

Proposed New Governance Structure - Composition and Delineation of Duties

EXECUTIVE COMMITTEE	BOARD OF DIRECTORS	EXECUTIVE COUNCIL	QUORUM
<p>Composition:</p> <p><i>Voting:</i> -President -1st Vice-President -2nd Vice-President</p> <p><i>Non-Voting:</i> -Executive Director -Immediate Past President</p>	<p>Composition:</p> <p><i>Voting:</i> -President -1st Vice-President -2nd Vice-President -Immediate Past President -Two Executive Council reps from each region -One member of the Commercial Advisory Committee</p> <p><i>Non-Voting:</i> -Executive Director</p>	<p>Composition:</p> <p>One representative from each chapter, including the International Chapter.</p>	<p>Composition:</p> <p>All voting eligible members.</p>
<p>Duties: In order that they appear in Bylaws.</p> <p>Officers of the International Chapter All responsibilities between Board meetings Prepare & maintain budget Oversee Executive Director Maintain Strategic Plan Approval of officer vacancy filled by president Vote to have office remain vacant after April 1st Suspension of officers</p>	<p>Duties: In order that they appear in Bylaws.</p> <p>Budget approval Purchase or sale of real property Establish a new APCO Project in the Series Review & approve Association, Executive Director and Mgmt goals and objectives Review & approve business plan Report to Executive Council representatives for his/her region 2/3 vote to change Policy Ratification of officer filling vacancy 2/3 to hire or remove Executive Director Approve dues increases within CPI *Distribution of assets upon dissolution</p>	<p>Duties: In order that they appear in Bylaws.</p> <p>Creation or elimination of chapters Recommendations on Bylaw amendments Recommendations on policy changes going to the Quorum Advise Board on strategic planning Liaison between Board and Chapter</p>	<p>Duties: In order that they appear in Bylaws.</p> <p>Membership Policy (e.g., categories of membership) Approve dues increases greater than CPI *Distribution of assets upon dissolution Amend Bylaws</p>

*13.1 Retains current intent that this be a responsibility of either the Quorum or the Board.

APCO International - Governance Documents Matrix				
[Legend: C=Constitution; Bylaws = B; P=Policy Manual]				
Index Items	Citation	Proposed Bylaws	Policy (BoD)	Procedure (HQ)
General (Name, Purpose, and Public Safety)	C= Art 1, #1, 2, 3; Art 2, #1	Art 2, brief; fuller version appears in Certif of Incorporation and IRS app (Form 1023)	n/a	n/a
	B=			
	P= Art 2, #2.1			
Organization	C= Art 2	Art 1 (name, offices); fuller description in Certif of Incorporation and IRS app (Form 1023)	n/a	n/a
	B=			
	P=			
Association	C=	Art 1 (name, offices); fuller description in Certif of Incorporation and IRS app (Form 1023)	n/a	n/a
	B= Art 2			
	P=			
Chapters	C= Art 2, # 2 3; Art 5	Art 4; BoD authority over chapters that have independent standing legally	Charters process by EC	Process for reporting between chapter and Association
	B=			
	P= Art 3			
Regions	C= Art 2, #3	Art 4.2; Identifies geo regions	Scope of region activities, i.e., conferences	n/a
	B=			
	P=			
Membership	C= Art 2, # 2	Establishes APCO as a member governed assn; defines voting rights, leadership eligibility, revocation process	Defines member categories, dues level, revenue split	Spells out membership reporting between Intl and chapters; cost accounting
	B= Art 1			
	P= Art 4			
Executive Council	C= Art 2, #6; Art 4, #2	Art 6; Meets once annually, plus serves as a conduit for info exchange between BoD and Chapters by region	n/a	Guidance for free and fair elections of regional reps to BoD by region.
	B= Art 5			
	P=			
Board of Directors	C= Art 2, #6; Art 4, #2	Art 7; Newly constituted w/ duties similar to prior EC; composition, terms, selection, quorum, 2/3 vote on policy	n/a	Meeting logistics; cost accounting
	B= Art 5			
	P=			
Executive Committee Board of Officers	C= Art2, #7; Art 4, # 3	Art 8 & 9; composition, terms, [transition] , succession, qualifications, quorum, duties, vacancies, removal	Role of Credentials Committee (in certifying nominees)	Candidate & voting process; support by ED, cost accounting
	B= Art 5			
	P= Art 6			

