

## Summary of Changes to Resolutions and Proposed Bylaws during 4/1–6/30/08 Review Period

### RESOLUTION #1

See lines 4-5, 21-22, 24-25, 27, 30, 32

Several formatting changes were made that do not affect the content substantively to conform with recommendations forwarded by the Constitution & Bylaws Committee.

See line 29

**“Existing provisions of the Constitution and Bylaws and the Policy Manual will remain in force to the extent that they do not directly conflict with provisions in the new Bylaws and, unless indicated otherwise, any modification of such existing provisions shall require two-thirds approval of the whole Board of Directors.”**

This further clarifies the intent of this paragraph that APCO International will continue to pay heed to all the hard work that has gone into developing policy of the Association over the many years. Over the coming year, the SGI Task Force will work with the Constitution & Bylaws Committee, in consultation with corporate counsel, to recommend changes to existing policies in accord with the streamlined document structure. Any such changes will be vetted through the C&B Committee and will require two-thirds approval of the whole Board of Directors (thus always requiring at least 9 affirmative votes of the 13 voting members of this body). The “unless indicated otherwise” clarifies that in two major areas, a higher form of consent is required in the new bylaws to be consistent with current intent. Changes to certain Membership Policies (see 3.1 of the proposed bylaws) that were codified previously in the bylaws (e.g., categories of membership) would still require approval by the Quorum and, similarly, changes to Chapters and related policies (see 4.1 of the proposed bylaws) would still require Executive Council approval.

See line 33

**“Travel expenses associated with Director participation at Board of Director, except that held in conjunction with the Annual Conference, shall be reimbursable in accordance with the Association Member Travel Policy.”**

This further clarifies that the travel expenses for people elected to the new intermediary body, the Board of Directors, will be reimbursable by APCO International. This applies to travel costs associated with Director participation at Board of Director meetings, but in response to concerns, this would NOT include Director travel to the Annual Conference or to one’s own Regional Conference. Since Executive Council representatives who do not serve on the new Board would incur costs (often reimbursable by their chapter, but not APCO International) to attend the meeting at the Annual Conference and potentially at their regional conference, then out of fairness, the Executive Council representatives who do fill the regional slots on the new Board would also need to incur these travels costs or seek reimbursement from their chapters.

### PROPOSED BYLAWS

#### Article II, Section 1 (Purposes)

Several raised concerns that the Purpose clause in the current Constitution had been modified during the streamlining of bylaw language as to materially affect the mission of the organization. This was not the intent, so existing language has been added back in to generally describe the body of

of members that makes up APCO and to make clear that a core purpose of APCO is to “represent its members, public safety communications and supporting information technological interests in general before regulatory and policy-making bodies as may be appropriate.”

This purpose is not at odds with APCO’s conversion to a 501(c)(3) organization precisely because the great degree of advocacy that APCO performs is technically-based through regulatory proceedings (which are exempt from the IRS definition of lobbying) and because the pursuit of the professional interests of APCO members (in fulfillment of their mostly government-supported responsibilities) are so directly tied to the public interest. Most associations representing members with a government-supported mission prefer the tax-advantaged treatment of a (c)(3) “public interest” label over the (c)(6) “business league” label. By converting to 501(c)(3) status, APCO would enjoy the status now available to the International Association of Chiefs of Police (IACP), the International Association of Fire Chiefs (IAFC), the National Emergency Number Association (NENA) and many other associations with public interest purposes.

As for legislative lobbying, APCO’s special tax counsel and external controller have conservatively estimated APCO’s allowable limit to be in the range of \$400,000 per year, based on IRS “safe harbor” formulas, whereas APCO’s actual expenditures are \$75,000 per year.

### **Article III, Section 1 (Membership)**

This clarifies the intent that the Quorum would continue to be the body to establish and amend Membership Policy, such as the qualifications and categories of membership and dues increases above the adjustment for changes to the Consumer Price Index (CPI).

### **Article IV, Section 1 (Chapters)**

With the Executive Council continuing to meet once per year in tandem with the Annual Conference, it was felt the authority to establish, modify or cancel chapters should continue to rest with this body so that all chapters are directly involved in such decisions.

### **Article IV, Section 2 (Regions)**

Concerns were expressed that the International Chapter would not be adequately represented in the decision-making of the new Board of Directors if it were not assigned to a region and, thus, given a vote in the election of regional representatives to the Board and a voice in regional deliberations with those representatives. Since the International Chapter is actually governed by the Officers of APCO International, it was clarified that it would be that Chapter’s Executive Council representative who would participate in regional proceedings. With the current thinking that the greatest potential for international growth might be centered in the Caribbean and Central and South America, the Gulf Coast region was believed to be the best fit for this chapter.

Initial proposals also called for the International Chapter to have a seat on the new Board of Directors, but concerns were raised that this was elevating that chapter’s influence to a level out of sync with recently adopted provisions that took into account the new Global Alliance structure. Thus, the International Chapter would keep the unique status it has now as a chapter overseen by the Executive Committee (i.e., Officers) with a chapter representative who will have a vote in Executive Council proceedings once per year at the Annual Conference.

