctor in conducting an online balloting process using PollEverywhere or a similar process.
 - 3.3. The orientation of the newly elected Regional Representative shall occur no earlier than 28 days following the issuance of notice of the vacancy election (thus giving such person reasonable notice to arrange to attend said Board orientation).
 - 3.4. Time spent completing the unexpired term shall not count against the term limit specified in the Bylaws.
- 4. Removal. Any Regional Representative may be removed on the basis of any of the following:
 - 4.1. Malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Association. Such removal shall be decided by following the Impeachment Processing Procedures of the Policy Manual.
 - 4.2. More than one unexcused absence from a scheduled Board meeting during the year as determined by the Executive Committee with a concurrence vote by a simple majority of the Board of Directors.

- 4.3. A vote of “removal for cause” rendered by at least two-thirds of the entire Region’s Executive Council members based on documented violations of the Expectations of Service in Appendix I.
 - 4.3.1. Such a “removal for cause” petition must be filed with the Executive Director by at least three Executive Council members from the Region or a simple majority of the Board of Directors. The written complaints in the petition must be confined to violations of the Expectations of Service.
 - 4.3.2. Upon receipt of the “removal for cause” petition, the Executive Director shall immediately notify the accused and the other Executive Council members in the Region. The Executive Director shall also notify the remaining members of the Board of Directors on a “for information only” basis.
 - 4.3.3. The accused, at his/her option, has ten business days in which to issue a written rebuttal to the complaints in the petition, which the Executive Director shall immediately forward to the same parties listed in 4.3.2.
 - 4.3.4. The other Regional Representative from the same Region who was not named in the petition, if applicable, shall proctor a meeting of the Executive Council members of the Region to be scheduled within thirty days of receipt of the petition and based on at least ten days notice to all parties. Such meeting can be conducted by teleconference or other means. It may be proctored by the Association President or another member of the Executive Committee of the Board designated by the President should the Regional Representative not be available, declines to proctor the meeting, or is judged by the President to not be impartial.
 - 4.3.5. The meeting in 4.3.4 shall culminate in a vote on the “removal for cause” issue. A petition that receives a two-thirds affirmative vote of the entire Region’s Executive Council members will result in the accused’s removal from the Board. If the petition is not approved, a “removal for cause” petition may not be filed against the same Regional Representative for at least 180 days from the date of the vote.

APPENDIX I
EXPECTATIONS OF SERVICE TO THE APCO BOARD OF DIRECTORS

I, the undersigned, as a Regional Representative to the APCO Board of Directors will:

1. Secure the written approval of my employer (see Appendix II) to enable me to faithfully discharge my responsibilities [Note: This requirement is waived for a retired member.];
2. Commit to carry out my full term of service and participate in all scheduled meetings, either in person or by teleconference;
3. Schedule routine teleconferences to discuss concerns/issues with individual Chapter representatives in my Region;
4. Develop a communications strategy to solicit the views of the Chapters in my Region prior to Board meetings and to push information back out to the Chapters following Board action;
5. Give strong deference to each and every Chapter of my Region as the conduit on the Board to all Chapters in my Region, not just my own, and represent those Chapters and their issues as appropriate; and in concert with what is best for APCO International;
6. Exercise independent judgement with the care an ordinarily prudent person in a like position would exercise and in a manner reasonably believed to be placing the best interests of APCO International over that of one's Chapter, Region or own personal interest.
7. Be intellectually flexible enough to take a stand during deliberations, but ultimately support the consensus of the Board so as not to undermine the Association's position or create needless confusion;
8. Pay special heed to carry forward the concerns of individual Chapters in my Region that convey a disparate impact over a matter before the Board;
9. Review all supporting documents in advance so as to be well informed and actively engaged in Board meetings;
10. Handle sensitive issues/discussions as confidential and/or proprietary to not violate the Board's trust; and
11. Be a fully active and engaged participant of the Board of Directors and so committed as to assert that more than one unexcused absence from a scheduled Board meeting during the year is grounds for my removal.
12. Be willing to serve and assist the Executive Committee as a representative of APCO International at events within your region or elsewhere as requested.
13. Occupy no chapter-related officer posts.

