

Summary of Changes to the Proposed Bylaws from Versions 5 (8/2/08) through 11 (7/16/09)

Based on recommendations by the Constitution & Bylaws (C&B) Committee and/or the SGI Task Force.

Article I, Section 1 (Offices)

Mirrored all the naming conventions for APCO International in the current C&B.

Article II, Section 1 (Purposes)

Stylistic revisions to mirror categorizing of sub-points elsewhere in the document.

Article III, Section 3 (Positions of Leadership)

Because practice varies among chapters (with some giving voting status to its commercial representative), the C&B Committee advised narrowing the “voting-eligible Member” standard to the Chapter President. The Membership Policy (in the Policy Manual) can also be a guide with regard to other chapter officers.

Article IV, Section 1 (Chapters)

The addition of the words “and applicable policy” reflects that some chapter guidance under the SGI reforms will shift to the Policy Manual.

Article IV, Section 2 (Regions)

The C&B Committee advised deletion of two phrases as being out of place in this section or creating confusion between domestic and international sectors of membership. The intent remains that the Executive Council representative of the International Chapter would caucus with the region.

Article IV, Section 3 (International Chapter)

The C&B Committee advised that not all chartering documents make reference to the geographic boundaries of the chapter, which is a level of detail anyway that may no longer be appropriate for the new Bylaws.

Article V, Section 1 (Membership Quorum)

Added the qualifier “Membership” to “Quorum” in this section and in corresponding sections throughout the Bylaws to make a greater distinction between this annual meeting of the Membership at large and the quorums of other governing bodies. Language was also inserted to give clearer definition to the Annual Conference, which is referenced elsewhere in the document.

Article VI, Section 6.1 (Executive Council Selection)

The qualifiers “non-commercial, voting-eligible” are appropriate under the new Executive Council, which is structured to represent the chapters. The CAC representative serves on the proposed Board of Directors (see Art VII).

Article VI, Section 6.2 (Executive Council Duties)

This augments the duties previously listed under 6.3. To improve the checks and balances of the Association's governance, there would no longer be overlap between the Executive Council and the Board. To be fleshed out under new Policy Manual provisions, the Management Committee would be empowered to conduct the Executive Council proceedings, including setting the agenda, selecting a presider (who would no longer be the Association president, but a designated chapter representative of the Executive Council in the same way that the moderator is currently selected.). The Board would obviously participate in substantial dialogue with the Executive Council at its once yearly meeting, but based on an agenda guided by the Executive Council.

Article VII, Section 1(c) (Board of Directors Composition)

The proposed title change for Commercial Advisory Council reflects the unique stakeholder role of the CAC that is distinct from any standing or special committee of the Association. Also reference is made that the term "commercial interest" has a certain meaning under the existing bylaws, and going forward that definition will reside in the Membership Policy.

Article VII, Section 2 (Board of Directors Terms)

These are primarily conforming changes now that the transition to a new governance structure will occur in 2009, an odd-numbered year. Omissions here are covered under 7.3 and 7.4.

Article VII, Section 3 (Board of Directors Selection By Region)

This is supplemented by a "Regional Representatives" policy (see 6.8 of the Policy Manual) that was adopted by the Executive Council on a contingent basis to govern the conduct of the selection of Regional Representatives (pending adoption of the Bylaw changes by the Membership Quorum). To further the goal of improved checks and balances in the Association's governance, as referenced previously, members selected regionally to serve on the new Board of Directors would no longer hold seats on the Executive Council.

Article VII, Section 4 (Board of Directors Selection By the CAC)

A policy similar in effect to that referenced above in 7.3 guides the selection of the Commercial Advisory Council (CAC) representative to the Board (see 7.4 of the Policy Manual). Such selection policy was adopted in 2009 by the Executive Council on a contingent basis to allow the CAC to move forward with the orderly selection of its representative on a timetable that could include an in-person election at the Annual Conference; subsequently such policy will be overseen by the new Board of Directors.

Article VII, Section 5 (Board of Directors Vacancies)

This carries over current vacancy provisions for Officers and makes it applicable to all Directors.

Article VII, Section 6 (Board of Directors Duties)

The changes reflect additional duties codified in the existing C&B that needed an appropriate "home" in the proposed Bylaws. A duty to attend the annual meeting of the Executive Council was also added.

Article VII, Section 10 (Board of Directors Removal)

This removal policy was lifted from 9.6 of the proposed Bylaws and made applicable to not just Officers, but all Directors. Other removal provisions applicable to the Regional Representatives are codified in 6.8 of the Policy Manual that are tied to a Director’s performance against the ten planks of the *Expectations of Service* to be signed by every Regional Director.

Article VIII, Section 3 (Board of Directors Selection by Region)

Clarified the wording to reinforce that a “Chapter is entitled to one vote in the selection of each Director within its Region.”

Article VIII, Section 4 (Executive Committee Terms of Office)

The changes incorporate language in the existing C&B to give clearer definition to Officer terms.

Article VIII, Section 5 (President-elect)

Conforming changes only.

Article IX, Section 1 (President)

Re-inserts a duty from the existing C&B to “keep the membership appropriately informed.”. Other grammatical changes in 9.1 through 9.4 reflect that, with the adoption of Resolution 2 in August, 2008, APCO is combining several of its existing subsidiaries and only *one* singular subsidiary will exist in the future, the Public Safety Foundation of America (PSFA).

Article IX, Section 4(a) (Immediate Past President)

Clarifies that the Immediate Past President is entitled to a vote on business before the Executive Committee as well as the whole Board of Directors.

Article IX, Section 5(a) & (b) (Vacancies)

Modified to include reference to a vacancy in the office of Immediate Past President.

Article IX, Section 6 (Removal)

This provision was moved to 7.10, as previously noted.

Article XIII, Section 2 (Dissolution)

This is a stylistic change to break the prior 13.1 into two subsections—Interest of Members (which remains 13.1) and Dissolution (the new 13.2).

Article XIV, Section 2 (Emergency Conditions)

This re-inserts an alternative amendments process, as recommended by the C&B Committee.