

1 **BYLAWS**
2 **OF**
3 **APCO INTERNATIONAL, INC.**
4 (Revised: _____, 2008)

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6 **ARTICLE I**
7 **OFFICES**
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9 Section 1.1 Name. The name of this corporation is the Association of Public-Safety
10 Communications Officials International, Inc., also known as APCO International, Inc.
11 (“Association”).
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13 Section 1.2 Office. The registered office of the Association is located at the principal
14 place of business within the State of Florida. The Corporation may also have offices at such
15 other places as the Board of Directors may from time to time determine or the business of the
16 Corporation may require.
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18 **ARTICLE II**
19 **PURPOSES**
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21 Section 2.1 Primary Purpose. The members of this nonprofit Association serve or
22 support that function of government which provides public safety communications services in
23 areas of law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue
24 and medical services, emergency management, and other activities supported or endorsed by
25 federal, state and local governments. The primary purposes of this Association are (i) to foster
26 the development and progress of public safety communications and supporting information
27 technologies by means of research, planning, coordination, training and education in areas
28 concerned with law enforcement, fire, emergency rescue and medical services, conservation,
29 forestry, highway maintenance, emergency management and other public safety services; (ii)
30 promote the rapid and accurate collection, exchange and dissemination of information relating to
31 emergencies and other vital public safety communications among and between all levels of local,
32 state and federal governments and those who work with them; (iii) represent its members, public
33 safety communications and supporting information technological interests in general before
34 regulatory and policy-making bodies as may be appropriate; and (iv) strive to protect the citizen
35 and their property and provide for their welfare by these and other appropriate means.
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37 **ARTICLE III**
38 **MEMBERSHIP**
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40 Section 3.1 Membership. Membership in the Association shall be open to persons in
41 good standing who satisfy the requirements of the Membership Policy as established and
42 amended by the Quorum.
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44 Section 3.2 Voting Rights. All persons in a voting-eligible category of Membership
45 are entitled to one vote on each matter submitted to a vote under the Quorum.
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47 Section 3.3 Positions of Leadership. Positions on the Executive Council, Board of
48 Directors, Executive Committee, or Chapter Board of Officers may only be held by voting-

eligible Members, subject to the individual satisfying all other eligibility criteria for the position being sought, except that individuals selected to a post that is intended to solely represent Association or Chapter members in a non-voting category must themselves be members in the same non-voting category.

Section 3.4 Revocation. If, at any time, a member shall violate any of the terms of Membership, the Association may revoke the individual's membership pursuant to the policies and procedures of the Association.

ARTICLE IV CHAPTERS & REGIONS

Section 4.1 Chapters. The Association may establish Chapters within the United States and its territories and in other countries as authorized by the Executive Council. Chapters shall function as independent sub-divisions of the Association that are required to comply with the Bylaws of the Association but in all respects are separate and distinct organizations operating independently of the Association and financially responsible for their own operations.

Section 4.2 Regions. The Chapters of the Association located in the United States and its territories shall be divided into and be members of four Regions based upon the geo-political boundaries of the following states, territories, and other designations:

Western States: Alaska, Arizona, California, Colorado, Hawaii, Idaho, Montana, Nevada, New Mexico, Oregon, Utah, Washington, Wyoming, Guam and Samoa.

North Central: Illinois, Indiana, Iowa, Kansas, Kentucky, Michigan, Minnesota, Missouri, Nebraska, North Dakota, Ohio, South Dakota, Wisconsin.

East Coast: Connecticut, Delaware, Maine, Maryland, Massachusetts, New Hampshire, New Jersey, New York, North Carolina, Pennsylvania, Rhode Island, South Carolina, Vermont, Virginia, West Virginia, Washington, D.C.

Gulf Coast: Alabama, Arkansas, Florida, Georgia, Louisiana, Mississippi, Oklahoma, Tennessee, Texas, Puerto Rico, the United States Virgin Islands, and the International Chapter that will be represented at regional proceedings by its Executive Council member.

Section 4.3 International. A Chapter to be known as the International Chapter shall consist of all individual members of the Association, who do not reside and/or work within the geographic boundaries of the United States or its territories or within the geographic boundaries of any other Chapter of the Association, as defined in the charters of those Chapters. The Executive Committee of the Board of Directors shall serve as the officers of this Chapter.