Signature of Nominee

Date

APPENDIX II
EMPLOYER'S CONCURRENCE OF CANDIDACY
Regional Representative to the APCO Board of Directors
[Note: This requirement is waived for a retired member.]

_____ has discussed the desire to seek election as Regional Representative to the Board of Directors of the Association of Public-Safety Communications Officials-International, Inc. (APCO). During our discussion, we reviewed the Expectations of Service and understand the support the employer may be required to provide from time to time to support this candidate's effective service as a Regional Representative to the APCO Board of Directors.

As the candidate's employer, I recognize the mutual benefits of service to one's profession and pledge my support of the candidate's Board service, which may include, but may not be limited to, the following:

1. Service for typically a two-year term with the option for one renewal term.
2. Attendance at minimally four meetings per fiscal year of typically one day's duration for which two or more may require out-of-state travel that is fully reimbursable by APCO. Such meetings are typically scheduled months in advance, though special meetings may be called on shorter notice. The opportunity to participate in any meeting by web conference or through toll-free phone access will always be an option, though when scheduled as a face-to-face gathering, attendance at the meeting in person is preferable.
3. Investment of modest amounts of time on an ongoing basis to stay current with APCO activities and to communicate with representatives of APCO chapters in the region.
4. Access to email, telephone, facsimile, mail and Internet services at the workplace during normal work hours with APCO prepared to reimburse any use for Association business as needed.
5. Access to an e-mail account during normal work hours that allows for incoming messages with attachments to be delivered to the candidate individually.
6. During Board deliberations, the candidate is obliged to put the professional interests of APCO first and represent all chapters of the region equally well and to show appropriate loyalty and fidelity to decisions arrived at by the Board.
7. Notwithstanding the commitments noted above, APCO understands that certain responsibilities of the candidate to his/her employer may need to take precedence and APCO will provide reasonable assistance in supporting such arrangements.

I hereby agree to provide the above support of my employee if elected to serve as a member of the Board of Directors of the Association of Public-Safety Communications Officials-International, Inc.

SIGNED: _____ DATE: _____

PRINTED NAME OF SUPERVISOR: _____

EMPLOYER NAME: _____

APCO-International and/or Public Safety Foundation of America CONFLICT OF INTEREST AND EMPLOYMENT DISCLOSURE FORM

Please provide the information requested below for yourself and those meeting the following definition of Affiliated Persons for the Organization (APCO/PSFA):

any family member, defined as ...

1. spouse, a legally-recognized domestic partner, or a “significant other” person of the same household;
2. a brother, sister, parent, grandparent, child, grandchild, great grandchild, niece or nephew (by whole or half blood) of, or the object of a guardianship by, the interested person or related persons listed in 1; or
3. spouse, a legally-recognized domestic partner, or a “significant other” person of the same household, of an individual listed in 2.

any corporation or organization of which you are an officer or a partner or are, directly or indirectly, the beneficial owner of 10 percent or more of any class of equity securities; or

any trust or estate in which you have a substantial beneficial interest or as to which you serve as a trustee or in a similar capacity.

1. NAME (Please print):

2. Do you, or any of your Affiliated Persons, serve as a paid employee, consultant or contractor of APCO/PSFA (including as an Instructor)?

YES

NO

If yes, please specify job title, supervisor (if any), and hire date:

3. Please indicate whether you or any of your Affiliated Persons had, have, or will have any direct or indirect interest in any business transactions(s) to which APCO/PSFA is a party.

YES

NO

If yes, please describe the transaction(s):

4. Are you or any Affiliated Person a party to or have an interest in any pending legal proceedings involving APCO/PSFA directly or indirectly?

YES NO

If yes, please describe the proceeding(s):

[Redacted]

5. In the past year did you or any of your Affiliated Persons receive, or are you entitled to receive, directly or indirectly, any gifts, favors, in-kind services or other personal benefits as a result of your relationship with APCO/PSFA that could be valued in excess of \$75? (e.g., equipment, trips, tours, clothing). This does NOT include compensation or allowable expense reimbursements directly related to your duties to APCO/PSFA.

