

BYLAWS

OF

THE ASSOCIATION OF PUBLIC-SAFETY COMMUNICATIONS OFFICIALS INTERNATIONAL, INC.

AS ADOPTED BY THE MEMBERSHIP QUORUM

August 19, 2009

AND FURTHER AMENDED

August 5, 2014

August 18, 2015

LAST VERIFIED AS ACCURATE BY THE BYLAWS COMMITTEE

September 15, 2015

Verified by the Bylaws Committee
September 15, 2015

Amended by the Quorum
August 18, 2015

Bylaws of APCO International, Inc.

**BYLAWS
OF
APCO-INTERNATIONAL, INC.**
(Adopted: 08/19/2009; Amended: 08/05/2014, 08/18/2015)

**ARTICLE I
OFFICES**

Section 1.1 Name. The name of this corporation is the Association of Public-Safety Communications Officials International, Inc., also known as APCO International (“Association”).

Section 1.2 Office. The registered office of the Association is located at the principal place of business within the State of Florida. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE II
PURPOSES**

Section 2.1 Primary Purpose. The members of this nonprofit Association serve or support that function of government which provides public safety communications services in areas of law enforcement, forestry, conservation, fire, highway maintenance, emergency rescue and medical services, emergency management, and other activities supported or endorsed by federal, state, local and tribal governments. The primary purposes of this Association are to:

(a) foster the development and progress of public safety communications and supporting information technologies by means of research, planning, coordination, training and education in areas concerned with law enforcement, fire, emergency rescue and medical services, conservation, forestry, highway maintenance, emergency management and other public safety services;

(b) promote the rapid and accurate collection, exchange and dissemination of information relating to emergencies and other vital public safety communications among and between all levels of local, tribal, state and federal governments and those who work with them;

(c) represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate; and

(d) strive to protect citizens and their property and provide for their welfare by these and other appropriate means.

**ARTICLE III
MEMBERSHIP**

Section 3.1 Membership. Membership in the Association shall be open to persons in good standing who satisfy the requirements of the Membership Policy as established and amended by the Membership Quorum.

Section 3.2 Voting Rights. All persons in a voting-eligible category of Membership are entitled to one vote on each matter submitted to a vote under the Membership Quorum.

Section 3.3 Positions of Leadership. Positions on the Executive Council, Board of Directors, Executive Committee, or Chapter President 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 in compliance with the Bylaws of the Association and applicable policy, 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 shall be divided into Regions as authorized by the Executive Council based upon the geo-political boundaries of states, territories, and other designations.

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. The Executive Committee of the Board of Directors shall serve as the officers of this Chapter.

ARTICLE V **MEMBERSHIP QUORUM**

Section 5.1 Membership Quorum. The Association shall meet annually and such meeting shall be known as the Annual Conference. Voting-eligible Members attending a business meeting of the Annual Conference shall constitute the Membership Quorum.

ARTICLE VI **EXECUTIVE COUNCIL**

Section 6.1 Selection. The Executive Council shall consist of one non-commercial, voting-eligible 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.

Section 6.2 Duties: Executive Council members shall:

(a) serve as a direct conduit for the exchange of information to and from the Regional Representative on the Board of Directors, the Chapters and their members;

(b) consider any requests to create, modify or cancel the charters of Chapters, except the International Chapter;

(c) make recommendations on any proposed Bylaw amendments or certain Policy changes that require ratification by the Membership Quorum;

(d) provide advice to the Board of Directors on matters of importance to the public safety communications industry;

(e) offer guidance to the Board of Directors on strategic planning;

(f) select Regional Representatives to the Board of Directors in accordance with section 7.3; and

(g) select one Executive Council member per Region to serve on Executive Council committees.

Section 6.3 Meeting. The Executive Council shall meet in conjunction with the Annual Conference in furtherance of its duties.

