

## **ARTICLE VII: COMMITTEES AND TASK FORCES**

### **SECTION 7.4: Commercial Advisory Council**

[Changes are subject to approval by a two-thirds majority of the whole Board of Directors.]

#### **PURPOSE**

To establish a structure for the Commercial Advisory Council and selection procedures for its representative on the Board of Directors.

#### **AUTHORITY**

The composition of the Board of Directors shall include one member of the Commercial Advisory Council selected pursuant to Article VII of the Bylaws.

#### **POLICY**

1. The Commercial Advisory Council ("CAC") shall:
  - 1.1 Provide guidance and support to enhance the Association's relationships with the commercial community;
  - 1.2 Provide guidance and support to the Executive Director and the Annual Conference staff on matters related to the exposition portion of the Annual Conference and other conferences or events that involve corporate sponsorship and/or participation;
  - 1.3 Support APCO's Corporate Partnership Program;
  - 1.4 Assist staff in soliciting sponsors for APCO's Annual Conference, its symposiums, and such activities for which sponsorships may be appropriate;
  - 1.5 Promote active participation of members in the "Commercial Member" category at the Chapter level, including participation in the Chapter Commercial Advisory Member ("CCAM") program;
  - 1.6 Support expansion of APCO into other parts of the world through existing International Chapters and Affiliates or through the development of new International Chapters and Affiliates; and
  - 1.7 Elect one of its members as a representative to the Board of Directors.
2. Membership on the CAC is restricted to current members of the Association in the "Commercial Member" category.

3. The Annual Meeting of the CAC shall be held in conjunction with the Association's Annual Conference at a place and time that is announced to Commercial Members at least 30 days in advance.
  - 3.1 Any Commercial Member is welcome to attend the Annual Meeting of the CAC, gain speaking rights through the presider, and make nominations from the floor, but only installed members of the CAC may vote on matters, including elections.
4. Composition of the CAC and Nominations Process
  - 4.1 The CAC shall consist of no less than 12 and no more than 24 representatives as recommended by a Nominations Committee and elected at the CAC Annual Meeting to staggered four-year terms in which no more than a fourth of the CAC is selected each year.
  - 4.2 The Nominations Committee shall nominate, at the Annual Meeting, a single slate of candidates from among all eligible Commercial Members for election as members of the CAC. A single slate means that the Committee shall nominate only the number of candidates needed to fill the vacant seats and/or seats that are expiring at the Meeting. Reasonable efforts will be made to nominate six candidates (one-fourth of the 24-member maximum), but this will not be required. The minimum number of candidates nominated will be three, which would be sufficient to support the minimum membership level of the CAC.
    - 4.2.1 The Nominations Committee shall issue a Call for Nominations no later than April 1 of each year and will accept nominations for a minimum of sixty days.
    - 4.2.2 In preparing its recommended slate, the Nominating Committee shall strive to ensure the CAC as a whole reflects a diversity of regions, commercial interests, experience levels and skills.
    - 4.2.3 By July 1 the Nominations Committee shall issue a report to the CAC and Commercial membership on the nominated slate of members.
    - 4.2.4 Nominations from any eligible Commercial Member must also be accepted from the floor. Nominations do not have to be seconded.
    - 4.2.5 The current membership of the CAC will vote from the full slate of nominees to select the appropriate number of members due to be elected.
  - 4.3 Successfully elected candidates to the CAC shall be installed immediately. With the new CAC members installed, elections shall proceed for the leadership positions noted below, depending on the year.
5. Chair and Vice-Chair
  - 5.1 A Chair and Vice-Chair shall be elected from and by members of the CAC in an even-numbered year to a two-year term and shall serve no more than four consecutive years in the same office.
  - 5.2 The Chair and Vice-Chair shall have served on the CAC during the year prior to their election except in circumstances where no candidates meeting this qualification have sought the position.

- 5.3 The Chair shall preside at all meetings of the CAC, except the elections portion of the Annual Meeting shall be conducted by the Nominations Chair, or another member of the Nominations Committee. In the absence of the Chair, the Vice-Chair shall perform the duties of the Chair.
- 6. CAC Representative to the Board of Directors ("Board")
  - 6.1 The CAC Representative to the Board shall be elected in an odd-numbered year to a two-year term and shall serve no more than four consecutive years. To be eligible for nomination to this position, the individual shall have served on the CAC during the year prior to election to the position.
  - 6.2 The nomination for this position shall include submission of all of the following:
    - 6.2.1 A statement identifying the member's qualifications and interest in service (not to exceed 300 words);
    - 6.2.2 A signed *Expectations of Service* in Appendix I; and
    - 6.2.3 A signed *Employer's Concurrence of Candidacy* in Appendix II.
  - 6.3 The Nominations Chair must receive all nomination packages no later than July 10 of the year in which the candidate is seeking election.
  - 6.4 Only those CAC members filing complete nomination packages by the above deadline will be eligible to stand for election. If no member files a complete nomination package by the deadline, only then shall nominations for this position be accepted from the floor. 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. A signed *Employer's Concurrence of Candidacy* in Appendix II shall be submitted to the Executive Director no later than 30 days following the CAC Representative's election.
  - 6.5 Limited Proxy Authority at Board of Director Meetings
    - 6.5.1 The CAC Representative needs to make participation in Board meetings a priority, but should s/he be unavailable to participate in person or by teleconference, the CAC Representative shall designate the CAC Chair, or Vice-Chair (should the Chair also not be available), to participate and vote the CAC Representative's proxy provided written notification is presented to the presiding officer by the start of the Board meeting.
    - 6.5.2 Such proxy notice must specifically identify the Board meeting date in question and the holder of the proxy and must be signed by the CAC Representative. Faxed or e-mailed versions of the proxy notice may suffice provided that the authenticity can reasonably be verified.
    - 6.5.3 Failure by the CAC Representative to participate in a Board meeting without securing a proxy shall be regarded as an unexcused absence.
  - 6.6 Removal. The CAC Representative may be removed on the basis of any of the following:

- 6.6.1 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 this Policy Manual.
- 6.6.2 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.
- 6.6.3 A vote of “removal for cause” rendered by at least two-thirds of the entire CAC based on documented violations of the *Expectations of Service* in Appendix I.
  - 6.6.3.1 Such a “removal for cause” petition must be filed with the Executive Director by at least three CAC members 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*.
  - 6.6.3.2 Upon receipt of the “removal for cause” petition, the Executive Director shall immediately notify the accused and the CAC members. The Executive Director shall also notify the remaining members of the Board of Directors on a “for information only” basis.
  - 6.6.3.3 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 6.6.3.2.
  - 6.6.3.4 The CAC Chair, or Vice-Chair in the absence or recusal of the Chair, shall conduct a meeting of the CAC 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 conducted by the Association President or another member of the Executive Committee of the Board designated by the President should both the CAC Chair and Vice-Chair not be available, or decline to conduct the meeting, or are judged by the President to not be impartial.
  - 6.6.3.5 The meeting in 6.6.3.4 shall culminate in a vote on the “removal for cause” issue. A petition that receives a two-thirds affirmative vote of the entire CAC 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 CAC Representative for at least 180 days from the date of the vote.

7. Election Procedures for Chair, Vice-Chair and CAC Representative to the Board
  - 7.1 The Nominations Chair (or designee) shall give each candidate for each office in turn, based on alphabetical order by last name, up to two minutes to present their qualifications. The Nominations Chair shall remain neutral throughout the deliberations and offer no opinions as to the relative merits of the candidates.
  - 7.2 The Nominations Chair (or designee) will conduct the election for each office by paper ballot of all CAC members that are present for the elections meeting. Each member may only vote once per round of balloting for each available position.
  - 7.3 If no candidate for an office receives a simple majority of the vote on the first ballot, then a “run-off” election shall be conducted.
    - 7.3.1 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.
    - 7.3.2 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.
    - 7.3.3 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.
    - 7.3.4 Any two-way tie shall be broken by declaring a win for the candidate winning the best of three coin tosses.
8. Nominations Committee
  - 8.1 The CAC Nominations Committee shall consist of three members each serving staggered three year terms.
  - 8.2 At each Annual Meeting, after completing all other elections, the CAC Members shall elect one member of the Nominating Committee for a three-year term. The three Nominating Committee members shall also caucus to select a Chair of its Committee for the next year.
9. The CAC shall have the power to fill vacancies in any position for the remainder of the unexpired term at any meeting of the CAC provided the notice of the meeting includes mention of this agenda item.

**APPENDIX I**  
**EXPECTATIONS OF SERVICE AS THE COMMERCIAL**  
**REPRESENTATIVE ON THE APCO BOARD OF DIRECTORS**

**I, the undersigned, as the Commercial Advisory Council (CAC) 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;
2. Commit to carry out my full term of service and to participate in all scheduled meetings, either in person or by teleconference;
3. Schedule routine teleconferences to discuss concerns/issues with the CAC;
4. Develop a communications strategy to solicit the views of the CAC prior to Board meetings and to push information back out to the CAC following Board action;
5. Support communications strategies implemented by the CAC to keep the Chapter Commercial Advisory Members (CCAMs) and all Commercial members informed on CAC views and positions on Board issues;
6. Give strong deference to the CAC as the conduit on the Board to all Commercial Members, not just my company, and represent the entire CAC and its issues as appropriate; and in concert with what is best for APCO International;
7. Be intellectually flexible enough to take a stand for the CAC during deliberations, but ultimately support the consensus of the Board so as not undermine the Association's position or create needless confusion;
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 meeting during the year is grounds for my removal.

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Signature of Nominee

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Date

## APPENDIX II

### EMPLOYER'S CONCURRENCE OF CANDIDACY CAC Representative to the APCO Board of Directors

\_\_\_\_\_ has discussed the desire to seek election as a Commercial Advisory Council (CAC) 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 CAC 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 the CAC and commercial members in general.
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 commercial interests 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 ORGANIZATION NAME:** \_\_\_\_\_