YES NO

If yes, please describe the benefit:

[Redacted]

6. Do you occupy a fiduciary position (e.g., director, principal officer, or member of a council, committee or any body with governing board delegated powers), whether compensated or uncompensated, with another entity which competes with APCO/PSFA or with which APCO/PSFA has (or is proposing to enter into) a contract, transaction or arrangement?

YES NO

If yes, please describe the position(s):

[Redacted]

7. Are you aware of any other events, transactions, arrangements or other situations involving you or any Affiliated Person that you believe should be examined by APCO/PSFA in accordance with the terms and intent of the Conflict of Interest Policy?

YES NO

If yes, please describe the situation(s):

[Redacted]

8. Employment-Related Income: Primary Employer and Other Sources

Voting-eligible membership in APCO is reserved for the following:

“Personnel responsible for design, construction, installation, maintenance, command, and operation of public safety systems and supporting information systems. Such persons must be employed by, retired from or a volunteer of a governmental entity or a contractor of a governmental entity providing the described services. Members must be actively engaged in or retired from the performance of the described services for the specific entity on a regular basis and may not have a conflicting commercial interest which provides a significant portion of their income. Examples of qualifying positions include but are not limited to engineers, technicians, managers, supervisors and telecommunicators.”

List below ALL sources of employment-related income, listing first your primary employer (the entity of which you are employed or retired that satisfies the above criteria).

Retired with no income from non-pension/investment sources
(If checked, list entity below, but skip percentage calculations.)

<u>SOURCES OF INCOME FROM EMPLOYMENT</u> (including consulting and contractual sources)	<u>PERCENT OF TOTAL INCOME</u>	
	<u>CURRENT CALENDAR</u>	<u>NEXT CALENDAR</u>
	<u>YEAR (estimated)</u>	<u>YEAR (projected)</u>

[Redacted]

[Redacted]

[Redacted]

[Note: Be sure to submit an amended form at any time that your situation markedly changes.]

I HEREBY CONFIRM that I have read and understand the Conflict of Interest and Voting Membership Policies of APCO/PSFA and that my responses to the above items are complete and correct. I agree to comply with the Policies and to update this form as warranted. I further understand that APCO/PSFA is a charitable enterprise and must comply with all requirements of a tax exempt entity.

SIGNATURE: [Redacted]

DATE: [Redacted]

Intellectual Property Rights Policy of APCO International

1. Scope: Intellectual Property Rights or “IPR” refers to the rights that individuals and companies may have in what are sometimes referred to as “creations of the mind,” i.e., inventions, literary and artistic works, and symbols, names, images, and designs used in commerce. IPR may arise from or be evidenced by patents and patent applications, copyrights, trademarks, and trade secrets.

2. Purpose: The purpose of the Intellectual Property Rights Policy of APCO International is to:

- a. Promote awareness of IPR issues among APCO committee members in order to permit informed decision making about the tradeoffs associated with technical alternatives that may be encountered in the course of the committee’s work;
- b. Ensure that implementers of APCO developed standards and policies are not unreasonably inhibited by IPR licensing requirements; and
- c. Allow for the protection of the IPR of committee members or their employers or other organizational affiliations (in either case a “Sponsor Organization”) in conformance with the *Essential Requirements* of the American National Standards Institute (ANSI), including the ANSI Patent Policy.

3. Confidentiality and Non-Disclosure:

- a. Committee members are encouraged to treat information that may be learned as a result of participating in the committee that is not otherwise publicly available as confidential information. Such information should not be disclosed to any person or organization that does not need to know such information in order to assist in the work of the committee.
- b. Committee members are prohibited from disclosing any work products not otherwise publicly available (including such things as draft or completed standards, communications, records and working documents) to any person or organization for any purpose without the prior written permission of APCO.