ARTICLE V QUORUM

Section 5.1 Membership Quorum. Voting-eligible Members attending a business meeting of an Annual Conference shall constitute a Quorum.

ARTICLE VI EXECUTIVE COUNCIL

Section 6.1 Selection. The Executive Council shall consist of one member selected by each of the Chapters in accordance with the requirements of the Chapter's Constitution and/or Bylaws, or in the case of the International Chapter, a nomination process overseen by the Executive Committee of the Board of Directors. Executive Council members shall serve as a conduit for the exchange of information between the Board of Directors and the Chapters.

Section 6.2 Meeting. The Executive Council shall meet at the Annual Conference to consider any requests to create, modify or cancel the charters of Chapters, except the International Chapter; make recommendations on any Bylaw amendments or certain Policy changes that require ratification by the Quorum; and to provide advice to the Board of Directors on matters of strategic planning.

ARTICLE VII BOARD OF DIRECTORS

- Section 7.1 Composition. The Board of Directors shall consist of:
- (a) The Executive Committee;
 - (b) Two members selected by each Region;
 - (c) One member of the Commercial Advisory Committee;
 - (d) The Executive Director, who shall serve as a non-voting member.

With the exception of (c) above, no member of the Board of Directors shall represent a commercial interest. With the exception of (d) above, no member shall be a full-time salaried employee of the Association.

Section 7.2 Terms. Directors fulfilling roles listed in (b) and (c) above shall serve two-year terms with none serving more than four consecutive years. One Director from each region serving under (b) shall be selected in an odd-numbered year, and the other selected in an even-numbered year. The Director in (c) shall be selected in the even-numbered year.

Being newly constituted following the Quorum in 2008, all Directors fulfilling roles listed in (b) and (c) above shall be selected in that year from among existing Executive Council members who will caucus regionally to make their selections. One Director from each region serving under (b) above shall serve an initial term of three years and such members will not be eligible to serve in the same capacity on the Board of Directors until at least one year from the completion of their initial term.

Section 7.3 Selection. Following the initial selection in 2008, the selection shall be in accordance with free and fair election guidelines developed by the Association in accordance with timetables established by each Region and the Commercial Advisory Committee provided that such selection is made and results transmitted to the Executive Director at least sixty (60) days prior to the Annual Conference. Eligibility under (b) is restricted to Executive Council members from each Region and only one person from a Chapter may serve under (b) at any one time. Each Chapter is entitled to one vote in the selection of Directors under (b).

Section 7.4 Duties. The Board of Directors shall:

- (a) Approve the annual budget or any change to the approved annual budget, except the Executive Committee and/or the Executive Director may make modifications which are within pre-defined limits that the Board of Directors establish;
- (b) Approve the purchase or sale of real property by the Association, except that it may grant authority to the Executive Committee and/or the Executive Director to enter into contracts to purchase or sell real property subject to compliance with pre-defined limits established by the Board of Directors;
- (c) Establish a new project under the APCO Project Series;
- (d) Review and approve the Association's goals and objectives as recommended by the Executive Committee;
- (e) Review and approve the Executive Director's goals and objectives for the Association staff and management team;
- (f) Review and approve the Executive Director's formal business plan previously approved by the Executive Committee;
- (g) Report its activities. Each Director has the responsibility to issue a formal report to his/her constituency; and
- (h) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Directors of itself.

Section 7.5 Voting. Actions by the Board of Directors shall require the vote of a majority of those at any meeting at which a quorum is present, except changes to Policy shall require at least two-thirds approval of the voting membership of the body.

Section 7.6 Meetings. The Board of Directors shall meet quarterly, but may convene more or less frequently as the body itself may agree. A majority of the voting membership of the body shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 7.7 Action by Petition. Should more than a third of the number of Chapter Presidents or members of the Executive Council petition the President in writing regarding a single issue, other than amendment of the Bylaws, the President shall poll the Board of Directors in the matter. Should the Board of Directors approve the petition, the President shall forthwith act accordingly.

ARTICLE VIII

EXECUTIVE COMMITTEE OF THE BOARD

Section 8.1 Authority. The business and affairs of the Association shall be managed by an Executive Committee of the Board of Directors, which may exercise all such powers of the Association and do all such lawful acts and things on its behalf as are not forbidden by statute, the Certificate of Incorporation or these Bylaws and are not specifically reserved to be performed by others in these Bylaws.

