

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 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.
 - 1.3 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 Executive Council members filing 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 30 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. The only proxies permitted are by members duly recognized as alternates by the Management Committee 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 presider 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.
- 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 teleconference or similar means with at least ten days notice. Time spent completing the unexpired term of the Regional Representative 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. Be intellectually flexible enough to take a stand for my Region during deliberations, but ultimately support the consensus of the Board so as not to undermine the Association's position or create needless confusion;
7. 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;
8. Review all supporting documents in advance so as to be well informed and actively engaged in Board meetings;
9. Handle sensitive issues/discussions as confidential and/or proprietary to not violate the Board's trust; and
10. 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.

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 without regard to employer views or interests.
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: _____