## **Article VI (Executive Council)**

Several raised concerns that the proposed realignment of the Executive Council to work on a more regional basis was lessening the chance for those chapters not fortunate to have a vote on the new Board of Directors from being heard. To partially address this concern, SGI proposes that the Executive Council continue to meet once a year at the Annual Conference as a full body as a means to i) exercise its authority to establish, modify or cancel charters of Chapters; ii) provide direct chapter input into matters going before the Quorum, and iii) as a means to provide input to the new Board from all the chapters into the priority-setting and the strategic planning of the Association. Chapters would continue to be responsible for travel expenses associated with this, and APCO International would pay for on-site meetings expenses (e.g. room rental, A/V, meals).

The SGI Task Force and the EC Regional Advisors are firm in their conviction that the new Board of Director structure would ultimately result in the chapters having more of a voice in the affairs of the Association. It will be incumbent on the regional representatives to the Board to be more diligent in polling their regional colleagues on the Executive Council about issues before the Association and reporting meeting outcomes to them. The tighter span of control (13 votes instead of 51) will make it easier for the Board to meet more often (at least four times annually) and to be consulted formally and informally on initiatives throughout the year.

## **Article VII, Section 3 (Board of Director Selection)**

Changes to this section clarify that members elected regionally to the Board of Directors shall be from the ranks of current Executive Council members within that region to strengthen the ties to that body. With several commenters still preferring more clarity about the selection process, it was agreed to codify the “one chapter, one vote” concept so that the size of the chapter could not be a determinant in the election.

The SGI Task Force considered, but rejected, the notion of requiring that one of the two regional seats be earmarked to a chapter with below average membership for that region. It was felt that the emphasis should be on the quality and experience of the individuals seeking to serve on the Board and that other selection rules (one chapter, one vote) are a better way to ensure fairness.

## **Article VII, Section 4 (Board of Director Duties)**

Deletions, here, reflect that one duty (regarding chapters) shifted back to the Executive Council (see 6.2); another duty (regarding budget approval) was redundant and already covered under (a).

## **Article VII, Section 5 & 6 (Voting and Quorum)**

Consistent with the resolution language discussed above, changes to Policy shall require at least two-thirds approval of the voting membership of the body (thus always requiring 9 affirmative votes from this body of 13 voting members to change policy). On the advice of counsel, however, the SGI Task Force has set quorum at a majority of the whole body (thus 7) and made all other actions contingent on a majority of those present, which is typical for most governing boards. While the SGI Task Force was willing to hold this new Board to a higher degree of consent (i.e., two-thirds) for all actions, not just policy; counsel offered compelling arguments in the negative that a well-organized minority (a minimum of 5 people) could thwart action simply by refusing to show up or by withholding support for an action (e.g., the budget) unless their pet issue is addressed. Constitutional scholars terms this the “tyranny of the minority” dilemma.

### **Article VIII (Adjustment of Subheaders)**

For formatting consistency only, the first two paragraphs under this article were split with the subheader “Authority” being added in the first instance, and the second retaining the subheader “Composition.” Of course, this caused the automatic re-numbering of all other subsections in the Article. No content was altered.

### **Article IX, Section 4 (Immediate Past President)**

Several raised concerns that the Immediate Past President would no longer be entitled to a vote on matters. The SGI Task Force reached a compromise on this matter to give the Immediate Past President a vote in the full Board of Directors (thus 1 of 13 votes), but his or her involvement in Executive Committee matters (1 of 5 people) would be advisory and not carry voting privileges. While the Immediate Past President’s continued involvement in this intimate forum of the officers and executive director (who is also non-voting) will be helpful to ensure continuity, it was felt that the “non-voting” designation would be important to help reinforce that the current President is the presiding officer and authoritative voice for the association, notwithstanding that the Immediate Past President is the longest-serving of the officers.

### **Article XII, Section 1 (Executive Director)**

Several raised concerns that while the hiring of the executive director required consent of the new Board of Directors, the removal could occur with the Officers, as the new Executive Committee, taking such action unilaterally. This section was modified to clarify that both the appointment and removal of the executive director would require the consent of two-thirds of the Board of Directors. Additional flexibility was added to third sentence of this paragraph to reflect that while all staff should report to the executive director, that consultants may or may not have this reporting relationship depending on the nature of why they were hired; thus the phrase “and consultants” was omitted.

### **RESOLUTION #2**

General questions were raised about whether it is necessary to put Resolution #2 before the Quorum to carry out the maker’s intent since 1) the current Constitution & Bylaws do not establish a process for amending the Articles of Incorporation and 2) the power to create (and thereby merge) subsidiaries currently rests with the Executive Council.

In cases where a member organization’s governing documents do not specify a process for amending its Articles of Incorporation, then such organization is expected to follow the same amendment procedures it has established for other governance documents (e.g., bylaws).

Because the full benefits of pursuing the conversion of APCO International from a 501(c)(6) non-profit “business league” to a 501(c)(3) non-profit “public interest organization” do not accrue without the merger of the existing subsidiaries, it was felt that in the interest of transparency that both steps (conversion and merger) should be disclosed, discussed, and acted upon by the Quorum.