Section 8.2 Composition. The Executive Committee consists of the following:

- (a) A President who shall advance from the position of First Vice-President,
- (b) A First Vice-President and a Second Vice-President who shall be elected by the eligible voting membership of the Association,

- (c) The Executive Director who shall serve as a non-voting member.
- (d) The Immediate Past President.

Section 8.3 Duties. The Executive Committee shall:

- (a) Prepare and maintain an annual budget for the Association;
- (b) Provide oversight and direction to the Executive Director;
- (c) Maintain the Association Strategic Plan and set goals and objectives in accordance with such plan; and
- (d) Perform all functions and do those acts that are not specifically reserved in these Bylaws to be performed by others.

Section 8.4 Terms of Office. Members of the Executive Committee shall serve from the time they are installed in office until their successors are installed in office unless they are removed, resign, otherwise vacate the office or become ineligible by virtue of engaging in a commercial capacity as set forth in the Membership Policy;

Section 8.5 President-Elect. Until such time as the President-Elect position is eliminated with the close of the Membership Quorum in 2009, the election and processes pertaining to that office shall be the same in intent as those pertaining to the First Vice President, and those for the First Vice President shall be similar in scope to those pertaining to the Second Vice President. [In 2009, candidates for First Vice President and Second Vice President shall not advance, but shall as incumbents stand for re-election to the same posts.]

Section 8.6 Succession and Election. The First Vice President shall automatically succeed to the office of President. The incoming First Vice-President, and Second Vice-President shall be elected by a simple majority vote of the Association's members casting ballots in accordance with procedures established by the Board of Directors.

Section 8.7 Qualifications. Candidates for First Vice-President, and Second Vice-President shall meet or exceed the minimum qualifications listed below.

- (a) Be a voting-eligible Member in good standing serving in a non-commercial capacity as set forth in the Membership Policy;
- (b) Be a citizen of the United States; and
- (c) Have served at least two years in an elected office of a Chapter.

Section 8.8 Meetings and Voting. The Executive Committee shall meet and conduct the business of the Association at such times and places as the President or a majority of the Officers shall indicate. At all meetings of the Executive Committee, or of any committee of the Association, a majority of the voting membership of the respective body shall be necessary and sufficient to constitute a quorum for the transaction of business, and the vote of a majority of those at any meeting at which a quorum is present shall be the act of that respective body, except as otherwise provided herein. The President shall advise the Board of Directors of any significant actions taken at meetings of the Executive Committee.

ARTICLE IX

OFFICERS

Section 9.1 The President shall:

- (a) Preside at all Association business meetings, except as provided in this Article and as determined during the Annual Conference
- (b) Serve as Chair of the Board of Directors and the Executive Committee.
- (c) Serve as Chair of the Board of Directors for each of the Association's subsidiaries and the President of the International Chapter.
- (d) Make appointments to fill vacancies in accordance with this Article.
- (e) Perform such other duties as may be required that are not specifically assigned to others.

Section 9.2 The First Vice President (or President-Elect through August 2009) shall:

- (a) Serve in the absence of the President.
- (b) Preside over the portion of the Board of Directors meeting at which the proposed budget for the ensuing year is being considered.
- (c) Serve on the Board of Directors for each of the Association's subsidiaries and Secretary of the International Chapter.
- (d) Perform such other duties as may be required that are not specifically assigned to others.

Section 9.3 The Second Vice President shall:

- (a) Serve in the absence of the President and First Vice President.
- (b) Serve on the Board of Directors for each of the Association's subsidiaries and an officer of the International Chapter.
- (c) Perform such other duties as may be required that are not specifically assigned to others.

Section 9.4 The Immediate Past President shall:

- (a) Participate in meetings of the Executive Committee in a non-voting advisory capacity, but shall have voting rights at meetings of the Board of Directors for the year following the conclusion of the term as President;
- (b) Serve on the Board of Directors for each of the Association's subsidiaries and an officer of the International Chapter;
- (c) Perform such other duties as may be required that are not specifically assigned to others.

Section 9.5 Vacancies. A vacancy in the office of President or First Vice President, other than a temporary vacancy expected to last less than 90 days, shall be filled by advancement-in-rank by the next lower ranking elected officer. Such advancement-in-rank shall be in an "Acting" capacity.