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Index Items	Citation	Proposed Bylaws	Policy (BoD)	Procedure (HQ)
Committees and Task Forces	C=	Art 10; small mention in terms of meeting protocol	Determine committees; Exec Comm appointment of chairs and committees	Supporting selection process, role of staff liaisons, cost accounting
	B= Art 9			
	P= Art 7			
Executive Director	C= Art 4, #4; Art 8	Art 11, establishes function; selection process; reports to President and Exec Comm; 2/3 vote of BoD to hire/fire	Removal criteria and process should be defined under contract	n/a
	B= Art 6			
	P=			
Controller	C= Art4, #5; Art 9	Art 11, briefly notes that such a post can report discrepancies to ED, Exec Comm and/or BoD per one's professional duty	n/a	Terms of engagement should be defined by contract.
	B= Art 7			
	P=			
Counsel	C=	n/a [any corporation can and should retain counsel whose conduct is governed by the ABA and judicial practice]	n/a	Terms of engagement should be defined by contract.
	B= Art 8			
	P=			
Membership Quorum	C= Art 4, #1	Art 5, establishes function; Art 8, voting on VPs; Art 14, amendment of bylaws	preview of items to quorum	Site selection, meeting logistics, voting procedues
	B= Art 3			
	P= Art 2, #2.8			
Headquarters Staff	C= Art 2, #11	Art 11, Executive Director	n/a	[numerous]
	B=			
	P=			
Travel	C=	n/a	Travel Expense Policy	Reimbursement procedures; cost accounting
	B=			
	P= Art 7			
Purchasing and Contracting	C=	n/a	P & C Policy	Implementation procedures
	B=			
	P= Art 10			
Records Management	C=	n/a	Records & Retention Policy	Implementation procedures
	B=			
	P= Art 11			

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Index Items	Citation	Proposed Bylaws	Policy (BoD)	Procedure (HQ)
APCO Project Series	C=	Art 6, under duties of BoD	Project Development	Implementation procedures; liaison support; cost accounting
	B= Art 11			
	P= Art 12			
Awards	C=	n/a	Awards Committee & Policy	Implementation procedures, liaison support
	B= Art 14			
	P= Art 13			
Dues	C=	Art 12, establishes authority to levy dues, Quorum vote required for vote above CPI adjustment	Dues Categories and Rates	Implementation procedures
	B= Art 2			
	P=			
Conferences and Symposiums	C= Art 7, #3, 4	Art 5 (Quorum)	Prefer Aug for Annl Conf, date patterns for Regional Conf; Site Selection, including criteria staff should use to make merit decision	Site selection process, sponsor/exhibitor procedures, conference logistics
	B= Art 10			
	P=			
Publications	C=	n/a	Publications Policy	Publication Mgmt
	B= Art 12			
	P=			
Asset Management	C=	Art 13.1 [rev]	F&B Committee Role; Independent Audit	Financial Controls + GAAP guidelines
	B= Art 13			
	P=			
Rules of Order	C=	n/a	n/a	RRofO Implementation
	B= Art 15			
	P=			
Amendment	C= Art 10	Art 14	(of Policies)	n/a
	B= Art 16			
	P=			

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Index Items	Citation	Proposed Bylaws	Policy (BoD)	Procedure (HQ)
Voting	C= Art 3	Within Applicable Articles	n/a	Voting Process
	B=			
	P=			
Authority	C= Art 4	Within Applicable Articles	n/a	n/a
	B=			
	P=			
Bylaws and Policy Manuals	C= Art 7	Bylaws	Policies	Procedural Manual
	B=			
	M= Art 1			
Constitution	C= Art 7	Counsel recommends merger of Constitution & Bylaws; other relevant info is contained in Articles of Incorporation	n/a	n/a
	B=			
	M= Art 2, #2.6			
Trademark	C= Art 8	n/a	Trademark Policy	Implementation procedures
	B=			
	M=			
Indemnification	C= Art 9	Art 13.2	n/a	Insurance policies - D&O, Property, Bonding, Event
	B=			
	M=			
Elected Officials	C= Art 2, #5	Art 3.3; eligibility for positions of leadership [incl options from within non-Active Member Categories, e.g., CAC]		Candidate & Voting Process
	B=			
	M=			
Subsidiaries	C= Art 2, #10	Art 9; Exec Comm oversight of subsidiaries	Advisory Committees	
	B=			
	M= Art 2, #2.2			
Other Manuals	C=Art 7, #6	n/a	n/a	[as needed]
	B=			
	M=			