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 Council;

(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 as set forth in the Membership Policy. 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. Upon reaching this limit, such Directors need to sit out at least one year to regain eligibility to serve in the same capacity on the Board of Directors. 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 odd-numbered year.

Section 7.3 Selection by each Region. The selection under (b) shall be in accordance with criteria and a process approved by the Executive Council and such selection each year shall be made in conjunction with the Executive Council meeting. 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 under (b) at any one time. Each Chapter is entitled to one vote in the selection of each Director within its Region. Once installed as Directors, such Regional Representatives shall cease service on the Executive Council throughout their term or terms on the Board.

Section 7.4 Selection by the Commercial Advisory Council. The selection under (c) shall be made prior to September 1 in each odd-numbered year in accordance with Policy.

Section 7.5 Vacancies. A vacancy under (b) or (c), other than a temporary vacancy expected to last less than 90 days, or a vacancy occurring less than 90 days prior to expiration of the Director's term, shall be filled by a caucus by the applicable Region under (b) or by the Commercial Advisory Council under (c) for the remainder of the term. Time spent completing the unexpired term which totals 12 months or more shall count against the term limit specified in Section 7.2; anything less than 12 months shall not count against the term limit specified in Section 7.2.

Section 7.6 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 establishes;
- (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 standing committees to assist in accomplishing the purposes of the Association;
- (d) Establish new projects under the APCO Project Series;
- (e) Review and approve the Association's goals and objectives as recommended by the Executive Committee;
- (f) Review and approve the Executive Director's goals and objectives for the Association staff and management team;
- (g) Report its activities. Each Director has the responsibility to issue a formal report to his/her constituency;
- (h) Attend the annual meeting of the Executive Council; and
- (i) Perform other duties as may be otherwise specified in these Bylaws or as may be required by the Board of Directors of itself.

Section 7.7 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 7.8 Meetings. The Board of Directors shall meet quarterly, but may convene more or less frequently as the body itself may agree.

Section 7.9 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.

Section 7.10 Removal. Any Director, including Executive Committee members under (a) of 7.1, may be removed 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 a Director from the performance of his/her duties, including voting privileges, during the period between that person 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 post occupied by the suspended Director 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 VIII **EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS**

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 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 voting-eligible 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;
- (d) Create special committees or task forces for a limited duration or purpose (i.e., non-standing) as may be useful from time to time; and
- (e) 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. Normally, officer installation shall

occur during the Association's Annual Conference, but may occur at such other time as may become necessary due to the filling of a vacancy or other cause.

Section 8.5 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 8.6 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) Other criteria as established by policy.

Section 8.7 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. 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 of the Public Safety Foundation of America and the President of the International Chapter.
- (d) Make appointments to fill vacancies in accordance with this Article.
- (e) Keep the membership appropriately informed.
- (f) Perform such other duties as may be required that are not specifically assigned to others.

Section 9.2 The First Vice-President 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 of the Public Safety Foundation of America as 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 of the Public Safety Foundation of America and as 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 and the Board of Directors in an advisory capacity, but with full voting rights, for the year following the conclusion of the term as President.
- (b) Serve on the Board of Directors of the Public Safety Foundation of America and as 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 either the office of Second Vice-President or Immediate Past 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: i) certification by the Credentials Committee that the appointee satisfies the eligibility requirements for service on the Executive Committee; ii) confirmation by the remaining members of the Executive Committee; and iii) ratification by the Board of Directors.

(b) A vacancy in the offices of President, First Vice-President, Second Vice-President or Immediate Past 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.

ARTICLE X

MISCELLANEOUS MEETING PROVISIONS

Section 10.1 Quorum. At all meetings of the Executive Committee, the Board of Directors, or 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. If a quorum shall not be present at any meeting of the body, 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 to 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 Membership Quorum. Adjustments in accordance with the cumulative or average 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 Membership 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.

Section 13.2 Dissolution. 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 Membership 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 13.3 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 Membership 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 Membership 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.