- (a) A vacancy in the office of Second Vice-President, other than a temporary vacancy expected to last less than 90 days, shall be filled by an appointment made by the President. Such appointment shall be subject to review and approval as follows: a) certification by the Credentials Committee that the appointee satisfies the eligibility requirements for service on the Executive Committee; b) confirmation by the remaining members of the Executive Committee; and c) ratification by the Board of Directors.

(b) A vacancy in the offices of President, First Vice-President or Second Vice-President that occurs after April 1 or otherwise is expected to last less than 90 days may be left vacant until the next regular election of officers or the return of the currently elected officer. Such decision to leave the office vacant shall require a majority vote of the remaining members of the Executive Committee with prompt notice provided to the full Board of Directors.

Section 9.6 Removal from Office. Officers may be removed from office for reasons of malfeasance, misfeasance, or nonfeasance of duty, or for committing an act that brings significant discredit to the Association. The President may suspend an officer from the performance of his/her duties during the period between that officer being impeached and the Board of Directors adjudicating the matter. In the event the President is impeached, then the senior member of the Executive Committee who was not impeached may suspend the President from the performance of his/her duties during the period between the President being impeached and the Board of Directors adjudicating the matter. The office occupied by the suspended officer shall remain vacant until such time as the matter leading to the suspension has been adjudicated by the Board of Directors or otherwise appropriately resolved.

ARTICLE X MISCELLANEOUS MEETING PROVISIONS

Section 10.1 Absence of Quorum. If a quorum shall not be present at any meeting of the Executive Committee, Board of Directors or any committee of the Association, the members thereat may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

Section 10.2 Meetings by Telephone or Web Conferencing. 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.

ARTICLE XI EXECUTIVE DIRECTOR

Section 11.1 Executive Director. The appointment and removal of the Executive Director shall be the decision of the Executive Committee with the consent of two-thirds of the Board of Directors. The Executive Director is directly responsible and shall report to the Executive Committee. All other staff shall be hired by and report to the Executive Director, except that an individual retained as Controller shall report discrepancies directly to the Executive Director, the Executive Committee and/or the Board of Directors as appropriate in the professional conduct of his or her responsibilities.

ARTICLE XII MEMBERSHIP DUES

Section 12.1 Dues. The members shall pay annual dues to the Association under a structure and policy established by the Quorum. Adjustments in accordance with the cumulative change in the Consumer Price Index (CPI) rounded to the nearest U.S. dollar for the preceding

calendar year or years since the last increase may be approved by the Board of Directors. Increases exceeding the CPI require approval by the Quorum.

ARTICLE XIII GENERAL PROVISIONS

Section 13.1 Interest of Members. No member of the Association shall have any right, title or interest in or to the whole or any part of the property or assets of the Association, and no member shall be entitled to either the whole or any part thereof in the event of the termination of his or her membership in the Association and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Association. All Officers of the Association shall be deemed to have expressly consented and agreed that upon such dissolution or winding up of the affairs of the Association, whether voluntary or involuntary, the assets of the Association, after all debts have been satisfied, then remaining in the hands of the Association shall be distributed, transferred, conveyed, delivered, and paid over, in such amounts as the Quorum or Board of Directors by a two-thirds vote may determine or as may be determined by a court of competent jurisdiction upon application of the Executive Committee, exclusively to an organization of similar purposes which would then qualify under the same provisions of Section 501(c) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

Section 13.2 Indemnification. The Association shall, to the full extent of its power to do so, indemnify any and all present and former officers, Board of Directors, Executive Council members, employees, committee members and other agents of the Association against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by them in connection with any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of their being or having been officers, directors, employees, committee members, or agents of the Association; except in relation to matters as to which any such person shall be finally adjudicated in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interest of the Association, or, with respect to any criminal action or proceeding, where such person is finally adjudged to have had reasonable cause to believe that his or her conduct was unlawful. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any other bylaw, agreement, or otherwise.

ARTICLE XIV AMENDMENTS

Section 14.1 Power to Amend. These Bylaws may be amended or repealed, and new Bylaws may be adopted, by resolution adopted by a two-thirds majority of the Quorum in regular session provided that notice of the proposed amendment is contained in the notice of the meeting that is posted and postmarked no later than thirty (30) days prior to the meeting of the Quorum. Such amendments shall become effective upon the adjournment of the Annual Conference at which they were adopted unless the resolution specifies an alternate effective date.