4. Patents: APCO supports in principle the drafting of a standard or policy that includes the use of an Essential Patent Claim if it is determined that technical reasons justify this approach. An Essential Patent Claim is a pending or issued patent claim whose use would be required for compliance with a standard or policy under development. Consistent with ANSI Patent Policy, committee members have the following obligations:

- a. Each individual participating in the committee on his or her own behalf is obligated to notify the committee “secretary” in writing of the existence of any Essential Patent Claim which he or she owns or controls.
- b. Each individual participating in the committee on behalf of a Sponsor Organization is obligated to notify the committee “secretary” in writing of the existence of any Essential Patent Claim which he or she owns or controls or which the Sponsor Organization owns or controls or has a right to own or control. This obligation extends only to Essential Patent Claims that the individual is personally aware or would reasonably become aware by a good-faith inquiry with their Sponsor Organization.
- c. In any notice provided to the “secretary” under the preceding “a” and “b” subsections, committee members are encouraged but not required to disclose additional information regarding the Essential Patent Claim(s) so as to enable the committee to evaluate the potential impact of the claimed IPR on its proceedings. Committee members are encouraged to notify the “secretary” as soon as practical during the standard or policy development process.

- d. All committee members are encouraged but not obligated to disclose third-party or other patent IPRs of which the member is aware and that may be relevant to the committee proceedings. Committee members have no obligation to search for or identify relevant third-party patents or patent applications. Likewise, APCO is not responsible for identifying or evaluating patents for which a license may be required by an existing or developing standard or policy.

5. Copyright: Committee members acknowledge and agree that all right, title and interest that he or she may now or in the future have in all written documents or other forms of expression produced by the committee in the course of developing a standard or policy will belong to APCO as a “work made for hire” under the Copyright Act, of which APCO will be deemed the author. In the event that a committee member’s contribution is deemed other than a “work made for hire,” the committee member irrevocably assigns and agrees to assign, transfer and convey to APCO all right title and interest in such written documents and other forms of expression in all tangible mediums.

- a. To the extent that an committee member holds a prior copyright interest in a contribution to the committee, such member will and hereby does grant to APCO a perpetual, irrevocable, worldwide, restriction-free, royalty-free license to use the copyright holder’s work in any medium with the right to directly and indirectly sublicense, copy, publish, and distribute the contribution in any way, and to prepare derivative works that are based on or incorporate all of the contribution. On request, committee members will provide a copyright statement with respect to each contribution and will execute such other documents as reasonably requested to comply with this policy.
- b. By making a contribution to the committee, a member represents and warrants that s/he owns or controls the copyright in the content of the contribution and has the right to grant the license required by this agreement. Where a copyright in a contribution is owned or controlled by a member’s Sponsor Organization, a contributing member is obligated to identify to the committee “secretary” the Sponsor Organization’s ownership interest and represents and warrants that s/he is authorized by such Sponsor Organization to grant the license required by this agreement.

6. Trademark: From time to time, APCO may adopt, use, and register a name or logo to identify, promote, certify and/or distinguish a standard or policy, the organization in whole or in part, or its members. Committee members agree and acknowledge that such trademarks are the property of APCO at all times and that membership in the committee does not in and of itself grant any right in or license to use APCO trademarks.

7. Trade Secrets: APCO cannot guarantee the confidentiality of information shared with the committee. Consequently, committee members will not be expected to reveal trade secret or other confidential information in the course of participation in any committee activity.

8. Antitrust: Antitrust laws regulate trade and commerce by preventing practices such as unlawful restraints, price-fixing and monopolies, thereby promoting competition for the protection and benefit of the consuming public. APCO is committed to fully complying with the antitrust laws. From time-to-time industry competitors may be represented on the same APCO committee. All committee members have an obligation to avoid or end any discussion or activity, seek the advice of legal counsel, and, if necessary, end any meeting if the discussion or activities could be construed to raise any antitrust issues. Committee members are encouraged to voice any and all concerns in this regard to the committee directly or to the committee “secretary” so that such concerns may be addressed.

9. No Conflict: This Intellectual Property Rights Policy of APCO International is intended to summarize, and not in any way change, add to or otherwise modify the Intellectual Property Rights Policy set forth by ANSI. In the event of any difference (be it an expansion, contraction, or conflict) between the obligations set forth in this document and the ANSI IPR policy, the ANSI IPR policy shall control. Members are encouraged to read the full ANSI IPR policy to determine the policies and procedures applicable to their Committee service.

- **I have reviewed, acknowledge and agree to abide by the *Intellectual Property Rights Policy of APCO International* as it may relate to my committee service especially in developing policies or standards. If I am representing a “Sponsor Organization,” I warrant that I have authority to bind it as well to the requirements and obligations of this policy.**

SIGNATURE:

DATE: